

MINUTES OF THE 95th WESSA ANNUAL GENERAL MEETING HELD ON 4th DECEMBER 2021 AT 9 AM VIA ZOOM

PRESENT: See attendee register attached

PROXIES: none

APOLOGIES:

From KZN members

Michael Pitt
Jenni Bell
Derek And Wendy Coley
Mike Bloom and Sani Wildlife group
Bill Small
Helen Lewis
Russell Suchet
Jason Bedingham
Jacky Rodrigues
David Halle
Sheila Hughes
John Blewett
Joan and Colin Berkland
Barry and Jenny Walker
Lasya Venter
Rob Jack
Dorothy McIntye

Western Cape

Eugene Moll

GUESTS: none

AGENDA

The format of the meeting was noted as follows:

1. Welcome and Apologies
2. Approval of Minutes of the 95th Annual General Meeting
3. Matters arising from the 94th Annual General Meeting
4. Chairman's Report
5. CEO's Report
6. Approval of the Chairman's Report
7. Annual Financial Report for the year ended 31 March 2021
8. Approval of the Annual Financial Report
9. Approval of Audited Financial Statements for the year 2020/21
10. Appointment of Auditors for the year 2021/2022

- Proposal: “The retiring auditors, Moore Midlands, be and are hereby re-appointed as auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration fixed by the Board of Directors.”

11. Re-election of Non-Executive Directors to the WESSA Board

- Proposal: “That, Mr Wandisile Mandlana and Mr Andre Steyn, Non-Executive directors of the company who have served their two-year office and being eligible for appointment be and are hereby reappointed as Non-Executive Directors of the Board and whose period of office will be in terms of the WESSA Memorandum of Incorporation.”

12. Approval of New Non-Executive Directors to the WESSA Board

- Ms Deborah Millar, Prof Mbalenhle Zulu and Mr Marc Immerman: Co-opted to the Board on the 15th of February 2021, now put forward for approval of their 2-year term.

Proposal: That, Ms Deborah Millar, Prof Mbalenhle Zulu and Mr Marc Immerman - being eligible for appointment be and are hereby appointed as Non-Executive Directors of the Board, whose period of office will be in terms of the WESSA Memorandum of Incorporation.”

- Mr Jean Paul Saint Valentine Davies: Co-opted to the Board on the 11th of December 2020, now put forward for approval of his 2-year term.

Proposal: That, Mr Jean Paul Saint Valentine Davies - being eligible for appointment be and is hereby appointed as Non-Executive Director of the Board, whose period of office will be in terms of the WESSA Memorandum of Incorporation.”

13. Any other matters

14. Closing of AGM

1. WELCOME AND APOLOGIES

The Chairman, Mr Wandisile Mandlana, welcomed and thanked all in attendance at the 95th Annual General Meeting. Chair expressed his sympathies towards everyone that has suffered due to Covid19 and asked for everyone to observe a minute of silence for the previous WESSA Chairperson Ossie Carstens and Board member Mdu Mjozi who both passed away in the last few months.

Sarah Alcock confirmed that there are 25 voting members of WESSA in attendance so there is a quorum. Sarah Alcock explained that due to it being a virtual meeting that all formal questions are to be put in the chat and then once the agenda is complete then they will open for further questions.

Approval of the Agenda.

Proposed – Jim Taylor
Seconded – John Wesson

2. APPROVAL OF THE MINUTES

The minutes of the 94th Annual General Meeting held on the 3rd of October 2021 have been distributed.

Proposed – John Wesson
Seconded – Richard

3. MATTERS ARISING

No matters were noted.

4. CHAIRMAN'S REPORT

The Chairman's Report was distributed by Mr Wandisile Mandlana, and he addressed some of the items in his report regarding the previous year's challenges and expressed gratitude towards the new Board that has worked hard to stabilise WESSA. After a thorough process, WESSA has welcomed, Andrew Baxter, as the new CEO. The huge number of applications for this position shows that the impact of WESSA is still well-received in society. The Chairman touched on the strategic review and the positive results thanks to everyone's contributions but added that ultimately it is the Board's decision. The Chairman expressed his gratitude towards the Executive Committee members for all their hard work over the last year between the reestablishment of the Board and the arrival of Andrew Baxter.

5. APPROVAL OF THE CHAIRMAN'S REPORT

The Chairman's report was taken as approved. No matters arising and no queries were raised at the meeting.

