



SIR RICHARD WILLIAMS FOUNDATION

Sir Richard Williams Foundation Annual General Meeting DRAFT MINUTES

Date:	Wednesday 26 October 2022
Venue:	Majura Theatre, Brindabella Business Park, Majura
Version	Draft Minutes v1-01

Open Meeting

There being a quorum (10), Geoff Brown declared the meeting open at 1732 hrs.

Item 1. Chair's Opening Remarks, Attendees, Apologies and Proxies

Geoff Brown welcomed attendees and thanked them for the support they are showing. He then introduced Luke Webb to members and invited Luke to provide online meeting etiquette and instructions.

Attendees:

Board members		
VADM (Rtd) Tim Barrett AO, CSC	John Conway	Ken Moore
ACM (Retd) Mark Binskin AC	Gerard Foley	Nicole Quinn
AIRMSHL (Retd) Geoff Brown AO	MAJGEN (Retd) Fergus McLachlan AO	AVM (Retd) Brian Weston AM
Members:		
AVM (Retd) John Blackburn AO	AIRCDRE Rick Keir AM, CSC	Matthew Sibree
Anne Borzycki	SQNLDR Andrew Lightfoot	Tony Smart
Emi Clancy	AIRMSHL (Retd) Errol McCormack AO	Dr Alan Stephens AOM
AVM (Retd) Alan Clements AM, CSC	AVM (Retd) Roxley McLennan	AVM (Retd) Alan Titheridge AO
Peter Fiegehen	David Moore	Mike Walkington AM
Emily Frizzell	AVM (Retd) Brendan O'Loughlin	
RADM (Rtd) Raydon Gates AO, CSM	Jeff Perry	
Non members		
Catherine Scott (Minutes)		

Apologies

Board members:	
AVM (Retd) Steven Robertson DSC, AM	Katherine Ziesing
Members:	

FLTLT Lachlan Adam
GPCAPT Phil Arms CSC
Angela Bakker
GPCAPT Jason Baldock

GPCAPT Andrew Figtree
AIRCDRE Tony Forestier AM
Tracey Friend CSC
Dr Peter Frith

Terry Miles
GPCAPT David Millar
Michael Millar
Robert Miller

Blake Barrett CSC	Adam Frizell	Kit Morgan
Greg Barsby	John Fry	Chadwick Myles
AIRCDRE Jason Begley CSM	SQNLDR Andrea Fullick	AIRCDRE (Retd) John Oddie AM, CSC
Dr Craig Benson	Dr Steve Galea	AVM Kym Osley AM, CSC
Suzanne Birch	Vern Gallagher	Jim Parkes
PROF John Blaxland	RADM (Rtd) Lee Goddard CSC	GPCAPT James Parton
Nathan Booth	AIRCDRE Darren Goldie AM, CSC	Manjinder Phull
WGCDR David Borg AM	LTGEN Markus Gygax	Craig Purry
Michael Brown AM	WGCDR Travis Hallen	WGCDR Andrew Rees
Andy Bull	Robert Hargrave	Dr Carl Rhodes
Angela Cagney	WGCDR Sam Harkiss CSC	WGCDR Leith Roberts
Jake Campbell	AIRMSHL (Retd) John Harvey AM	Peter Robinson
WOFF Robert Cann	Gavin Henry	AVM (Retd) Dave Rogers AM
Reg Carruthers	Adam Hogan	Todd Russell
AIRMSHL Rob Chipman AM, CSC	AIRCDRE Nicholas Hogan CSC	Grant Sanderson
Racheal Clarkson	David Hopkins	AVM (Retd) Mark Skidmore AM
Peter Cooper	Jonathan Jorgensen CSC	SQNLDR Chris Sharp
Dr Jonathan Couldrick	Gordon Keefe	Darren Smith
Nick Cram	Michael Kelly	SQNLDR Michael Spencer
Ken Crowe	Peter La Franchi	Doug Stapleton
RADM Ret'd Simon Cullen AM, CSC	Dr Andrew Lucas	Paul Straughair AM
Sarah Cullens	Brian Mansell	Will Taylor OBE
Vincent Daria	BJ Martin	Joshua Vicino
Jacob de Wilt	Greg Martin	Michael Ward
AVM (Retd) Andrew Dowse AO	Bob Martin	Dr Gary Waters
AIRCDRE Stephen Edgeley	Red McClintock	WGCDR Marcus Watson
Travis Ellemans	Ian McDonald AM	Dr Brad Wheatley
Greg Elliott	Dale McDowall	Charles Winsor
John Eva	Andrew McLennan	SQNLDR Kate Yaxley
Craig Fallshaw	Dan McQuestin	Geoff Zuber

