

**MINUTES OF THE ANNUAL GENERAL MEETING OF COPYRIGHT AGENCY LIMITED
HELD VIRTUALLY VIA ZOOM ON THURSDAY 24 NOVEMBER 2021**

The meeting commenced at 4:00 p.m.

Present

Please refer to Annexure A
for a list of members who were
present at the virtual meeting

In attendance

Kate Harrison (Chair)
Arthur Baker (Director)
Jane Curry (Director)
Jason Eades (Director)
Richard Eccles (Director)
Adele Ferguson (Director)
Cath Godfrey (Director)
Anne Maria Nicholson
(Director)
Kirsty Murray (Director)
Dr Oliver Watts (Director)
Adam Suckling (CEO)
Josephine Johnston
(Company Secretary)

Observers

Sam Abraham	Rosanna Acriuli	Tony Nimac (KPMG/O
Kate Pasterfield	Charli Hutchison	Kate Haddock (Banki
Rosie Daniele	Malcolm Bell	Haddock Fiora)
Jenny Ryan	Richard Hinchliffe	Jeremy Jacobs
Damien Sims	Nicola Evans	Susan Cole
Libby Baulch	Liesl Fitzpatrick	

Quorum and Order of Business

The Chair noted that a quorum was present and declared the meeting open.

A short reel video of various artists, publishers and authors was played.

The Chair introduced herself, the directors, the Chief Executive, the Company Secretary, the company's external lawyer and the auditor. The Chair also noted that this meeting was being held virtually pursuant to the emergency guidance rules of Covid-19 and welcomed the members who joined the meeting virtually.

The Chair noted that she became the Chair of Copyright Agency's Board of Directors in July this year, following the departure Kim Williams who the Chair acknowledged and thanked for his outstanding contribution, support and defence of Australian arts and culture, and Copyright Agency. The Chair then acknowledged and thanked the members of the Board, the management team, being Adam Suckling, CEO and Josephine Johnston, Company Secretary, as well as Copyright Agency's auditor Tony Nimac, from KPMG, and Kate Haddock from Banki Haddock Fiora, Copyright Agency's primary external legal advisers.

The Chair indicated that at the Board meeting tomorrow, the Board would be joined by Leslie Loble who has accepted the appointment of the Board of Directors to act as the fourth independent director. The Chair acknowledged Leslie's extensive experience centred on how education can more effectively develop and use technology to lift outcomes for disadvantaged students and better support teachers and schools.

The Chair went on to thank Adam Suckling who after six years at the helm of the Agency, announced his resignation as CEO in August, to take effect early next year. The Chair made mention of Adam's outstanding leadership of Copyright Agency, including driving the transformation program, advocating successfully for balanced copyright policy, negotiating a large number of licence agreements that saw hundreds of millions of dollars flow to members, and undertaking difficult but necessary actions in the Tribunal to defend the rights of members. The Chair indicated that the Board is well advanced in the search for a new CEO. The Chair also thanked the senior management team of Copyright Agency along with staff for their efforts and resilience through a difficult year.

The Chair made mention of a recent cyber incident that impacted Copyright Agency's IT systems and operations over the last couple of weeks. An investigation into the incident is ongoing and as a precautionary matter management have notified the Office of the Australian Information Commissioner and the Australian Cyber Security Centre. External experts have also been engaged to assist. As a response, Copyright Agency has introduced a range of measures to address security matters – including, for instance, two factor authentication as well as other measures after consultation with KMPG who were in the process of providing the Board with a report on the status of the Agency's systems when the cyber incident occurred.

The Chair also made mention of the recent Copyright Tribunal decision in relation to the media monitoring companies and noted the Tribunal's rejection of the licence scheme proposed by Copyright Agency, a decision that will have an impact on the licence fees paid to Copyright Agency by media monitoring companies. The Chair indicated that the Agency has this week made an application to the Federal Court for a review of the decision.

The Chair turned to the order of business as set out in the notice convening the meeting.

1. Apologies

Apologies were received from one visual artist member.

2. Proxies

One proxy was received from an author member, which was held by the Chair.

3. Declaration of Nominations and Poll for Election of Author Director

The Chair indicated that this year nominations were called for directors to be elected by author, publisher and artist members. At the close of nominations, there was only one nomination received for each of the positions of elected Artist Director and elected Publisher Director. As a result, the Chair declared Jane Curry and Dr Oliver Watts elected to the Board in those positions.

