FOUNDATION & FRIENDS OF THE BOTANIC GARDENS

FOUNDATION & FRIENDS OF THE BOTANIC GARDENS LIMITED
ACN 159 378 855

43RD ANNUAL GENERAL MEETING
TUESDAY 18 NOVEMBER 2025, 5:30PM
GADI SEMINAR ROOM, ROYAL BOTANIC GARDEN
MRS MACQUARIES ROAD, SYDNEY

MINUTES

Present:

Attendance Register: Annexure A

Apologies: Annexure B

Proxies: Annexure C

WELCOME AND ACKNOWLEDGEMENT OF COUNTRY

The Chair, Carl McCamish, welcomed members, donors, and volunteers to the 43rd Annual General Meeting (AGM) of Foundation & Friends of the Botanic Gardens Ltd (F&F).

Acknowledgment: The Chair acknowledged the Gadigal People of the EORA Nation the traditional custodians of this land and paid his respects to the Elders past and present.

Notice and Agenda: The Chair confirmed that he is satisfied that appropriate notice of meeting was given to members and provided an overview of the agenda.

Quorum: The Chair confirmed that a quorum of 20 members or one fifth of the members (whichever is the lesser) was present in person or by proxy and declared the meeting open at 6.00 pm.

Proxies: The Chair advised that 10 proxies were received, register as Annexure C.

Apologies: Attached as Annexure B.

Introduction and Welcome

The Chair provided a brief curriculum vitae of his background, noting that he was a new Chair since the previous AGM and that he had not met some of those currently in the room. Acknowledging that he had been voted onto the Board as a Director at the 2024 AGM.

The Chair extended his respect to all in the room, thanking them for choosing to attend the AGM, and for their ongoing support of the organisation.

The Chair welcomed the Chief Executive, Botanic Gardens of Sydney, Simon Duffy AM and noted that Simon would provide an update on the Gardens at the end of formal proceedings.

The Chair welcomed the Auditors, SW Australia, represented at the AGM by Ellen Zhang and all F&F staff members assisting at the AGM.

The Chair acknowledged our Patron, Her Excellency the Honourable Margaret Beazley AC KC, Governor of New South Wales, a strong supporter and very regular attendee to our events, who is an apology for tonight.

1. APOLOGIES & PROXIES

The Chair acknowledged that we have received **25** apologies from members. The Chair made particular note of the following apologies for the evening:

- Michelle Frankel, Board Member
- Flora Deverall & Robbie MacIntosh, Life Members

- Our Patron, Her Excellency the Honourable Margaret Beazley AC KC, Governor of New South Wales. The Chair noted that Her Excellency has continued to engage with many of Foundation & Friends key events throughout the year.

The Chair asked if there were any other apologies to be recorded.

Additional apologies supplied, recorded apologies, 27 in total, will be recorded in the minutes of this Annual General Meeting.

The Chair advised that we have received 10 proxies. There are 10 nominating the Chair and will be used to support the resolutions presented.

2. ACCEPTANCE OF THE MINUTES OF THE 42ND ANNUAL GENERAL MEETING

The minutes of the 42nd Annual General Meeting held on 19 November 2024 were made available at the meeting. The Chair moved that the minutes be accepted. **Resolution declared CARRIED.**

3. PRESENTATION OF THE FINANCIAL AND OTHER REPORTS

The Chair confirmed that SW, our auditor, has issued unqualified opinions on our Financial Statements for the FY25. The Chair confirmed that the financial statements were available to view on the website.

The Chair provided a brief overview of the FY25 results. Noting that the financial position is stable. He then thanked the members of the Finance, Audit and Risk Committee, including their tireless Chair Akiko Jackson.
The Chair spoke about the investment in philanthropy and the support for this ongoing investment. The building of a fundraising executive leading team, Simon Duffy AM, no stranger to fundraising from his time at Taronga Zoo and always willing to be available for events and donors. Ciara Timlin our incoming Executive Director, joining us from the University of Sydney, where she has been a prominent member of their fundraising team for the last 6 years. Our philanthropy team is working on refreshing the bequest program, strategic projects, relationship management and new supporter events to engage more supporters.

The Chair advised that the Board has been building relationship management skills, causal messaging and that he and Simon Duffy had been reaching out to some of Australia's best-known philanthropists, who have reiterated the importance of leadership and having some skin in the game. Therefore, the Chair advised that he had made a personal commitment, or pledge, as Chair of Foundation & Friends to donate $150,000 over the next 12 months, and for any additional years in which he is the Chair.

The Chair spoke briefly about the new bequest program, Botanical Guardians, encouraging all to consider a bequest, and the work we are supporting at the Seed Bank, Plantbank and ReCER lab.

The Chair advised that the Board is optimistic about growth in revenues for FY26, and that momentum is building in the philanthropy space, and to assist the Board are seeking to increase the number of elected directors with the view to introducing more philanthropy/fundraising experience and networks onto the Board.