Item 2. Minutes of 2021 AGM

The *Draft AGM 2021 Minutes* were circulated prior to the meeting. No questions raised from members.

Move to accept the Draft AGM 2021 minutes as presented: Brian Weston

Seconded: Ken Moore

Carried with the majority vote required

Item 3. Business Arising

No business arising

Item 4. Chair's report – Geoff Brown

Like most organizations this year has seen the Williams Foundation start to deliver a more normal program. We delivered our full program 2021-22 although some were still under CoVID restrictions on numbers.

List of activities since the last AGM

Activity	PAX	Speaker / Topic
Lunch 18-Nov-21	71	AVM Steven 'Zed' Robertson, DSC, AM, Head Force Design <i>The ADF's Strategy - Where is the force going? Where are the gaps? What are the priorities?</i> (capacity under CoVID)
Lunch 23-Nov-21	69	AVM Steven 'Zed' Robertson, DSC, AM, Head Force Design <i>The ADF's Strategy - Where is the force going? Where are the gaps? What are the priorities?</i> (capacity under CoVID)
Conference 01-Dec-21	180	<i>The Requirements of a Sovereign Space Capability</i> (capacity under CoVID)
VIP Conference Dinner 30-Nov-21	45	<i>The Requirements of a Sovereign Space Capability</i>
Lunch 25-Feb-22	92	CDRE Andrew Quinn RAN, Director General Surface Combatants and Aviation, RAN <i>Maritime Task Group Command and Capability Sponsorship</i> (capacity under COVID)
Conference 24-Mar-22	234	<i>Accelerating the Transition to a Networked, Integrated Force</i> - backed on to the Air Power Conference Included overseas speakers, Gen. Kenneth Wilsbach PACAF, LtGen Steven Rudder, Commander, U.S. Marine Corps Forces, Pacific and Commanding General Fleet Marine Force, Lt. Gen. Aurelio Colagrande, Italian Deputy Chief of Air Force, ACM Sir Michael Wigston, KCB, CBE, ADC, Chief of the Air Staff, Royal Air Force
VIP Conference Dinner 23-Mar-22	76	<i>Accelerating the Transition to a Networked, Integrated Force</i> Included overseas delegates from Air Power Conference
Lunch 01-Jun-22	90	GPCAPT Matthew McCormack, Commanding Officer 81 Wing <i>The Contribution of F-35A to Australian Air Combat Power</i>
VIP Supporters Dinner 02-Aug-22	45	Informal Sponsors and Supporters Dinner
Lunch 31-Aug-22	92	Miles Apperley, Group Executive Nuclear Safety, Security and Stewardship Australian Nuclear Science and Technology Organisation <i>ANSTO – Australia's Nuclear Steward</i>
Conference 28-Sep-22	240	<i>Enhancing the Lethality and Survivability of the Integrated Force</i>
VIP Conference Dinner 27-Sep-22	76	<i>Enhancing the Lethality and Survivability of the Integrated Force</i>
UPCOMING		
Lunch 09-Nov-22		ADM Phil Davidson, USN (ret.) <i>Timely Perspectives on Indo-Pacific Security</i>
Lunch 28-Nov-22		Steve Walker, Vice President & Chief Technology Officer at Lockheed Martin <i>National Security at greater than 5 times the Speed of Sound</i> LM Sponsored

Seminars and lunches

The two seminars were very successful with our last one eliciting a positive review from the historian Robert Maxwell. I would like to thank the ADF Officers who give freely of their time to present and talks at their own expense.

