

**MINUTES OF THE 2010 ANNUAL GENERAL MEETING**

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**Date:** 1<sup>st</sup> June 2010

**Time:** 5pm

**Venue:** Guedo, level 6, 45 Queens Street, Auckland

**ATTENDANCE**

**PRESENT**

Billy	Beggs
Bridget	Marsh
Cameron	Beattie
Ian	Williams
John	Ringer
Malcolm	Garnham
Sarah	Holden
Nick	Jones
Kevin	Graham
Chris	Everitt
Chris	Morrison
Jami	Williams
Kath	Dewar
Miranda	Brown
Sophie	Heighway
Steve	Dixon
Bruce	Fraser
Gael	Ogilvie
Jyoti	Smith
Stephne	Vaughan
Ray	Skinner
Bruce	Mincham
Gary	Duke
Manuel	Seidel
Michael	LeRoy-Dyson

Camilla	Urdahl
Kyle	Parker
Maggie	Lawton
Mike	Murphy
Margie	Barriball
Mike	Atkinson
Phillip	Griffiths
Steve	Bonnici
Alice	Andrew
Peter	Birkett
Peta	Fraser
Pippa	Coomb
Tom	Newitt
David	Konningham

#### **PROXIES & APOLOGIES**

Tim	Collins
Mike	Murphy
Hamish	Allardice
Andrew	Wilshire
Kate	Hughes
Brad	Stewart
Yoshimi	Brett
Greg	Hall
Ruth	Flynn
Nick	Collins
Karl	Mischewski
Jackie	Osborne
David	Huxford
Helen	Robertshaw
Barry	Coates
Steve	Knapp
Haira	Nikdao

#### **APOLOGIES ONLY**

Brenda Pilott - PSA  
Tim Collins- In-Business Magazine  
Alec Tang- ERM  
Katy Steel- Nelson Environment Centre

#### ***SBN Staff***

Rachel Brown  
Sarah Munro  
Theresa Gaire

Natasha Fromont  
 Suzy Goss  
 James Griffin

**AGENDA**

1	WELCOME	Welcome by the Chair Chris Morrison. The Chair states the rules for speaking and ask for any items of general business to be added to the agenda.
2	APOLOGIES	The Chair to state apologies and ask for any other apologies from the floor.
3	MINUTES OF THE PREVIOUS 2008 ANNUAL GENERAL MEETING	The Chair to state minutes posted on web and all members made aware by email then a request for the acceptance of the minutes.
4	MATTERS ARISING FROM THE 2008 AGM MINUTES	Matters arising from the 2008 minutes.
5	NATIONAL BOARD CANDIDATES FOR 2010/2011	The Chair to state how to vote, nominees and when voting will be closed.
6	NATIONAL REPORT FROM THE CHAIR	Chris to present the Chair's Report.
7	NATIONAL REPORT FROM THE CHIEF EXECUTIVE	Rachel to present the CEO's Report.
8	PROPOSED CHANGES TO THE SBN RULES	Chris to move the Proposed Changes to the SBN Rules be accepted.
9	AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 <sup>st</sup> Dec 2009	Theresa Gaire to present the Audited Financial Report.
10	APPOINTMENT OF AUDITOR	Chris moves for the Auditor to be appointed for the following term.
11	PLANS FOR 2010	Chris presents the 2010 Plans
12	NATIONAL BOARD ELECTIONS	Election of the National Board and confirmation of the 2010/2011 National Board
13	GENERAL BUSINESS	
14	CLOSE OF MEETING	

