



**Global Compact**  
Network Australia

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

## **NOTICE OF ANNUAL GENERAL MEETING**

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**DATE:** Tuesday, 24 May 2022

**TIME:** 2.00pm (Sydney, Melbourne and Brisbane) / 12.00pm (Perth)

**VENUE:** Virtual



**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 (AEST) on Tuesday, 24 May via video conference.

### 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

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 Greta Korthaus (0487 247 184) or Evangeline Sanopoulos (0491 234 061) or send an email to: [Secretariat@unglobalcompact.org.au](mailto:Secretariat@unglobalcompact.org.au).

## Items of Business

The business of the meeting will consist of the following:

### Welcome, Introductions and Overview of Year

Please note that Global Compact Network Australia's annual reporting period has changed from a 1 July to 30 June to 1 January to 31 December. The Annual Report, Directors' Report and Financial Statements are for the period 1 July 2020 to 31 December 2021. Due to an oversight the 2020 Minutes of the AGM were not tabled for approval at the AGM in November 2021. As such, both the minutes from the AGM of November 2020 and November 2021 are tabled for approval at this AGM.

#### 1. Tabling of 2021 Annual Report, Directors' Report and Financial Statements

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

#### 2. Approval of Minutes of the 2020 AGM

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

"That the Minutes of the 2020 AGM of the Company, as laid before the meeting, be accepted."

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

#### 3. Approval of Minutes of the 2021 AGM

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

"That the Minutes of the 2021 AGM of the Company, as laid before the meeting, be accepted."

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

#### 4. Re-election of Laura McManus as Director

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

"That Laura McManus (business member position), who was appointed as a Director of the Company on 26 November 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."

The Board (Laura McManus abstaining) unanimously support her re-election.

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

#### 5. Re-election of Karen McWilliams as Director

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

"That Karen McWilliams (non-business member position), who was appointed as a Director of the Company on 26 November 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."

The Board (Karen McWilliams abstaining) unanimously support her re-election.

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

**6. Re-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.”

The Board (Pru Bennett abstaining) unanimously support her re-election.

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

**7. Re-election of Howard Wigham as Director**

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

“That Howard Wigham (independent), who was appointed as a Director of the Company on 26 November 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.”

The Board (Howard Wigham abstaining) unanimously support his re-election.

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

**8. Election of Anna Stewart as Director**

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

“That Anna Stewart (business member position), in accordance with Rule 7.1(g) 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.”

The Board unanimously support her election.

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

**9. Member Discussion and Feedback**



Dated 2 May 2022  
By order of the Board  
**David Cooke, Director and Chair**

# Explanatory Notes

## 1. Receipt of 2021 Annual Report, Directors' Report and Financial Statements

The 2021 Annual Report and Directors' Report incorporating audited financial statements of the Company for the 18-month period ending 31 December 2021 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. Approval of Minutes of the 2020 AGM

It was an oversight on behalf of the Global Compact Network Australia that the minutes of the 2020 AGM were not tabled for approval by the members. As such, the 2020 Minutes of the AGM will be tabled for approval.

During this item of business, members will have a reasonable opportunity to ask questions or make comments about the minutes from the AGM.

## 3. Approval of Minutes of the 2021 AGM

The 2021 Minutes of the AGM will be tabled for approval.

During this item of business, members will have a reasonable opportunity to ask questions or make comments about the minutes from the AGM.

## 4. Re-election of Laura McManus

Laura is a member of the Nominations and Governance Committee of the Global Compact Network Australia, and a business-member representative of the Board.

Laura is the Senior Human Rights Manager at Woolworths Group, 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 a Graduate of the AICD Company Directors Course.

## 5. Re-Election of Karen McWilliams

Karen is the Chair of the Nominations and Governance Committee of the Global Compact Network Australia, and a non-business representative of the Board

Karen is the Business Reform Leader in the Advocacy and Professional Standing team at Chartered Accountants Australia and New Zealand. 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.

## **6. Re-Election of Pru Bennett**

Pru is the Chair of the Financial, Risk and Audit Committee of the Global Compact Network Australia, and an independent director.

Pru is a Fellow of the Chartered Accountants Australia and New Zealand and currently holds the following positions:

- Partner at Brunswick Group
- Chair of the National Foundation for Australia China Relations
- Board member of the Value Reporting Foundation,
- Board member Global Compact Network Australia
- Council member of the Monetary Authority of Singapore's Corporate Advisory Council,
- Council member Asian Corporate Governance Association
- Council Member Oasis Capital
- Formerly, a Member of the Securities and Futures Commission of Hong Kong's Public Shareholder Group (six year term completed in 2021).

Until January 2019, Pru Bennett was a Managing Director at the world's largest asset manager, BlackRock, and Head of BlackRock's Investment Stewardship team for the APAC Region based in Hong Kong. At BlackRock, Pru was responsible for leading a team engaging with BlackRock's investee companies on ESG issues. Pru also oversaw the proxy voting process.

Pru is an active participant in the public debate on corporate governance and stewardship. 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.

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

Pru has a Bachelor of Commerce from the University of New South Wales, is a member of the Institute of Chartered Accountants Australia and New Zealand, a member of the Singapore Institute of Directors, and a graduate and member of the Australian Institute of Company Directors.

## **7. Re-election of Howard Wigham**

Howard is a member of the Nominations and Governance Committee, a member of the Financial, Risk and Audit Committee of the Global Compact Network Australia, and an independent director.

Howard is a Non-Executive Director of the Banksia Foundation and Chair of its Financial, Risk and Audit 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.

## **8. Election of Anna Stewart**

Anna is nominated as a business-member representative of the Board.

Anna has more than 13 years' experience in corporate sustainability roles in ASX listed companies, and brings deep experience in ESG reporting frameworks and stakeholder engagement. She was recently appointed to the role of Head of Sustainability Reporting and Engagement at Coles and will commence on 9 May.

Anna spent eight years at ANZ and, until April 2022, was the Head of ESG Governance and Reporting, responsible for the bank's external ESG disclosures (including the annual ESG Supplement), responding to external ESG assessments and supporting the bank's key ESG governance bodies - the Board Ethics and ESG Committee and the executive Ethics and Responsible Business Committee.

Prior to joining ANZ Anna spent almost ten years at AGL, primarily in the regulatory affairs team where she focused on energy and climate policy, before moving into sustainability reporting and community investment.

Anna started her career as lawyer, working in both the corporate and community sectors, and holds a BA(Hons)/LLB(Hons) from the University of Melbourne.