On Target

Brian Weston assumed the stewardship of the Sir Richard Williams Foundation, On Target column, from Alan Stephens in March 2017.

Subsequently, 22 columns were published in Australian Aviation (15 authored by Weston, 7 by Stephens) with the last column published in March 2019.

After moving to the Australian Defence Business Review, 17 columns were published in Australian Defence Business Review – the first in March 2019, the last in Jan/Feb 2022. Along the way, the Board endorsed the following updated guidance for On Target, commencing in calendar year 2020:

- Sensitise Australians that the nation’s geo-strategic and national security environment has changed, dramatically.
- Impress on government, and taxpayers, that national security funding needs to be modestly increased.
- Observe large expenditures on major defence capabilities that cannot deliver in the near term, are of little utility in countering a threat that is materialising rapidly.
- Argue defence expenditure should be prioritised on evolving those current capabilities where significant gains in capability, in the short term, can be achieved.
- Caution that while technological trends indicate rapid advances in military and national security capabilities are possible, the pace and utility of these technological advances is difficult to predict; hence, prudent judgement is required in evaluating evolving threats and in investing in new technologies that enhance national security.

Following the expansion of online publishing and of the gradual demise in print publication, the column’s partnership with the Australian Defence Business Review ended with the last edition of Australian Defence Business Review in Jan/Feb 2022.

While it is now time for a new policy to guide the evolution of the On Target initiative, the Sir Richard Williams Foundation acknowledges and thanks both Australian Aviation and Australian Defence Business Review for the support provided to the foundation’s On Target column over a long period and of course Brian Weston who has tirelessly produced this important contribution to the Williams Foundation.

Over the coming year we will look at options --- we might pursue is the establishment of a dynamic online inter-active presence with an experienced defence professional moderating a new On Target ‘conversation’ forum.

Air Power Scholars Program

The Air Power Scholars program is a cooperative endeavour between the Foundation and the Air Power Development Centre. It aims to develop a small group of Air Force Officers with the intellectual skills, theoretical knowledge, and practical experience to engage credibly in the global air and space power

dialogue. Currently 5 PhD candidates are supported by the Air Power Development Centre and the Foundation. \$20,000 can be accessed by each PhD candidate over the course of their research.

AVM Steve Edgely was awarded his PhD this year and CAF held a small Ceremony to celebrate the event. AVM Edgely's thesis was The Royal Australian Air Force's Struggle to Create Joint Military Capability: A Study of the Evolution of Inter-Service Cooperation in the Australian Defence Force ---- 390 page with some great case studies on the Canadian and Israeli Defence Force experiences

In 2021/2022 Kate Yaxley used the grant money to progress her PhD and is well on her way to completion. In 2022/23 SQNLDR Sally Knox commenced full time university to work on her PhD.

Finance

We managed a \$45K surplus vs \$107K loss for FY 20/21 --- however, Inflation is having an effect our costs, so we are undertaking a Strategic Review at our business model. The first part of the review found that our corporate membership model is unsustainable. The Board has decided to change the benefits and restrict access to our discounted level of corporate membership to micro and small enterprises; however this level of sponsorship will no longer have access to the Annual Corporate Sponsors and Supporters dinner and we have introduced another two levels of corporate sponsorship.

In that time the Foundation saw an increase in the number of individual and corporate members, participants registered for conferences and lunches, and articles submitted to The Central Blue forum

Thank you to members and sponsors

I would like to take this opportunity to thanks our members, corporate partners sponsor for their support this year. I would also like to convey my thanks the Air Force for its support with the annual grant, speaking and attendance at our events as well as the support of the Air and Space Centre

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Annual Corporate Partners and Members

- Platinum Partner Lockheed Martin
- Gold Partners Northrop Grumman, Raytheon
- Silver Partners Boeing, Optus
- Bronze Partners CAE
- Annual Corporate Members
L3 Harris, Kongsberg, Milskil, BAE Systems, SPA, Felix, Thales, HENSOLDT, Jet Aviation, Airbus (new)

Event sponsors

- L3 Harris - sponsored the conferences in December 2021 and March 2022
- General Atomics – sponsored the conference in December 2021 and the September 2022

Update on Directors and management

Finally, we have a number of retiring directors this year. AVM Chris Deeble has had to retire from the Board as he undertook the role of CASG. Anthony Martin has decided to retire from fulltime work and the Board and we thank them both for their contribution to the foundation.

