

Board Pack

Australian Conservation Foundation
Board Directors

April 2022

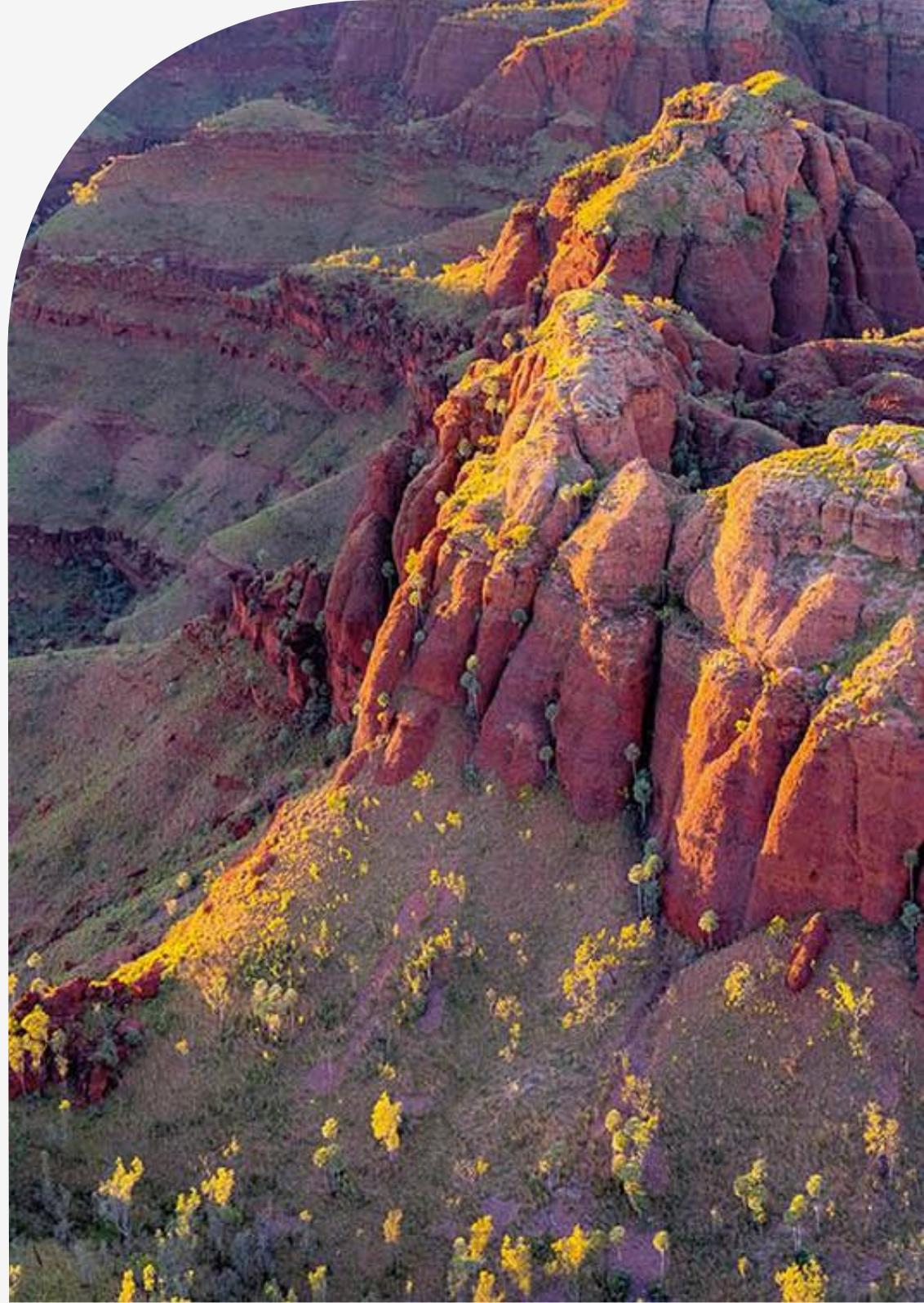
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Context

The Australian Conservation Foundation (ACF) is Australia's premier national environment organisation. A group of people founded ACF 55 years ago when oil drilling and mining first threatened the Great Barrier Reef. Since then, the ACF community has grown to over half a million people speaking out to protect Australia's most loved places – like the Great Barrier Reef, the Kimberley, the Daintree, Kakadu and Fraser Island. It is independent, non-partisan and funded by donations from the community.

The Australian Conservation Foundation is now the largest independent conservation organisation in Australia, with annual turnover of \$18 million and 90 staff. The organisation is in a very stable position and has been led by the same Chief Executive Officer, Kelly O'Shanassy, for the past seven years.