Proposed – Richard Lewis
Seconded – Gary Koekemoer

6. CEO'S REPORT

The CEO, Andrew Baxter, has taken the CEO report as read and will address everyone later.

7. THE ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 31 MARCH 2021

The Chairman introduced Nana Msomi, the Senior Financial Manager, who will be presenting the financial report. Representatives from Moore Midlands auditors as well as members of the Audit Risk and Assurance Committee were available to answer any questions.

Nana Msomi presented an overview summary of Annual Financial Statements which are available on the website and are taken as read.

Members posed the following questions:

7.1 Mr Pieter Burger congratulated Nana Msomi, the auditors and management for the presentation of the report and stated that they have restored his confidence in his ability to understand the numbers and he is grateful.

7.2 Sue noted from the AFS that there was a significant bequest from Mrs Van Wyk and questioned how great a role did this play in WESSA's financial year.

Nana Msomi noted that this answer is in the Frequently Asked Questions that are added to the website but added that it played a huge role as it was bought into the financial statement.

7.3 Glenda thanked everyone for the report and asked the amount of the bequest from Mrs Van Wyk. Sarah Alcock replied and stated that it was R10.8 million. The Chairperson added that WESSA did acknowledge it to her estate.

7.4 Shaun Schneier has a few specific questions regarding some of the figures and asked whether he could email them through to Nana Msomi. Nana Msomi confirmed that she would address his email questions.

The Chairperson queried, as part of the process, whether this would affect the approval of the Annual Financial Statements. Mr Schneier confirmed that this is purely for his better understanding. The Chairperson confirmed that if these questions raise any material concerns, then Members will be notified and reapproval will be requested.

7.5 Sid Catton congratulated WESSA on behalf of Waterberg Tourism and said they are delighted with the progress and that WESSA is now on a firm footing. This is particularly important because tourism in the Waterberg, where WESSA has a presence, is one of the three legs on which the Presidential Waterberg District model is based the other being mining and agriculture, but tourism is the most important and WESSA is doing a fantastic job for which he thanked WESSA for the hard work as well as the committee.

8. APPROVAL OF THE ANNUAL FINANCIAL REPORT

The Financial report was accepted as read and approved

Proposed -

Seconded -

The Chairperson thanked the auditors and allowed them to leave the AGM.

9. APPROVAL OF THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR 2020/2021

Proposed - Richard Lewis and Pieter Burger

Seconded - Mervyn Brouard

10. APPOINTMENT OF AUDITORS 2021/2022 FINANCIAL YEAR

The Chairman addressed the proposal: "The retiring auditors, Moore Midlands, be and are hereby re-appointed as auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration fixed by the Board of Directors."

Proposed - Pieter Burger
Seconded - Mervyn Brouard

11. RE-ELECTION OF NON-EXECUTIVE DIRECTORS

The Chairman noted that this item may affect him and therefore handed over to Helena Atkinson as Vice-Chairperson to Chair the rest of the meeting.

Vice-Chairperson addressed the proposal: "That, Mr Wandisile Mandlana and Mr Andre Steyn, Non-Executive directors of the company who have served their two-year office and being eligible for appointment be and are hereby reappointed as non-executive directors of the Board and whose period of office will be in terms of the WESSA Memorandum of Incorporation."

Proposed - noted in the chat but not verbal!
Seconded -

12. APPROVAL OF NEW NON-EXECUTIVE DIRECTORS TO THE WESSA BOARD

Vice-Chairperson noted that the following are currently serving their term, but it needs to be formally accepted at the AGM. Ms Deborah Millar, Prof Mbalenhle Zulu and Mr Marc Immerman: Co-opted to the Board on the 15th of February 2021, now put forward for approval of their 2-year term.

Proposal: "That, Ms Deborah Millar, Prof Mbalenhle Zulu and Mr Marc Immerman - being eligible for appointment be and are hereby appointed as non-Executive directors of the Board, whose period of office will be in terms of the WESSA Memorandum of Incorporation."

Proposed - Gary Koekemoer
Seconded - Morgan Griffiths and Pieter Burger

Mr Jean Paul Saint Valentine Davies: Co-opted to the Board on the 11th of December 2020, now put forward for approval of his 2-year term.