AVM (Retd) Brian Weston who has been a tireless contributor to the Foundation with over 30 On target articles

We are pleased to announce that Ged Foley, AVM (Retd) Robertson and Emily Frizell will replace our retiring members subject to this meeting agreeing.

I would like to take this opportunity to thank members and William’s Business manager Cath Scott

I would also like to thank Errol McCormack who resigned from the Board earlier this year. The success of the Foundation is testament to the original vision that the Foundation has sustained support from the RAAF, the ADF, the Department of Defence and Defence Industry. The Foundation continues to explore leading edge Defence thinking. Errol, I acknowledge your outstanding leadership – a legacy you should be proud of.

No questions from members

Move to accept the Chair’s report: Nicole Quinn

Seconded: Tim Barrett

Motion carried

Item 5. Strategic Outlook – Tim Barrett

The Strategic Outlook 2023-2025 was distributed to members prior to the meeting. Tim Barrett outlined the purpose and intent to promote the Foundation’s vision. The Board has taken a considered, deliberate and disciplined approach while maintaining agility and flexibility in the program to adapt to the current strategic environment. The Strategic Outlook has looked at strategic enablers beyond 5th generation capability. In 2023 the focus will be on Deterrence. No questions raised from members.

Move to accept the Strategic Outlook 2023-2025: Mark Binskin

Seconded: Ken Moore

Motion carried

Item 6. The Central Blue Update – Geoff Brown

The Central Blue is a forum designed to promote informed discussion and debate about air power issues affecting Australia. Its scope is broad, covering topics from tactical integration to strategic theory, and from historical lessons to future capabilities. Submissions are welcome from any source but particularly from serving military practitioners with the aim of fostering a new generation of air power thinkers. The blog is updated regularly – usually once a week – with articles on various aerospace and national security issues.

Editorial Team.

TCB's editorial team consists of six full members, Jenna Higgins, Amy Hestermann-Crane, Ulie Yildirim, Luke Webb, Jason Begley and Jo Brick, plus 3 interns, Rebecca Durbin, Ross Tindale & Grace Scholl. Except for Luke Webb, the team are all serving members of the RAAF.

Publishing

The Central Blue published 26 original pieces over the past 12 months. The top 10 articles published in the last 12 months (in order) are:

- Smart but Not Smart Enough – When Having an Engineering Degree Doesn't Cut It
- Book Review: How to Lead a Quest - and reframing the conversation of failure
- Airpower baby! How Air Force can unlock latent workforce capability
- How can we improve the RAAF's Officer Training System?
- What does it take for Defence tech innovation to succeed?
- The case for a National UAS Strategy
- From 'fail-safe' to 'safe-to-fail'
- A 'Scorched-Earth Orbit Policy' emerges from Indifference to Space Debris from ASAT missions
- Flying Camelot: the F-15 the F-16 and the Weaponization of Fighter Pilot Nostalgia [Book Review]
- Does the RAAF need seaplanes? (This was a particularly thought provoking piece.)

Writing calls

Over the past 12 months TCB has had three key writing foci:

- #FutureChiefs: Asking prospective authors to share what they think future Chiefs of Air Force should look like, and why
- #FailureWins: A call for articles about innovation, experimentation, and failure culture in the military context
- #FightReady: Asking prospective authors about their ideas & recommendations for the Defence Strategic review

Writing prize

The 2021 Dr Alan Stephens Air Power Literary Prize was awarded for very a unique piece by Wing Commander (WGCDR) Travis Hallen and his daughter. The piece, *Losing Jefferson*, used science fiction to explore the future of autonomous drones while challenging humans ability to trust and connect with machines. Honourable mentions were given to Squadron Leader (SQNLDR) Brendon Bishop and his Case for a Universal Multi-Domain Shipping Contain and to Ben Luther's Assuring 2121 which challenged Test and Evaluation thinking.