**MINUTES OF THE MEETING**

1.	<b>WELCOME</b>	The Chair stated the rules for speaking and asked for any items of general business to be added to the agenda. There were no additional items of general businesses raised.
2.	<b>APOLOGIES</b>	Chris read out the apologies (noted above) that have been received, and also asked if there were other apologies from the floor. <b>Motion:</b> That the Apologies be accepted  Moved: Chris Morrison  Seconded: Bruce Fraser  <b>Carried</b>
3.	<b>MINUTES OF THE PREVIOUS 2008 ANNUAL GENERAL MEETING</b>	Chris stated that the minutes of the 2008 AGM held on 10 <sup>th</sup> November 2008 were posted on the SBN website and that members were made aware of this via email.  <b>Motion:</b> That the Minutes of the previous AGM held on 10 <sup>th</sup> November 2008 be accepted as a true and correct record.  Moved: Chris Morrison  Seconded: Kath Dewar  <b>Carried</b>
4.	<b>MATTERS ARISING FROM THE 2008 MINUTES</b>	Chris asked the meeting if there were any matters arising from last year's minutes. There were no further matters raised by the meeting from the 2008 minutes.
5.	<b>NATIONAL BOARD CANDIDATES FOR THE 2010/11 YEAR</b>	Chris stated that five (5) nominations were received to fill three (3) positions on the National Board.  Chris asked members who have been given a Voting Paper when they arrived, to tick no more than 3 boxes for their preferred candidates as previously distributed by email. If they had previously voted by email then the votes would have already been counted.  Chris reminded the meeting that voting would be closed following the Changes to the Rules. He asked members to pass their votes to the SBN staff and reminded them that the votes would be checked against the current financial membership list.
6.	<b>NATIONAL REPORT FROM THE CHAIR OF THE NATIONAL BOARD</b>	Chris presented his Chair's report which covers the 18 month period from 1 <sup>st</sup> July 2008 to 31 <sup>st</sup> December 2009;  <ul style="list-style-type: none"> <li>• Following on from a successful 2007/08 financial year – 2008-2009 was severely impacted by the recession and the unexpected loss of</li> </ul>

		<p>the Government funding in June 2009.</p> <ul style="list-style-type: none"> <li>• The audited financial accounts show a substantial loss.</li> <li>• Membership numbers were dropping by the end of 2009; however at this time the financial impact of this was being offset by the increased membership fees which came into effect at 1<sup>st</sup> Jan 2009.</li> <li>• The network was in the practice of cross subsidizing where losses in some regions being subsidized by other profits of others regions. The loss of government funding meant that this subsidizing could not continue.</li> <li>• In 2009 the National Board recognized that this was not just a short-term problem so began a series of reviews in staffing, beginning with the national office in early 2009, and then lead to a substantial restructuring of its operations after consulting widely with members, Regional Advisory Board and staff.</li> <li>• This resulted in improved clarity between the two operational arms of the SBN – its <b>Tools</b> which include the Get Sustainable Challenge, Get Sust Online, GreenFleet, Greenlist etc– and the <b>Network</b> which runs the regional events, networking and training programmes.</li> <li>• Both divisions are now running and must cover their own costs. There is also consolidated management of two regional offices: Waikato and Bay of Plenty are now run by the BOP Office and Southern and Central are now run from the Central Office.</li> <li>• During this time period SBN continued to deliver all tools and training programmes including two sets of regional awards and two national awards.</li> <li>• Three new tools were launched: Greenlist, Get Sust Online and AdviceLine.</li> <li>• There was continued support from foundation partner NZI and in mid 2009 financial support from EECA.</li> <li>• Overall it has been tough period for the SBN. There are conservative budgets for the year ahead which will achieve a small surplus.</li> <li>• Despite the going impacts of the recession we are hoping to see positive outcomes for 2010. Membership is now showing signs of</li> </ul>
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		<p>growth and is slightly ahead of budget.</p> <p>Chris thanked key sponsors regionally and nationally whose support ensures that SBN can deliver new tools, services, awards and networking events at affordable pricing. Chris also thanked all SBN members for their ongoing support and activities which help keep sustainability alive in New Zealand.</p> <p><b>Motion:</b> That the Chair's report be accepted.</p> <p>Moved: Chris Morrison</p> <p>Seconded: Jami Williams</p> <p><b>Carried</b></p>
7.	<p><b>NATIONAL REPORT FROM THE CHIEF EXECUTIVE</b></p>	<p>Rachel presented the CEO's report to the Annual General Meeting. The report outlined the key activities undertaken by the SBN in the 2008/2009 year.</p> <p>These included;</p> <ul style="list-style-type: none"> <li>• 150 entrants in the awards via the Get Sustainable Challenge</li> <li>• Publishing of the Sustainable Business Review</li> <li>• Cancellation of the Ministry for the Environment deed funding in Feb 2009 which lead to a significant funding drop</li> <li>• There was a drop in SBN membership from 860 to 630</li> <li>• There was restructuring with loss of 9 staff (1.8 staff now on tools, 5 on network)</li> <li>• Meanwhile new tools were introduced</li> <li>• There are 160 businesses accessing Get Sust Online</li> <li>• There are 650 businesses listed on the Greenlist (this includes SBN members and non-members)</li> <li>• EECA has provided funding for new services to support business including discounted energy audits, Adviceline and Fleet checks</li> <li>• A new tagline for SBN was developed "SBN will help your business succeed through sustainability"</li> <li>• New member development system was developed with membership offerings falling under the following structure; Learn, Do, Share, Create</li> <li>• It was a tough financial year with loss of \$150k in audited accounts (there are some anomalies from moving to Dec year for accounts so 18 months covered)</li> </ul> <p>Refer to the National Report for a complete copy of the CEO's presentation.</p> <p><b>Motion:</b> That the National Report be accepted.</p> <p>Moved: Chris Morrison</p>

