



Global Compact
Network Australia

GLOBAL COMPACT NETWORK AUSTRALIA LIMITED
(ABN 95 147 380 998)

NOTICE OF ANNUAL GENERAL MEETING

- DATE:** Thursday, 26 November 2020
- TIME:** 2.00pm (Sydney and Melbourne) / 1.00pm (Brisbane) / 11.00am (Perth)
- VENUE:** **Via video conferencing - Zoom**
Dial in details will also be provided



Global Compact
Network Australia



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Members of Global Compact Network Australia Limited (the **Company**) will be held at 2.00pm (AEDT) on Thursday, 26 November 2020 via videoconference with teleconference also available.

Notes

Explanatory Statement

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement is part of this Notice of Meeting.

Proxies

Please note that:

1. a Member of the Company entitled to attend and vote at the Annual General Meeting has the right to appoint a proxy in accordance with Rule 6.2 of the Constitution of the Company;
2. a proxy need not be a Member but must be nominated by and represent a Member of the Company; and
3. a Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is entitled to exercise.

A form of proxy accompanies this Notice of Meeting. For the appointment of a proxy to be effective, the following documents must be received by the Company before the meeting:

1. the proxy's appointment; and
2. if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Enquiries

If you have any queries in respect of the matters set out in this Notice of Meeting, please contact Kylie Porter, Executive Director on 0491 234 061 or Secretariat@unglobalcompact.org.au.



Items of Business

The business of the meeting will consist of the following:

Welcome, Introductions and Overview of Year

Annual Report and Directors' Report and Financial Statements

1. Receipt of Financial Year 2019/2020 Annual Report, Directors' Report and Financial Statements

To consider and, if thought fit, pass the following resolution:

"That the 2019/2020 Annual Report and the Directors' Report incorporating audited financial statements of the Company for the financial year ended 30 June 2020, as laid before the meeting, be accepted."

Note: Further information about this resolution appears in **Item 1** of the Explanatory Notes to this Notice of Meeting.

Election of Directors: Member Positions

2. Election of Sasha Courville as Director

To consider and, if thought fit, pass the following resolution:

"That Sasha Courville, occupying a business member position (National Australia Bank - NAB), who was appointed as a Director of the Company on 23 May 2016, in accordance with Rule 7.1(g) of the Constitution and who retired in accordance with Rule 7.1(i) of the Constitution, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting."

Note: Further information about this resolution appears in **Item 7** of the Explanatory Notes to this Notice of Meeting.

3. Election of Laura McManus as Director

To consider and, if thought fit, pass the following resolution:

"That Laura McManus, occupying a business member position (Woolworths), be appointed, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting."

Note: Further information about this resolution appears in **Item 3** of the Explanatory Notes to this Notice of Meeting.

4. Election of Karen McWilliams as Director

To consider and, if thought fit, pass the following resolution:

"That Karen McWilliams, occupying a non-business member position (Chartered Accountants Australia and New Zealand), be appointed, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting."

Note: Further information about this resolution appears in **Item 5** of the Explanatory Notes to this Notice of Meeting.

5. Election of Vanessa Zimmerman as Director

To consider and, if thought fit, pass the following resolution:

"That Vanessa Zimmerman occupying a business member position (Pillar Two), who was appointed as a Director of the Company on 27 November 2013, in accordance with Rule 7.1(g) of the Constitution and who retired in accordance with Rule 7.1(i) of the Constitution, being eligible, be



elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

Note: Further information about this resolution appears in **Item 8** of the Explanatory Notes to this Notice of Meeting.

Election of Directors: Independent Positions

6. Election of Pru Bennett as Director

To consider and, if thought fit, pass the following resolution:

“That Pru Bennett (independent), who was appointed as a Director of the Company on 1 April 2020, in accordance with Rule 7.1(g) of the Constitution and who retired in accordance with Rule 7.1(i) of the Constitution, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

Note: Further information about this resolution appears in **Item 6** of the Explanatory Notes to this Notice of Meeting.

7. Election of David Cooke as Director and Chair

To consider and, if thought fit, pass the following resolution:

“That David Cook (independent), who was appointed as a Director of the Company on 20 September 2017, in accordance with Rule 7.1(g) of the Constitution and who retired in accordance with Rule 7.1(i) of the Constitution, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

Note: Further information about this resolution appears in **Item 2** of the Explanatory Notes to this Notice of Meeting.

8. Election of Howard Wigham as Director

To consider and, if thought fit, pass the following resolution:

“That Howard Wigham (independent), be appointed, being eligible, be elected as a Director of the Company for a two-year term from the conclusion of the Annual General Meeting.”

Note: Further information about this resolution appears in **Item 4** of the Explanatory Notes to this Notice of Meeting.

Member Discussion and Feedback

Dated 15 October 2020

By order of the Board

A handwritten signature in black ink, appearing to read 'D Cooke'.