Impact & future workplan

As part of the broader Foundation, TCB offers an intentional, independent platform for original ideas, particularly by junior ADF personnel, that can generate meaningful debate and change within the ADF. Several writers have been able to generate substantial discussion and efforts towards change in areas such as training, workforce structure, innovation/industry policy, acquisition processes, and engineering governance. The work of our authors captures the attention of Service Chiefs.

Over the past 12 months, the editorial team engaged in several reflective conversations about how to advance The Central Blue’s mission, model, and formats. A work plan for 2023 is being devised to encapsulate these discussions and will underpin future team recruitment calls in the new year.

Reach

Over the past 12 months, TCB has continued to grow and engage with our audience base via three social media channels (LinkedIn, Twitter & Facebook). Whilst the leading location of our audience is Canberra, we also have a strong following in other Australian capitals (Melbourne, Adelaide & Brisbane), and have about a quarter of our audience located overseas.

Platform	Followers	Follower Change (past 12 months)	Impressions (Content Appearances)
LinkedIn	1057	+435	96,600
FB	476	+61	17,400
Twitter	1772	+106	144,000

Geoff Brown thanked the editorial team and three interns for their hard work.

Move to accept the Central Blue Report: Brian Weston

Seconded: John Conway

Motion carried

Item 7. 2021/22 Annual Financial and Treasurers’ Report – Ken Moore

- 1) The Foundation’s 2021/22 Annual Financial Statements have been finalised and provided to Members.
- 2) The Chair and I have signed the Statements including, on behalf of Members, that the Foundation is a going concern. We have also certified that the Statements give a true and fair view of the financial position and performance of the Foundation during and at the end of the 2021/2022 financial year.
- 3) Our Auditor, Michael Sinclair, has issued an unqualified Audit Report.
- 4) Our Operating Result for the FY, a surplus of \$45,866, is detailed in the Income and Expenditure Statement. This can be compared with a deficit of \$107,958 in the 2020/2021 FY.
- 5) Some comments on the financial results:
 - a. The Foundation is in a healthy financial position with \$527,460 in cash reserves, as shown in the Balance Sheet, which can be compared to our total expenditure in the FY of \$267,772, as shown in the Income and Expenditure Statement. This reflects the Board’s strategy of having sufficient funding available for staging two years of activities if our income from members and sponsors was curtailed.
 - b. The financials reflect the resumption of the normal tempo of activities post COVID restrictions. The Foundation held two seminars (The Requirements of a Sovereign Defence Space Capability on 1 December 2021, and Shaping the Way Ahead for the Networked,

Integrated Force on 24 March 2022) and four lunches (with three topics). All events were well attended and well received by participants.

- c. At the last AGM, I advised Members that the Board anticipated that the Foundation would receive about \$437,000 from the Air Force grant and membership and sponsorship fees. Actual income from these sources was \$312,364. Two major explanations:
 - I. Slippage of some membership and sponsorship fee payments from last FY to this FY (about \$88,000).
 - II. A reduction in forecast sponsorship for one company for one of the seminars from Gold to Bronze (\$20,000).
- d. This largely explains the difference in the forecast surplus of \$170,000 that I advised at the last AGM and the actual surplus of \$45,866 for the FY.
- e. The good news is that the slippage of these membership and sponsorship fee payments, and some other variations in income and expenditure from last FY, have resulted in a forecast operating surplus of \$130,639. This as usual is heavily dependent on the Foundation maintaining its current level of sponsors and members.
- f. If the forecast holds true, our cash reserves on 30 June 2023 will be \$670,369. An even healthier position than 30 June 2022.
- g. Income from the Air Force grant and membership and sponsorship fees in all FYs must cover the cost of our events and our other running costs, such as accounting and audit fees, business management (mainly for our part-time business manager and social media adviser), business expenses, insurances, IT and software, marketing, the Air Force Scholars Program and the Writers' Prize.
- h. A big thanks to Cath Scott for keeping our financial records so well and to our Auditor, Michael Sinclair.
- i. Any questions?
- j. I commend the Annual Financial Statements to Members.
- k. I move the Statements be accepted.