		<p>Seconded: Sophie Heighway</p> <p><b>Carried</b></p>
8.	<b>PROPOSED CHANGES TO THE SBN RULES</b>	<p>Chris stated that members were emailed the <i>Proposed Changes</i> Document and that it has been handed to members as they registered for the AGM. Chris mentioned that there was one new proposed addition to clause 22.1 - inserting of the word “charitable” as per The Charities Commission;</p> <p>22.1 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having <b>charitable</b> objects similar to the objects of the first organisation, or to some other charitable organisation or purpose within New Zealand.</p> <p><b>Motion:</b> That the Proposed Changes to the SBN Rules be accepted. Inserting of word charitable as per The Charities Commission</p> <p>Moved: Chris Morrison</p> <p>Seconded: Sarah Holden</p> <p><b>Carried</b></p>
9.	<b>2008/2009 AUDITED FINANCIAL ACOCUNTS</b>	<p>Theresa Gaire, the SBN accountant presented the Audited Financial Statements ending 31<sup>st</sup> Dec 2009 which were distributed to those members who registered their attendance, and were made available at the meeting.</p> <p>Theresa presented her report to the meeting:</p> <p>Theresa reported that the 18 month period to 31 December 2009 was financially tough. There was a loss in sponsorship funding, membership decline and this lead to the major restructuring that took place throughout last year resulting in our reporting of a loss of \$150,000.</p> <p>Theresa highlighted that the following anomalies in the financial reports;</p> <ol style="list-style-type: none"> <li>1. SBN has changed the balance date to 31 December and so for this period only is reporting on an 18 month period - this has resulted in 2 awards for each region and national being reported in these accounts. Although all expenses fall in this period some sponsorship income had been received prior to the reporting start date of 1 July 2008 for the 2008 awards – this amounted to approximately \$40,000.</li> </ol>