4. INCREASE IN THE NUMBER OF DIRECTORS

The Chair outlined that the Board has 12 directors in total, plus the Company Secretary. As an organisation that is independent of the Gardens it is important that we ensure the make-up of the Board reflects that the majority of the directors come from within the membership of Foundation & Friends. Accordingly, 8 of the 12 members are elected from members and the 4 ex-officio members are:

- Simon Duffy AM - Chief Executive, Botanic Gardens Greater Sydney
- Rachael Hammond – Director Marketing, Partnerships and Experiences, Botanic Gardens of Sydney
- Tony Pearson - Royal Botanic Gardens and Domain Trust nominee
- Paul Thorley – Executive Director, Foundation & Friends

The Chair moved that the number of Elected Directors be increased from 8 (as it is currently) to 10 pursuant to clause 10.2 of the Constitution.

There are 10 proxies to be used to vote in favour of the proposed resolution and 0 to be used to vote against the proposed resolution. The Chair called for a show of hands for and against the resolution. **Resolution declared CARRIED.**

The Chair thanked and acknowledged Tony Pearson, our retiring Royal Botanic Gardens and Domain Trust nominee. Acknowledging Tony's nearly 8 years on our board, he thanked Tony for his time and considerable expertise, engagement and contribution.

The Chair advised that the incoming Royal Botanic Gardens and Domain Trust nominee will be Nancy Fox. Nancy has a formidable track record in business, she is currently the long-serving Chair of Perpetual Investments, among other Board roles. She has a long record of involvement in philanthropy and is also a Director at Mission Australia and Chair of Mission Australia Housing.

The Chair thanked and acknowledged Kate Horrobin, our retiring elected director, who has served for 12 years and as Deputy Chair under three different Chairmen. Until recently Kate was Chair of our Nominations Committee, she has been a member of the Business Committee and was on the board working group for the Calyx project. Kate has been a very diligent and principled Director. The Chair highlighted Kate's prominent role in advocating for lovers of the gardens and of city green spaces at the time of the proposal to build the Art Gallery of NSW extension, a real act of courage and commitment.

The Chair acknowledged one final farewell, Juvie Ormonde, who managed our governance in the role of Company Secretary for over 12 years, with deep insight, commitment and dedication. Whilst Juvie continues to volunteer with Foundation & Friends, donating endless hours to our exhibitions and office work, she stood down as Company Secretary in January 2025. The Chair thanked her for her incredible contribution over such a long period of time.

The Chair advised that the Board had decided to fill the vacancy caused by Kate Horrobin's retirement with the outgoing Interim Executive Director, Paul Thorley. Due to constitutional requirements, Paul is unable to be elected by the members until his interim roles have been finalised. At the first Board meeting in 2026, the Board proposes to formally vote for Paul to fill this vacancy. His name will then be put to the members at the 2026 AGM. The Chair acknowledges how grateful the Board are that Paul stepped into the Executive Director's role this year.

5. YEAR IN REVIEW

The Executive Director thanked the Chair and provided a review of his twelve months as interim Executive Director.

The Executive Director highlighted the corpse flower event and the significant collaboration of volunteers, Foundation & Friends and Botanic Gardens staff and the enjoyment of the wider community, during this event.

The Executive Director spoke to the process of refocusing to ensure greater impact for our community, highlighting the areas to maintain and improve, enhance and refresh, and the increased collaboration with Botanic Gardens of Sydney.

The Executive Director provided a brief overview of the current FY26 successes, including Artisans in the Gardens exhibition, bequest program invigoration and New Year's Eve expected results.

The Executive Director closed with thanks to the Foundation & Friends team members, the Botanic Gardens Executive and staff, to all Foundation & Friends supporters and to Carl and the entire Board for their support.

6. QUESTIONS

No questions were received by the required time for inclusion in the meeting agenda.

The Chair opened the floor for questions:

Q. Member: Chris Clarke – regarding the Strategic Plan and it not being available on the website, requesting a report on the progress against the strategic plan. If the document could be available publicly as it's the roadmap of what we are going to achieve and the measure of our achievements. **Question:** What is the plan for the increased costs associated with our goals, currently only just keeping head above water, and didn't hear about any planning for ongoing viability.

A. Carl advised that we had put a pause on recruitment, to assist with controlling costs and that the Board had discussed at length whether to maintain the level of investment, but as they have put the plan is in place. As outlined in his update tonight, the Board are optimistic that the revenue will increase, we are raising more funds from Artisans & New Year's Eve and are confident that the fundraising income will come.

Paul confirmed that the FY26 results are very promising, and we are controlling expenses until the buffer is increased. The Strategic Plan is a solid strategy, but the strategy was treating a number of things equally, and upon review we needed to reset the goals. This led to a slight change to the priorities from, as an example, building volunteer numbers to building the community and we have reset the philanthropy target timeline and trajectory but not the ultimate target.

No other questions were raised.