Move to accept the Treasurers Report: Errol McCormack

Seconded: Brian Weston

Motion carried

Item 8. Special Resolutions – Nicole Quinn

Proposed Special Resolution – Chair and Deputy Chair Re-Election

To ensure full probity, the Chair and Deputy Chair abstained from consideration of the Special Resolution and voting on it. For this item, Members present are asked to agree to the appointment of the Secretary as Acting Chair.

Purpose

To seek the AGM's endorsement to a proposed Constitution amendment to allow the current Chair and Deputy Chair to nominate for re-election to their respective offices.

Background

The current Constitution states in the last sentence of section 5.1.3 that *“Directors are eligible for re-election but may not hold office as Chair or Deputy Chair for more than three consecutive terms of two years”*.

The current Chair and Deputy Chair have held their respective offices for three consecutive terms of two years and cannot nominate for re-election to their current offices at this AGM.

The current Chair and Deputy Chair have indicated a willingness to nominate for their respective offices if a practical solution can be found. They are of the view that section 5.1.3 provides a useful governance safeguard and should be retained if possible.

Chair and Deputy Chair Succession Planning

The Chair and Deputy Chair have led the Board extremely well over their tenure including through the pandemic lockdown. The Foundation is in a strong position in terms of its contribution to the national security debate and financial robustness.

Normally, the Deputy Chair would be in consideration for Chair but ACM Binskin has advised that, due to other work commitments, he does not have the time for the Chair’s role.

No better qualified Directors have been identified who can put in the same level of commitment as the current Chair and Deputy Chair.

The Board intends to actively pursue succession planning over the next two years for the Chair and Deputy Chair positions.

Proposed Amendment

The Board proposes that the safeguard of section 5.1.3 in the Constitution be retained, with the following caveat added: *“Unless Directors agree otherwise...”*

Should Members agree with the proposed amendment, the last sentence of section 5.1.3 of the Constitution would read:

“Directors are eligible for re-election but, unless Directors agree otherwise, the Chair and Deputy Chair may not hold office for more than three consecutive terms of two years.”

Board Agreement

In preparation of Members’ consideration of this Special Resolution, Directors *“agreed otherwise”* at the Board meeting on 31 August 2022. This paves the way for the current Chair and Deputy Chair to hold office for more than three consecutive terms of two years should their nominations at the AGM be successful.

This Board agreement only takes effect if Members agree the proposed amendment to the Constitution.

Recommendation

That Members agree to amend section 5.1.3 of the Constitution by rewording the last sentence as follows: *“Directors are eligible for re-election but, unless Directors agree otherwise, the Chair and Deputy Chair may not hold office for more than three consecutive terms of two years.”*

One question was asked by a member regarding who has control - directors or members? Ken Moore clarified that it is the members who have control.

Moved to accept the proposed change to wording 5.1.3 in the constitution: Raydon Gates

Seconded: Roxley McLennon

Motion carried

Item 9. Election of Board Members

At the 2022 AGM, the following positions became vacant and financial members were eligible to nominate. 9 nominations were received for 10 vacant positions and a board election isn't required.

Positions were presented individually and formally endorsed by members as follows:

- Chair – AIRMSHL (Retd) Geoff Brown AO - carried
- Deputy Chair – ACM (Retd) Mark Binskin AC - carried
- Treasurer – Ken Moore- carried
- Secretary – Nicole Quinn- carried
- Director- VADM (Retd) Tim Barrett AO- carried
- Director – John Conway- carried
- Director – Gerard Foley- carried
- Director – AVM (Retd) Zed Robertson DSC, AM- carried
- Director – Emily Frizell- carried

Move to accept re-elected board members: Brian Weston

Seconded: Nicole Quinn

Motion carried

Item 10. Appointment of Auditor

Move to accept the re-appointment of the auditor Michael Sinclair: Ken Moore

Seconded: Nicole Quinn

Motion carried

Item 11. General Business

No general business raised

Item 12. Next Annual General Meeting

October 2023 – date to be confirmed

AGM Closed: Time 1807