Proposal: "That, Mr Jean Paul Saint Valentine Davies - being eligible for appointment be and is hereby appointed as a non-Executive Director of the Board, whose period of office will be in terms of the WESSA Memorandum of Incorporation."

Proposed - noted in the chat but not verbal!
Seconded -

Vice-Chairperson, Helen Atkinson noted that she will be the acting Chairperson until Monday, 6th December, when there will be a Board meeting to formally elect the WESSA Chairperson.

Vice-Chairperson, Helen Atkinson, thanked Wandisile Mandlana for his service during a tough period in WESSA and the significant impact he has made while steering WESSA through this time.

Paddy Norman queried the terms of office as we need to have an overlap of terms to ensure continuity. Vice-Chairperson responded and said that terms of office are 2 years and that there was some concern as there were a lot of Board members starting at the same time last year and that is why some Board members were appointed in February so there was a staggering in their terms of office.

13. ANY OTHER MATTERS

The Vice-Chairperson noted that there were no items under Other Matters and opened it to Members to raise any concerns. Nothing further was raised.

The Vice-Chairperson noted that this is the end of the formal Agenda and thanked everyone who played a part in preparing for the AGM and she is grateful that people feel this is a WESSA that they can support which is a positive note to end the formal part of the AGM on. Vice-Chairperson addressed Pieter Burgers compliment in the chat and thanked him.

The Vice-Chairperson then introduced the new CEO, Andrew Baxter and handed it over to Andrew.

The CEO, Andrew Baxter, thanked both Wandisile Mandlana and Helena Atkinson for their kind introductions. Andrew Baxter noted that at the end of the AGM will be the awards ceremony and urged everyone to continue watching after he has spoken as these award winners show how much can be achieved with very little and how these acts of selflessness can genuinely contribute to a healthier planet and a more sustainable future for us all.

The CEO then gave some background to WESSA and all its challenges over the last few years but grateful that everyone still wants WESSA to succeed. He explained that the current funding model that has served WESSA for years is under threat and that not all the projects that WESSA has been involved in are in line with the work WESSA wants to do. This is one of his main focuses this year so WESSA can build fundraising capacity and capabilities and have unrestricted annuity income for WESSA to thrive and focus on doing the work that it sees as being the most important.

Andrew explained that the Board of WESSA has bravely embarked on a process to put the society on a more sustainable footing with a renewed sense of purpose by doing the strategic review. The strategy is now in front of the Board for deliberation, but the outcome has been that that society needs to become leaner and meaner and more focused on its endeavours around environmental and conservation issues. He is grateful to be a part of the strategic review and can report that this has been a thorough and detailed process and our funders Hans Houssein Charitable Trust are completely determined that WESSA must become self-sustainable financially and successful in this sector.

Andrew expressed his gratitude towards all the WESSA supports, committed and passionate staff and Board and that he is excited about the steps WESSA is taking towards streamlining and becoming a more efficient company going into 2022.

Lastly, he raised that WESSA will be 100 in 5 years, and this will be a wonderful opportunity to celebrate WESSA's achievements, but it is also a unique opportunity for WESSA to use this as a marketing platform. Andrew proposed that we strive to establish an endowment to commence with our century and he would like to propose that WESSA raise R100 million to put into this endowment that will enable WESSA to thrive in the future. This is a big goal, but he believes that we have 5 years to do it in and if we all pull together it can be achieved.

Andrew then expressed thanks to all Members for their participation in the AGM and commitment is noted. To Mike van Rensveld from WC who has produced the WESSA awards video entirely pro bono, and we are very grateful. To Chair, Helena Atkinson for her leadership and dedication to the strategic review process. To Professor Christo Fabricius and his team for facilitating the strategic process with great skill and for ensuring that all WESSA stakeholders were consulted in this process. Janssen Davies and Gary Koekemoer, both Regional Reps for their many hours part of the strategic process and their integrity and calmly navigating this. To all the WESSA Board members for the many hours in meetings and their commitment is appreciated. To the ExCo team for steering the ship in the absence of a CEO for much of the past year – you have been acknowledged. To the WESSA staff, you are all champions of WESSA.

And lastly to our Chair, Wandisile, who took on the role of Chairman in October 2020 after what seemed to be the most turmoil time for WESSA. Your commitment and resolve to WESSA during a very difficult year must be acknowledged.

WESSA Chairperson