		<ol style="list-style-type: none"> <li>2. Throughout the reporting period several regions were unable to support themselves financially through lack of growth in membership and failing to secure sponsorship. Restructuring was completed in December 2009 and therefore the accounts reflect the financial support national and the other regions gave to those regions that were not financially viable.</li> <li>3. SBN has continued to upgrade and develop our IT tools – our websites, on line tools, data base and networking facilities and this is reflected in the capital investment, depreciation and computer running costs.</li> <li>4. Variations from the previous 12 months accounts in other items have occurred due to the change in balance date from mid-year to year end ie debtors, creditors, GST, tree planting.</li> </ol> <p>Theresa concluded that fortunately SBN had cash reserves to weather the monetary portion of the 2009 loss reported.</p> <p>Theresa thanked the sub committee of the National Board, the Audit and Risk Committee, for their continued support and assistance through this difficult year. This sub committee has been chaired by Glen Saunders and has continued to monitor all financial reporting on a monthly basis.</p> <p>Theresa asked the meeting if there were any questions.</p> <p>No questions were raised.</p> <p><b>Motion:</b> The SBN Financial Accounts 2009 be accepted.</p> <p>Moved: Chris Morrison</p> <p>Seconded: Maggie Lawton</p> <p><b>Carried</b></p> <p>Chris thanked Theresa Gaire and Natasha Fromont for their professional work in overseeing the SBN finances.</p>
10.	<b>APPOINTMENT OF AUDITOR</b>	<p>Chris thanked the team from O'Halloran HMT for doing a great job auditing this year's accounts.</p> <p><b>Motion:</b> That William Buck formerly O'Halloran HMT Chartered Accountants be appointed as Auditor for the next financial year.</p> <p>Moved: Chris Morrison</p>

		<p>Seconded: Chris Everitt</p> <p><b>Carried</b></p>
11.	<b>PLANS FOR 2010</b>	<p>Chris presented SBN's Plans for 2010 from Rachel's presentation which covered the following;</p> <p>Priorities for 2010 include;</p> <ul style="list-style-type: none"> <li>• improving SBN value to members</li> <li>• improving financials</li> <li>• increasing participation through tools and network services</li> <li>• meeting existing obligations</li> <li>• maintaining good governance</li> </ul> <p>Chris thanked Rachel for her presentation.</p>
12. 5:48 – 5:53	<b>CONFIRMING ELECTION OF NATIONAL BOARD FOR THE 2008/09 YEAR</b>	<p>Chris stated that five nominations were received to fill three vacant positions on the National Board. The nominations were Chris Morrison, Tim Collins, Tom Newitt, Rod Oram and Sophie Heighway.</p> <p>Chris thanked all of the nominees.</p> <p>The three candidates elected to the Board were:</p> <ol style="list-style-type: none"> <li>1. Chris Morrison</li> <li>2. Rod Oram</li> <li>3. Sophie Heighway</li> </ol> <p>Chris congratulations the three successful candidates and welcomed them to the National Board and also thanks the other candidates for standing.</p> <p><u>SBN National Board for 2010/11</u></p> <p>Elected National Board Members:</p> <ol style="list-style-type: none"> <li>1. Chris Morrison</li> <li>2. Rod Oram</li> <li>3. Sophie Heighway</li> </ol> <p>They join the Regional Representatives who are currently:</p> <ul style="list-style-type: none"> <li>• Sophie Heighway, SBN Northern (Downer EDI)</li> <li>• Bruce Fraser, SBN BOP (Fraser Consultants)</li> <li>• Steve Dixon, SBN Central (Maven Consulting)</li> <li>• Peter Taylor, SBN Southern (Individual Membership)</li> </ul> <p><b>Motion:</b> The New National Board 2010/11 be accepted.</p> <p>Moved: Chris Morrison</p>

		<p>Seconded: David Koningham  <b>Carried</b></p> <p>Chris moved that the voting papers be destroyed.</p> <p>Seconded: Jami Williams  <b>Carried</b></p>
<b>13.</b>	<b>GENERAL BUSINESS</b>	<p>Chris thanked the members of SBN's national board, CEO Rachel Brown and the SBN staff.  He Jami Williams and Sarah Holden, who are leaving the national board, for their great contribution.  Chris also thanked the SBN members for their ongoing support and involvement, and thanked everyone that attended the AGM.</p>
<b>14.</b>	<b>CLOSING OF THE AGM</b>	<p>Chris declared the 7th AGM of the Sustainable Business Network closed.</p> <p>He invited the members to enjoy the selection of organic food and wine, and the five x five minutes presentations by SBN Members</p>