7. OTHER BUSINESS

LIFE MEMBERSHIP PRESENTATION

The Chair invited the outgoing director, Kate Horrobin, to the floor to announce an Honorary Life Membership. Kate thanked Carl for his kind words on her departure and reaffirmed that she was just stepping down from the Board, not from Foundation & Friends, and feels a total sense of optimism for the direction where Foundation & Friends is headed. The building blocks are in place for a bright future.

Kate announced that it was her incredible honour to announce the awarding of Honorary Life Membership to Clive Austin:

Clive Austin AM

- Clive was Chair of the Botanic Gardens Foundation from 2007-2012.
- In that role he oversaw the merger of the Botanic Gardens Foundation with Friends of the Garden to create Foundation & Friends of the Botanic Gardens.
- He was the inaugural Chair of the newly formed Foundation & Friends of the Botanic Gardens.
- He was Chair of Foundation & Friends until 2018 and remained on the Board until 2024 - a total of 16 years as a director.
- Throughout that time, he used his extensive personal network to open doors to potential donors, supporters, Ministers and other stakeholders for the benefit of F&F
- Clive took a high-profile role opposing the Sydney Modern proposal to take Botanic Gardens green space, including many media interviews and innumerable meetings with Ministers, government executives and supporters and which ultimately played a role in the Gardens securing $80m from government to build the wonderful new Herbarium at Mount Annan. This campaign ultimately earned him a mention in Judith White's book "Culture Heist".

- Clive, together with his wife Patricia, was also a major supporter of F&F exhibitions, Growing Friends and other fundraising campaigns over many years - and a generous donor in his own right.

Clive responded with thanks to Kate, Carl & Paul. He acknowledged his involvement has been an absolute privilege and has provided an enormous amount of pleasure and that receiving this honour is really quite special. It has caused him to reflect on his time, whilst he is retired as a director, emotionally & spiritually he is still here. During his 16 years he has had the privilege of seeing the critical work that is being done in the gardens, the amazing support that is being provided by the volunteers and being part of the team that is communicating the importance of the gardens as a significant scientific institution. Clive thanked in particular Kate Horrobin, Ian Breedon & Akiko Jackson, who he acknowledges he enjoyed working with and admired them for being so very competent, commenting that we are lucky to have people of their passion and calibre, and there are many others that could be mentioned. Clive highlighted that the not-for-profit sector has enormous competition and we need to be good at selling the product, our product is different and what we are standing for is in vogue, climate change, green space and maintenance of a living collection as well as research to combat disease. He is very confident that the support will be there and the new leadership if heading in the right direction.

The Chair congratulated Clive and thanked him for his support.

No other business raised.

8. CONCLUSION

The meeting concluded at 7.20pm and Chief Executive, Botanic Gardens Sydney was invited to the podium.

Signed as a correct record:

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Carl McCamish Date

Chair

Attendance Register	**Annexure A**
Elected Directors Directors: Carl McCamish (Chair), Kate Horrobin (Deputy Chair), Kristine Anderson, Ian Breedon, Akiko Jackson, Maria Martin **Ex Officio Directors** Simon Duffy AM, Rachael Hammond, Tony Pearson, Paul Thorley	
Members B. Allen, C. Austin AM, P. Austin, G. Barreto, G. Barreto, J. Bishop, C. Bower, H. Cannon-Brookes, M. Cannon-Brookes, S. Caplan, C. Clark, L. Colwell, I. Dawson, K. Deakin, R. de Ferranti, L. Eeg, J. Falk, K. Fisher, N. Fox, P. Haneman, R. Hecker, N. Hodge, L. Horrobin, T. Jackson, L. Jeavons-Fellows, J. Keane, K. Kennedy White, G. Lamont, P. Markwell, J. McGaw, G. McGregor, R. McGregor, D. Mendelsohn, M. Ramage, S. Read, S. Scholfield, C. Swain, P. Trunoff, G. Usher, J. Waters, R. Wheeler, K. Wilson.	
External Auditor Ellen Zhang from SW Australia	
Staff and Guests M. Burke, C. Bye, H Campbell, L. Claridge, L. Durland, C. Hummer, M. Irigoyen, A. Power. J. Lawson, C. Timlin	
Apologies Register	**Annexure B**
Her Excellency the Honourable Margaret Beazley AC KC, Governor of New South Wales (Patron), J. Barna, J. Birch, H. Buttner, E. Carrington, KY Chen, M. Crichton, P. Curry, F. Deverall, K. Eccles, J. Eccles, M. Frankel, M. Kearns, E. Lovelock, R. MacIntosh, C. Mill, C. Minogue, E. Pidd, A. Rasmussen, J. Rasmussen, A. Rees-Oliviere, L. Saunder, D. Stanley, R. Townsend, A. Usher, S. White, M. Young.	
Proxy Register	**Annexure C**
J. Barna, J. Birch, H. Buttner, E. Carrington, E. Lovelock, C. Mill, C. Minogue, R. Townsend, S. White, M. Young.	