

17 October 2023



Dear Member,

The Annual General Meeting (AGM) of Foundation and Friends of the Botanic Gardens Ltd (Foundation & Friends) will be held on **Tuesday 21 November at 5:30pm** in The Calyx, Royal Botanic Garden Sydney.

We are writing to provide you with details of the meeting (Notice of Meeting), instructions on how you can vote if you are unable to attend the meeting in person (Appointment of Proxy Form) and details of the proposed appointment of members to the Board of Directors.

The AGM is an opportunity to hear an update on the work of the Foundation & Friends and the Botanic Gardens of Sydney, as well as meet the Board, staff, volunteers and other members.

We look forward to seeing you at the AGM.

Appointment of members to the Board of Directors

This year there are four vacancies on the Board. The terms for Ian Breedon, Michelle Frankel and Akiko Jackson end at this AGM and they are **offering themselves for re-election**. Karen Vien resigned from her Board position in September 2023. We acknowledge Karen's significant, thoughtful and insightful contribution to the Board, the Finance, Audit and Risk Committee and the Nominations and Remuneration Committee during her tenure. Her resignation left a casual vacancy on the Board.

The Nominations and Remuneration Committee has the task of finding suitable nominees for our Board. They are continually reviewing the skills and experiences represented on the Board to ensure balance as well as alignment with our vision and strategy.

To fill the casual vacancy, the Board was pleased to appoint Sarah Constable to the Board in September. As you will see from the attached information, Sarah is well placed to make a valuable impact to Foundation & Friends. The Board recommends Sarah for election to the fourth and final vacant position.

More details on each nominee may be found on the following pages.

Recommendation by the Board: The Board is pleased to support the re-election of Ian Breedon, Michelle Frankel and Akiko Jackson and the appointment of Sarah Constable, all for the standard term of three years.

Annual General Meeting Notice, Proxy Form and Questions on Notice

Attached are the Notice of the 41st Annual General Meeting and an Appointment of Proxy Form. Your voice is important to us. If you are not able to attend the AGM, we encourage you to submit your Proxy Form. You can nominate either another member or the Chair to represent you at the AGM.

The completed Proxy Form needs to be returned to Foundation & Friends, Cottage 6, Mrs Macquaries Road, Sydney NSW 2000, by **3pm on Wednesday 15th November 2023**. Please only complete the Proxy Form if you are not attending the meeting.

Should you wish to ask a question at the AGM please submit your question in writing to the Company Secretary by Wednesday 15th November 2023. Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to Cottage 6, Mrs Macquaries Road, Sydney NSW 2000. We encourage members to ask questions on matters that are relevant to the AGM, such as the Financial Reports, resolutions being put to the meeting or general questions regarding the performance and impact of Foundation & Friends.


Financial Statements

Copies of the Financial Report for the year ended 30 June 2023 will be available at the AGM, and can be viewed or printed from our website: www.botanicgardens.org.au/get-involved/foundation-and-friends/about-foundation-and-friends.

Members may also contact the office on (02) 9231 8182 or via email foundation.friends@botanicgardens.nsw.gov.au to request that a printed copy be mailed to them.

Thank you for your ongoing support and commitment to Foundation & Friends.

Yours sincerely



Ian Breedon
Chair



Peter Thomas
Chief Executive Officer

Information on existing Directors seeking re-appointment

Ian Breedon FCA, is a former Trustee of the Royal Botanic Gardens and Domain Trust (RBG Trust) and represented the Trustees as a Director of Foundation & Friends up until his term as Trustee ended in July 2017. Ian was subsequently appointed to fill a casual vacancy on the Board of Foundation & Friends and was appointed as Chair, Foundation & Friends in November 2018.

Ian brings considerable business expertise and knowledge to the Board with more than 35 years' senior level experience in the accounting and property sectors working with a range of leading Australian and international corporations, most recently retired from Deloitte, where he was a Senior Partner and National Leader of Real Estate.

Ian's current roles include International Patron of the Australian World Orchestra and member of its Advisory Panel. He is Trustee of the Australian Commando Welfare Trust and is Chair of its Audit and Risk Committee. Ian is a Director of Altomonte Nominees Pty Ltd and Altomonte Holdings Pty Ltd.

Ian was the former Independent Chairman of the Audit and Risk Committee of the Royal Botanic Gardens and Domain Trust, Chairman of the Chris O'Brien Lifehouse and former Chair of its Finance and Audit Committee. Ian is a former Director of the Australian World Orchestra and was the Chairman of its Audit and Risk Committee. Ian was former Chair of the Audit and Risk Management Committee of Urban Growth NSW Development Corporation.

Ian's aspiration is to continue to assist the great work of Foundation & Friends in supporting the Botanic Gardens of Sydney, protecting its wonderful assets and elevating recognition of them for their importance to our lives.

Michelle Frankel was appointed to fill a casual vacancy on the Board in October 2020. She was elected to the Board in November 2020. Michelle currently works with Greening Australia, as their First Nations Partnerships and Social Impact Manager. She moved to Australia in 2019 from the New York area, where she had worked with the National Audubon Society for 10 years in various capacities, including Director of the Audubon Center in Greenwich, Connecticut, and Deputy Director of Development with Audubon Connecticut.