Australian Conservation Foundation - Context

The challenge

Right now, a pollution and extinction crisis threatens our living world. Climate damage and habitat destruction are our biggest challenges. We're living with the consequences of bad decisions, discredited ideas and short-term thinking. The big polluters. The rigged rules. The politicians who forget they represent the people. But we don't accept the story we must sacrifice nature for a quick buck. People made this crisis and together we can solve it.

The response

ACF has a big task ahead of us. There's pollution to cut. Destruction to reverse. Systems to Fix. Damage to mend. ACF exists to "Show Up, Speak Out and Act". As an advocacy organization, ACF seeks bold solutions through:

- Changing the story
- Building people power
- Fixing the system

See here for the change strategy: https://www.acf.org.au/how_we_work

Beliefs and approach

ACF believe that together we can make a change. That change only occurs when people come together and demand it.

Vision

Imagine a world where water flows clean. Where everyone shares abundant energy from the sun and wind. A world where forests, rivers, people, oceans and wildlife thrive – a tomorrow even more beautiful than today. This is the world that we can see. This is the world that we're creating.



Current Board

Erika Avellaneda – Interim President

Erika came to Australia to study Zoology in 2005 and has called Tasmania home ever since. She learned about the power of community organising from the campaign to elect Obama in 2008 and now applies those skills to the environmental movement. She works in the space where community and technology meet to make change possible, assisting not-for-profits to use technology to facilitate community organising, including website development, campaign planning, database management and activist training. Erika is an expert on threats to marine life and passionate about habitat destruction and climate change. She has represented Tasmania on ACF Council since 2009 and is a member of the Board's Finance, Audit and Risk Committee.

Shar Molloy – Vice President and Chair of Search Sub-Committee

Shar Molloy is the Co-Director of the Environment Centre NT and has led the organisation since 2017. Shar has over 25 years working in environmental organisations and her qualifications are in finance, management, governance, mediation and campaigning. Shar has served on the board of the Environmental Defenders Office (NT) and is currently a Board member of the Darwin Asylum Seeker Support and Advocacy Network (DASSAN). Shar designed and delivered the 10GW Vision in collaboration with Beyond Zero Emissions, and the successful and award-winning Repower NT campaign in 2020, which changed the conversation about renewable energy in the Northern Territory.

Tim Chapman – Vice President and Secretary (appointed 2017)

Tim joined the Board in July 2017. He is an activist, academic and researcher. After a decade leading campaigns for a better life for working people, Tim founded a communications research consultancy in 2014 and began teaching at university. Tim is a passionate advocate for people to live in harmony with nature and each other. He has represented New South Wales on Council since 2015.

Miles George - Treasurer

As former Managing Director of Infigen Energy Limited, and previous Chair of the Clean Energy Council, Miles has been a strong advocate for renewable energy for 20 years. This has been underscored by his earlier, extensive career in investment banking, specialising in infrastructure, project finance and investment. Miles served as Interim CEO of CleanCo Queensland Limited in 2019 and served on the Advisory Board of CGN Capital Partners Infrastructure Fund III, a renewable energy fund based in China. Miles is also a former Expert Panel member of the AEMO, and former Generator Representative on the AEMC Reliability Panel. Miles is a graduate member of the Australian Institute of Company Directors.



Current Board

Donna Bagnall – Board Member

Donna is a lawyer of the Supreme Court of NSW, a Chartered Tax Adviser (CTA) and holds a Master of Sustainability and Climate Policy. Donna is actively involved in environmental protection, advocating for healthy tax, legal and economic systems to deliver sustainable outcomes. Donna has Indigenous/First Nations ancestry with a connection to Biripi Country (Manning River), as well as 'First Fleet' ancestry. Since 2015, she has co-researched closely with Dr Anne Poelina in protecting the priceless National Heritage 'Mardoowarra' in the Kimberley and is passionate about advancing Indigenous engagement. Donna has represented New South Wales on ACF Council since 2018 and is a member of the Board's Finance, Audit and Risk Committee. Donna is Senior Tax Advocate with Chartered Accountants Australia and New Zealand (CA ANZ), and has worked in Tax technical, advisory and law reform roles in both Australia and New Zealand for more than 20 years.

Ros Harvey – Board Member

An entrepreneur and experienced global executive in the field of technology, particularly the data analytics and Internet of Things (IoT), Ros is founder, Managing Director and CEO of The Yield, a cutting-edge agricultural technology company. Her background as an economist has seen her work previously for the UN and the World Bank Group in Geneva in many countries around the world. Ros is co-founder and Non-Executive Director of Food Agility CRC and a co-founder and strategy advisor to the Knowledge Economy Institute. Ros is a graduate of the Australian Institute of Company Directors.