David Cooke
Director and Chair



Explanatory Statement

1. Receipt of 2020 Annual Report and Financial Statements

The 2020 Annual Report and Directors' Report incorporating audited financial statements of the Company for the year ended 30 June 2020 will be tabled for receipt.

During this item of business, members will have a reasonable opportunity to ask questions or make comments about the reports and the management of the Company.

2. Re-Election of Sasha Courville (member position)

Sasha Courville has been a Director of the Global Compact Network Australia since 23 May 2016 when she was appointed to represent members. Sasha is the Chair of the Environment and Climate Change workstream for the Global Compact Network Australia.

Sasha was appointed as the Executive, Social Impact at NAB (a participant of the UN Global Compact) in December 2018. Prior to this role Sasha was the Head of Social Innovation at NAB, looking at how to address society's needs and challenges through new funding and business solutions. This includes scaling up of NAB's portfolio of Shared Value initiatives that deliver business value while also addressing social and environmental challenges including developing the impact investing ecosystem in Australia, Natural Value, Clean Energy Finance and NAB Assist, as well as embedding a culture of social innovation internally. Previously, Sasha was Head of Corporate Responsibility Strategy at NAB, responsible for strategy development, non-financial performance and reporting and stakeholder engagement on ESG issues. Sasha joined NAB to drive its Natural Value Strategy, managing natural capital risks, taking advantage of new opportunities and supporting agribusiness customers to do the same.

Prior to joining NAB, Sasha was Executive Director of the London-based ISEAL Alliance, the global association for sustainability standards and assurance systems. She has also worked as an international consultant on social justice and environmental sustainability issues in soft commodity sectors, and as an academic, based at the Regulatory Institutions Network at the ANU. Sasha was deeply involved in setting up the Fairtrade labelling system in Australia and New Zealand.

Sasha has a PhD on coffee from the ANU, an MSc from the London School of Economics and a Bachelor of Environmental Studies from York University in Canada.

3. Election of Laura McManus (member position)

Laura McManus is the Human Rights Manager at Woolworths Group (a participant of the UN Global Compact), where she oversees the implementation of the company's human rights and anti-modern slavery programs. Laura is a business and human rights practitioner with a keen interest in how companies develop and embed meaningful human rights due diligence in global supply chains.

Beginning her career in the not for profit sector, Laura has worked in issues of child rights and youth participation in peacebuilding in Nepal and the Netherlands. As a researcher, she co-authored *Tackling Modern Slavery in Supply Chains*, a publication by the Walk Free Foundation, where she harnessed an interest in the role of business in human rights.

Transitioning to the corporate sector, Laura first worked with Konica Minolta Australia to develop and implement its Ethical Sourcing Roadmap and Human Rights Position Statement. For this work she was recognised by the Australian Institute of Management as NSW Young Leader of the Year in 2017.

Laura holds a Masters in Human Rights and Democratisation from the University of Sydney and is currently completing the AICD Company Directors Course.



4. Election of Karen McWilliams (member position)

Karen McWilliams is the Business Reform Leader in the Advocacy and Professional Standing team at Chartered Accountants Australia and New Zealand (a non-business participant of the UN Global Compact). She is responsible for shaping and influencing business reform issues of relevance to Chartered Accountants, including insolvency, corporate governance, anti-money laundering, corporations law and sustainability matters.

Karen represents CA ANZ on the Advisory Board of the Deakin Centre for Integrated Reporting and ASX Corporate Governance Council and chair of the financial committee of the Climate Measurement Standards Initiative.

With over 20 years' experience in a variety of business and advisory roles, she started her career in the specialist field of audit and has held positions with Worley Parsons, Ernst and Young, and Deloitte in London.

She is a Fellow Chartered Accountant with the Institute of Chartered Accountants in England and Wales, a member of Chartered Accountants Australia and New Zealand and holds a Master of Arts in Mathematical Sciences from the University of Oxford.

5. Re-Election of Vanessa Zimmerman (member position)

Vanessa Zimmerman has been a Director of the Global Compact Network Australia since 27 November 2013 to represent members (when she was working for Rio Tinto). In 2018, Vanessa was re-elected as an independent director and is now up for re-election representing members. Vanessa chairs the GCNA's Human Rights workstream and Modern Slavery Community of Practice. She is also a member of the Nominations and Governance Committee.

Vanessa is the CEO of Pillar-Two (a participant of the UN Global Compact) and a recognised global and domestic corporate sustainability expert focusing on human rights; and participant of the UN Global Compact. Originally an anti-trust lawyer, Vanessa was a Legal Advisor to the UN Special Representative on Business and Human Rights, Harvard Professor John Ruggie and part of the core team drafting the internationally recognised UN Guiding Principles on Business and Human Rights. She then managed the implementation of Rio Tinto's human rights strategy for 7 years, including leading its response to the UK and Australian modern slavery legislation.