With respect to the position of Author elected director, there were three nominations received, one from Mr Chris Pash, editor, journalist and previous Australian Society of Authors-appointed director at Copyright Agency, one from Mr Anthony Klan, founding editor of investigative news site The Klaxon, and one from Adele Ferguson, journalist with Nine and The ABC. The Chair noted that the voting for this position was conducted on a platform called Big Pulse which is designed specifically for such voting and is completely separate from Copyright Agency's internal systems. The Chair assured members that Big Pulse was not in any way affected by the cyber incident that impacted Copyright Agency and asked the Company Secretary,

Josephine Johnston, to present the results of the election. The Company Secretary indicated that Copyright Agency has a total of 21, 221 author members. The number of votes cast was 1051, being 4.95% of the author membership. The results of the 2021 author elected director are as follows:

Adele Ferguson – 698 votes (66.41%)

Anthony Klan 182 votes (17.32%)

Chris Pash – 171 votes (16.27%).

Adele Ferguson has been returned to the position for a further three-year term with effect from this meeting. The Company Secretary and the Chair congratulated Adele and thanked Chris and Anthony for their participation. The Chair also welcomed back Dr Oliver Watts and Jane Curry back to their positions on the Board and noted their valuable contributions to Copyright Agency.

4. Presentation of Accounts and Reports and Questions of the Auditor

The Director's report and audited financial statements for the year ending 30 June 2021 were presented to the meeting, and members were directed to the documents they had received as part of their registration to the meeting. Members were invited to put questions to the auditor, Mr Tony Nimac, virtually using the question or microphone function in the online Zoom platform.

There were no questions of the auditor.

5. Chair's address

The Chair addressed the meeting and spoke about the changes that technology has brought about with regards to access to content, and the nature of content itself, facilitating things such as new forms of story-telling, new materials and technology for teaching and brand new ways of producing and valuing art. The Chair noted that this changing landscape presents opportunities for organisations such as Copyright Agency, including opening up potentially new revenue streams, allowing Copyright Agency to deploy the most up-to-date digital technology internally to provide better services to members, providing new ways of measuring the use of member's content, and enhancing Copyright Agency's payments approach; and advocating for policy settings that respect copyright, support investment and jobs and encourage Australian story-telling. The Chair also referred to the new challenges driven by trends such as new digital platforms that are not always friends of copyright, policy developments that wind-back traditional copyright settings, legal outcomes that are not in the interests of rightsholders, and changes in consumer's perception about the value of content.

The Chair noted the Board's, CEO's and management team's continued efforts to plot a way through both these opportunities and challenges and provided an account of the Agency's achievements this year including, making distributions of over \$100m to members including authors, journalists, publishers and visual artists, finished the digital transformation of all Copyright Agency internal systems that allows the Agency to continue paying members into the future, advocating for fair copyright policy settings, and advocating for protection of member rights and fair value of their work in two major actions in the Copyright Tribunal. The Chair also made mention of the important work performed by the Cultural Fund including supporting, a wide-range of writers' festivals, the Miles Franklin Literary Award, as well as reviews of new Australian books in literary magazines journals, and major newspapers, for writers to go into schools in Western Sydney.

The Chair also referred to the challenges faced by the Agency this year including an adverse decision by the Copyright Tribunal regarding the media monitoring organisations licence scheme as well as the

commencement of Tribunal proceedings with the schools sector on the issue of how Copyright Agency collects usage data and capture and measure the use of copyright material in schools.

The Chair acknowledged the pressures on organisations like Copyright Agency will not diminish, but that the organisation is well placed to understand and meet those pressures.

The Chair invited the CEO to speak to the CEO's report.

6. CEO's report

The CEO reported that in FY21, Copyright Agency generated revenue of 129m dollars and kept expenses at 19m dollars and distributed over 100m dollars to publishers, writers, visual artists and surveyors. The CEO reported that Copyright Agency completed its investment in new systems, that was part of a four-year investment program. The new systems cover every one of Copyright Agency's critical systems from finance to member information, to distribution and payment engine, and on to the member portal. The CEO also indicated that as a part of investing in new systems and improving efficiencies, the number of roles in the organisation was reduced by over 30% over the last four years.