Sarah Reid – Board Member

Sarah coordinates the Canberra ACF Community Group, having started it two years ago. She has first-hand knowledge of how ACF's community organising strategy is implemented and believes there is great value and strength in engaging people at the community level. Sarah has been the ACT's representative on ACF Council since 2018, and is the Vice President of the Board of the ACT Conservation Council. She has over 20 years' experience in the public service sector in Australia and is qualified to practice law in Australia and the US. Sarah combines legal expertise with strong strategic relationship management and communication skills. Sarah is excited by the potential of ACF's Community work to reach and engage people who want to contribute their voices but haven't known how. She seeks to help amplify these voices in her role with the ACF Board. Sarah is passionate about achieving the climate goals that will provide a better future for our children.



Australian Conservation Foundation - CEO

Kelly O'Shanassy



Kelly O'Shanassy is a sustainability leader and the Chief Executive of the Australian Conservation Foundation. She is experienced in executive roles in business, government and the community sector.

Kelly's environmental achievements include the establishment of world-first environment protection policies; saving water and boosting recycling; stopping new coal mines and starting renewable energy; safeguarding Australia's rivers and forests; cutting waste and partnering with Indigenous communities to drive cultural and conservation outcomes.

Believing strongly in the power of people to advocate for a better future, Kelly is focused on growing the number and diversity of people who speak up and take action for our rivers, reefs, forests and wildlife.

Leading award-winning programs including the coveted Eureka Award in 2011 for communicating climate change, Kelly was recognised amongst the top 100 business women in Australia in the Telstra Business Women's Awards.

Kelly has advised several business organisations on their journey towards sustainability, created The Future Economy Group in partnership with CEOs of responsible businesses and instigated the Leadership Forum of eminent Australians to speak up for a clean energy future. Kelly has chaired environment and community committees for government and has been on advisory board across the business, government and university sectors.

When not advocating for nature, you can find her kayaking along Australia's rivers.



Governance

Structure

Australian Conservation Foundation is Australia's national environment organisation. They are proudly independent, non-partisan and funded by donations from the community

Composition

The board currently comprises of seven directors but can accommodate up to nine on the board. Five directors will be council appointed and three to four directors will be independently co-opted board members. This will include an independently appointed Chair.

The outgoing chair, Mara Bún, has recently finished with Australian Conservation Foundation. There is a requirement to identify a further two Non-Executive Directors to join the board in 2022. The organisation is headquartered in Melbourne, but the Chair and Non-Executive Directors can be based anywhere in Australia.

Tenure

Board Directors will be appointed for a three-year term, with the option to re-appoint for a further two terms.

Board Meetings

The Board meets at least six times a year, mostly through online technology and at times at ACF's head office in Melbourne. Meetings are usually 3 to 4 hours with an hour preparation time. In addition, there are also the following commitments:

- A 'strategy' workshop once a year, usually at ACF's head office in Melbourne.
- Fortnightly informal phone catch-up with the CEO for 30 minutes.
- Functions with ACF donors, members and supporters and public speaking. This may equate to up to 4 hours over the course of a month, depending on the interests of the President.
- ACF holds a suite of association insurance including Directors and Officers and Public Liability components.

Meeting Dates

The proposed dates for 2022 are Saturday 2 July (2:00pm-5:00pm), Thursday 28 July (10:00am-1:00pm), Thursday 22 September (10:00am-1:00pm), Friday 25 November (9:00am-2.30pm), Saturday 26 November (Board and Strategy day (9:00am-5:00pm) with AGM afterwards (6:00pm – 7:30pm).

Remuneration

Board roles are honorary positions. However, reasonable travel, accommodation and associated expenses will be covered by ACF. ACF will consider reimbursing any reasonable financial expenses, if not covering them would prevent an individual from taking a position on the Board.



The opportunity – Board Members

Under the Constitution of the ACF, the Board is “the governing body of the Foundation” (Rule 29.). In particular, the Board is responsible for the overall governance and strategic direction of ACF (Rule 30.1) and is required to ensure that ACF is run efficiently and effectively, in terms of the management of finances and staff, and that plans are implemented in an appropriate manner (Rule 30.3). Individual Board members are also required to conduct themselves in a manner that is compliant with the legislative and regulatory framework. To fulfil all these aims, the Board's role has a number of elements as follows.

Governance

The Board is appointed by Council which is elected by Members. The Board has determined that, in conducting its affairs, it wishes to act in a manner that meets the highest standards of governance including legal and regulatory compliance. To assist in clarifying its role under the Constitution, it adopts regulations (Rule 44).