In 2018, Vanessa founded Pillar Two, an advisory firm helping businesses take a principled, integrated and practical approach to managing their human rights risks. In 2016 she was recognised as one of 100 Australian Women of Influence and in 2018 was highly commended in the Agenda Setter of the Year category in the Women's Agenda Leadership Awards.

In addition to her work at the Global Compact Network Australia, Vanessa holds various expert advisory roles including as a member of the Global Reporting Initiative's Technical Committee on Human Rights Disclosure, the Law Council of Australia and International Bar Association's Business and Human Rights Committees, the Australian National Roundtable on Human Trafficking and Slavery, the Australian Border Force Modern Slavery Expert Advisory Group and the Department of Treasury's Governance and Advisory Board to the Australian National Contact Point. She is also a research fellow at the Institute for Human Rights and Business.

Vanessa holds a Master of Laws from Harvard University as well as a Bachelor of Laws (Hons) and Bachelor of Arts (Japanese) from Monash University, Australia.

6. Election of Pru Bennett (independent)

Pru Bennett has been a Director of the Global Compact Network Australia since 1 April 2020. Pru is a member of the Financial, Risk and Audit Committee.

Pru is an independent corporate governance consultant assisting Australian corporate clients on issues relating to stakeholder management, ESG strategies and stakeholder communications. Pru is a Senior Advisor to the Brunswick Group in Hong Kong providing strategic ESG advice for their clients and also a Senior Advisor to Morrow Soldali in Australia.



Until January 2019, Pru Bennett was a Managing Director at BlackRock and Head of BlackRock's Investment Stewardship team for the APAC Region based in Hong Kong. In that role Pru led a team that was responsible for engagement and proxy voting activities in relation to the companies in which BlackRock invests on behalf of clients.

Before taking on her BlackRock role in August 2010 Pru was head of Corporate Governance at institutional advisor Regnan Governance and Research. From 1998 to 2009 Pru was a director of Australian proxy advisor Corporate Governance International, which was acquired by Glass Lewis & Co in 2006 and is now known as CGI Glass Lewis. Prior to working in the area of corporate governance Pru was Investor Relations Manager for Qantas Airways Limited.

In 2018 Pru received the Asia Industry Leadership Award from 100 Women in Finance. In 2013, Pru was named as one of Australia's top 10 Women of Influence in Corporate Governance. Pru holds a Bachelor of Commerce from the University of New South Wales, is a member of the Institute of Chartered Accountants Australia and New Zealand and a graduate of the Australian Institute of Company Directors.

7. Election of David Cooke (independent)

David Cooke has been a Director of the Global Compact Network Australia since 20 September 2017. David is a member of the Nominations and Governance Committee. Effective from 30 November 2020, David is retiring from Konica Minolta Australia (a participant of the UN Global Compact).

David has served on the NSW Committee of the Australian Information Industry Association and was a national judge for the IT industry's iAwards in the sustainability and community categories over a five-year period. Under his leadership, Konica Minolta was awarded the Freedom Award by Anti-Slavery Australia and the Human Rights Award in the business category by the Australian Human Rights Commission.

In addition to his position with the Global Compact Network Australia, David is an Adjunct Professor at UTS Business School, a Non-Executive Director of Sustainalytics Australia and Chair of the Australian Human Rights Institute Advisory Committee at UNSW. David was also a member of the Foreign Minister's multi-stakeholder advisory group on the implementation of the UN Guiding Principles on Business and Human Rights.

David is a graduate of the Australian Institute of Company Directors, holds an MBA from the Australian Graduate School of Management at UNSW, a Doctorate from Southern Cross University and a Doctor of Business *honoris causa* from Edith Cowan University. David's thesis was titled *The Philanthropic Contract: Building Social Capital through Corporate Social Investment*.

8. Election of Howard Wigham (independent)

Howard Wigham is a Non-Executive Director of the Banksia Foundation and a member of its Nominations and Remuneration Committee. He is also the Executive Director of Navigate Business Advisory, which helps the owners, boards and CEOs of small and medium enterprises to thrive by assisting them to navigate strategic, financial, operational, organisational and personal challenges. Prior to this, Howard enjoyed a successful corporate career as a divisional CEO and subsidiary board member in a variety of sectors, including chemicals, technology, information management and supply chain logistics. His executive career included 14 years with Brambles where his roles included President of Recall Australasia and President of Chep Asia-Pacific. Howard has lived in Australia, United Kingdom and Germany, and worked extensively in Asia, Europe and North America.

Howard donates time and money to various sustainability causes and is an investor in early stage companies with social and environmental purposes.

Howard holds an honours degree in Chemistry and German from Aston University in UK, has completed employer-sponsored management programmes at the London Business School and INSEAD, and is a graduate of the Australian Institute of Company Directors.