The CEO spoke about the advocacy work that the Agency is undertaking on behalf of its members and how both Australia and around the world, Governments are under constant pressure from powerful companies and institutions to water down copyright protections.

The CEO also mentioned the current Copyright Tribunal matters in which the Agency is involved, including awaiting the Tribunal's decision in relation to the rate that universities will pay for the use of members content as well as ways to improve the systems used to measure usage of members material. The CEO referred to Copyright Agency seeking assistance on implementing a better measurement system for the use of members content in schools and noted that there are close to 10,000 secondary and primary schools covered by the statutory education licence administered by Copyright Agency and that the system we historically used to establish usage is heavily paper-based, rather than digital content as is prevalent now. Copyright Agency believes that there are much better ways of collecting data that fully utilise new technology, which would be more accurate and remove burden on teachers.

The CEO thanked the management team, the Chair and Board for their outstanding oversight, guidance and support.

The Chair invited members to raise any questions they have by using the Q&A function or the microphone function to ask questions.

Mr Christian West asked questions via the Q&A function on Zoom in relation to the drawdown amount from the Future Fund to cover legal costs in FY20 versus FY21. The CEO responded by referring to the audited financial statements in the annual report and indicated that Copyright Agency drew down a larger amount in FY21 than the preceding year due to the legal costs associated with defending the important licence schemes brought before the Copyright Tribunal.

Mr West also asked a question in relation to the basis on which the Future Fund was used to fund IT operations. The Chair indicated that the Future Fund was not used for IT operations in FY21.

Mr West asked a further question in relation to why Copyright Agency commenced Tribunal proceedings with the schools rather than come to a negotiated outcome. The Chair indicated that the objective is to avoid going to the Tribunal as much as possible and that going to the Tribunal is a last resort and indicated that the Agency is always willing and open to negotiating with the schools sector.

Mr Michael Moore asked whether there is any ongoing lobbying in Canberra by Copyright Agency. The Chair indicated that there have been several discussions in relation to proposed amendments to the Copyright Act as it is an important part of advocating on behalf of Copyright Agency members.

Mr Stuart Glover asked how the Education licence has been able to provide teachers and students with the content they need to educate Australian children during a time where the last two years have been difficult for home-schooling, working from home and lockdowns. The CEO said that the education licence had shown that it was broad enough to support teachers and students in the new online teaching environment. Copyright Agency had also worked with the Australian Society of Authors, the Australian Publishers Association and the National Copyright Unit for Schools on a new Storytime Agreement, which ensured that teachers (including teacher librarians) were able to continue to read stories to students, whether they were learning from the school or at home. Copyright Agency also agreed with the schools' sector to defer surveys, as teachers were already burdened with the move to teaching in an online environment.

In closing the meeting, the Chair thanked the members that participated in the meeting, the CEO and Company Secretary, and fellow board members.

The meeting then closed at 4:52 pm.

Signed as a correct record.

K. Harrison

Chair

22 February 2022

Date

Annexure A

First Name	Last Name	Organization
Eileen	Camilleri	Australian Copyright Council
Stuart	Glover	Australian Publishers
Amanda	Bellenger	Curtin University
John	Brown	Curtin University
Chris	Moss	Entertainment Marketing Group Pty Ltd
DR Fiona	Rothchilds	Fiona Rothchilds
Paul	Smith	gmotu.com
jamin	mclean	go live
Abhi	Jain	Legal Policy Division, Solicitor for Northern Territory. Department of the Attorney-General and Justice, NT Government
Susanne	Gervay	SCBWI
Susan	Murray	Sydney University Press
Elizabeth	Gandy	Thomson Reuters
Christian	West	University of Canberra
Catherine	Daniel	University of South Australia
Tahnee	Pearse	University of Southern Queensland
Terri-ann	White	Upswell Publishing
Copyright Manager	Burbidge	Victorian Curriculum and Assessment Authority (VCAA)
Jane	English	Wise Music Pty Ltd
Helen	O'Neill	
Matt	Howard	
Guy	Johnson	
Anne Maria	Nicholson	
Jason	Passfield	
Oliver	Watts	
Kirsty	Murray	
Jason	Eades	
Wendy	Bean	
Mary	Wyburn	
Michael	Moore	