To fulfil its governance role, the Board requires the CEO and their team to commit to the achievement of best practice in the following areas:

- Achievement of ACF goals through implementation of the Strategic Plan
- Quality of organisational outputs
- Community relations
- Employee relations, including equal opportunity
- Financial probity
- Ethics
- Legal and regulatory provisions, including occupational health & safety

Powers and Duties of the Board

The powers and duties of the Board are set out in Rule 30. of the Constitution.

Board Committees

To assist and advise the Board in the conduct of its role, the Board has the ability to appoint a number of specialist Committees. These include the Finance and Audit Committee which is chaired by the Treasurer (Rule 26.4), and other standing and ad hoc committees.

Strategic Management

The Board is responsible for initiation and development of the Strategic Plan, and carries out this responsibility collaboratively with Council and ACF staff, ACF Community and other stakeholders. The Board is responsible for final approval in terms of consistency with ACF aims. A primary role of the Board is to ensure implementation of the long-term strategic plan. The Board does this by approving and evaluating the success of the three-year and annual operational plans (Rule 30.3(e)), and by determining campaign themes and directions.

Operational Management

To ensure effective operational management, the Board has oversight of a number of functions as follows:

- Implementation of the strategic and operational plans (Rule 30.3))
- Management of ACF campaign activity
- Financial management (Rules 30.3(b) and (f))
- Management of the physical assets including the 60L facility
- Marketing, including fund-raising and supporter base development
- People and Culture management (Rule 30.3 (c))
- Risk management
- Management of external communications and public relations

Effective oversight is achieved through delegation to the CEO (Rule 30.3(d); Delegations Summary) and their team who report on activity and performance. In particular, the CEO is accountable to the Board for implementation of the Three-Year and Annual Plans, and for operational outcomes within the framework of policy and systems determined by the Board. The CEO reports to the Board on activities and progress against well-defined performance targets.



The opportunity – Board Members (continued)

Accountabilities

In fulfilling its role, the Board will seek to demonstrate accountability in respect of the following, with some responsibilities delegated to the CEO as indicated in the Delegations Summary.

- Strategy is achieving organisation purpose/mission.
- Effective collaboration and reporting between all parts of the organisation.
- Its processes support organisation outcomes.
- It conducts its own business effectively.
- It ensures effective and competent leadership by CEO and Executive team and a high level of staff satisfaction and productivity.
- Risk is mitigated to the extent possible and desirable without derogating from the achievement of the desired long-term outcomes.
- It ensures effective operational structure, systems and performance of the ACF.
- It ensures sufficient funding to support ACF operations.
- It facilitates engagement with members and supporters.
- It ensures effective external engagement.

To address these accountabilities, the Board has adopted the following processes and performance indicators.



The opportunity – Chair (President)

The President is a leader of ACF. The President provides vision and inspiration within and on behalf of the organisation; chairs the ACF Board and with the Board sets strategies and budget working with the CEO to ensure these are implemented.

The President works closely and collaboratively with the Board, Vice-Presidents and CEO; engages with the ACF Council which appoints and advises the Board; and engages with ACF members, donors, advocates, stakeholders and partners.

Attributes and experience – Key Selection Criteria:

- Deep understanding of leadership, organisational governance and experience as board chair.
- A genuine commitment to people, nature and ACF's vision and strategy.
- Belief in the importance of advocacy to achieve transformative outcomes for Australia.
- Experience in public advocacy, public speaking and donor relationships.
- Collaborative leadership style forging trusted relationships.
- Integrity, authenticity and driven by principled, ethical behaviours.

Key Responsibilities:

Leadership:

- Act as a public spokesperson and advocate for ACF
- Connect ACF with influential leaders and decision-makers
- Engage with ACF members, advocates, donors, stakeholders and partners.

Chair the Board:

- Ensure ACF's vision and strategy align with ACF's purpose and maximise impact
- Ensure the effective and efficient governance, including compliance with all legal and ethical requirements and chairing general meetings
- Lead collaboratively to foster effective decision making
- Uphold the responsibilities in the Board Accountability Statement.

Collaborate with the ACF Council:

- Support the Vice-Presidents to engage the ACF Council to provide strategic advice on matters of environmental or organisational significance
- Encourage a collaborative approach between the Board and Council.

Empower the CEO to deliver:

- Work with the CEO to deliver Board approved strategies, plans and budgets
- Hold the CEO to account against delivery of agreed targets and for excellence in their leadership



Further information

Website

<https://www.acf.org.au/>

Annual Report

https://www.acf.org.au/annual_reports

News & Publications

<https://www.acf.org.au/news>

In the news

https://www.acf.org.au/media_releases



For more information



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