Michelle has a Ph.D. in behavioural ecology from Boston University and was a post-doctoral fellow at Tel Aviv University in Israel. Her areas of expertise include non-profit management, fundraising, community-based conservation, urban ecology and environmental education.

Akiko Jackson was appointed to fill a casual vacancy on the Board in August 2020 and elected to the Board in November 2020. Akiko is an internationally experienced non-executive director and a strategy adviser with more than thirty years in the financial services industry in Australia and Japan and a strategy management consultant in the US and Australia. Akiko's experience and expertise includes strategy and business development, risk management and large-scale transformation including digital transformation. Her current directorships include a Board member of Pepper Money and the Australian Children's Education and Care Quality Authority (ACECQA). She is also a member of the Audit and Risk Committee of Transport for NSW and Infrastructure NSW. Akiko is the Chair of the Audit, Finance Risk and Risk Committee of ACECQA and a member of the Audit and Risk and Nomination and Remuneration Committees of Pepper Money.

Her past non-executive director and strategy advisory roles include a Board member of 86 400 (a digital bank start up), a member of the Advisory Committee of the Australian Treasury, the Portfolio Advisory Council of Services Australia, and the Strategy Advisory Committee of the Department of Immigration and Border Protection.

Sarah Constable is a barrister specialising in corporations law, with a particular interest in financial markets regulation. She has had experience in a wide range of legal settings, including at Arnold Bloch Leibler, the Federal Court of Australia and Redfern Community Centre. Sarah brings wide ranging legal expertise, tenacious advocacy of good governance practices and strong negotiation and strategic skills to the Board.

Sarah and her family have a long association with the Foundation and Friends of the Botanic Gardens. They have been very supportive of the Botanic Gardens, including through membership of the Waratah program.

Foundation and Friends of the Botanic Gardens Ltd

ACN 159 378 855

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

Tuesday 21 November 2023, 5:30pm
The Calyx, The Royal Botanic Garden Sydney
Mrs Macquaries Road, Sydney

AGENDA

1. Welcome and Apologies
2. Acceptance of the minutes of the 40th Annual General Meeting
3. Chair's Report
4. CEO's Report | The year in review | Questions on notice
5. Presentation of the Financial and Other Reports
To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2023.
6. Election and Re-election of Directors
To consider and, if thought fit, to pass the following separate resolutions:
 - a) *That Ian Breedon be re-elected as a Director for a term of 3 years*
 - b) *That Michelle Frankel be re-elected as a Director for a term of 3 years*
 - c) *That Akiko Jackson be re-elected as a Director for a term of 3 years*
 - d) *That Sarah Constable be appointed as a Director for a term of 3 years*
7. Guest speaker (Denise Ora, Chief Executive, Botanic Gardens of Sydney)
8. Other business
9. Conclusion

The Financial Report for the year ended 30 June 2023 will be available at the AGM and can be downloaded from the website. www.botanicgardens.org.au/foundationandfriends.

Members may also contact the office via email: foundation.friends@botanicgardens.nsw.gov.au or (02) 9231 8182 to request that a printed copy of the above documents be mailed to them.

Should members wish to ask a question at the Annual General Meeting they are required to write and notify the Company Secretary of that question by 15 November 2023.

Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to: Cottage 6, Mrs Macquaries Road, Sydney NSW 2000

FOUNDATION AND FRIENDS OF THE BOTANIC GARDENS LTD
ACN 159 378 855

Appointment of Proxy 41st Annual General Meeting

Member's Name

Membership No.

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(For Household memberships - each member is required to provide a separate proxy.)

Member's Address

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APPOINTMENT OF PROXY

I, being a member of Foundation and Friends of the Botanic Gardens Ltd hereby appoint as my proxy either:

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(Name & Address of Proxy)

OR

Chair of the Meeting

or failing the person so named or, in the absence of that person in the capacity of my proxy, or if no person is named, the Chair of the Meeting as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions, (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting, Foundation and Friends of the Botanic Gardens to be held on Tuesday 21 November 2023 at 5:30pm at The Calyx, The Royal Botanic Garden Mrs Macquaries Road, Sydney, and at any adjournment thereof.

VOTING DIRECTIONS

The Chair of the Meeting intends to vote undirected proxies in favour of the re-election of directors.

OPTIONAL: If you wish to direct your proxy to vote please mark (✓) in the appropriate box below.

	For	Against
Re-Election of Ian Breedon as a Director	<input type="checkbox"/>	<input type="checkbox"/>
Re-Election of Michelle Frankel as a Director	<input type="checkbox"/>	<input type="checkbox"/>
Re-Election of Akiko Jackson as a Director	<input type="checkbox"/>	<input type="checkbox"/>
Election of Sarah Constable as a Director	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE

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If you have appointed someone else as your attorney, your attorney can sign this Appointment of Proxy on your behalf.

IMPORTANT: For your appointment to be valid this Appointment of Proxy must be returned to Foundation and Friends of the Botanic Gardens Limited at Cottage 6, Mrs Macquaries Road, Sydney NSW 2000 by 3pm on 15 November 2023.