

5 November 2021

Dear Member,

The Annual General Meeting (AGM) of Foundation and Friends of the Botanic Gardens Ltd (the Company) will be held on **Tuesday 30 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.

### ***Appointment of members to the Board of Directors***

This year there are three vacancies on the Board. Two Board members, Clive Austin and Jenny Lourey, have their terms end at the AGM. **Both Clive and Jenny are offering themselves for re-election.** Karen Vien was reappointed to the Board in February 2021 to fill a vacancy. **Karen Vien is offering herself for election to the Board.**

**Recommendation by the Board:** The Board is pleased to support the re-election of Clive Austin and Jenny Lourey and the appointment of Karen Vien for the standard term of three years.

### **Annual General Meeting Notice, Proxy Form and COVID-19**

Attached are the Notice of the 39th Annual General Meeting and an Appointment of Proxy Form that. Should you choose not to attend the AGM, we encourage you to submit your Proxy Form. You can nominate either another member or the Chairman to represent you at the AGM. Your voice is important to us. The completed Proxy Form needs to be returned to Foundation & Friends, Cottage 6, Mrs Macquaries Road, Sydney NSW 2000, by **3pm on 24 November 2021**. Please only complete the Proxy Form if you are not attending the meeting.

We will be observing all NSW Government restrictions in place at the date of the meeting regarding gatherings and numbers allowed. Attendance numbers may be limited and will be strictly enforced, so please **telephone (02) 9231 8182 or send an email to [foundation.friends@botanicgardens.nsw.gov.au](mailto:foundation.friends@botanicgardens.nsw.gov.au) at your first opportunity to RSVP if you plan to attend.**

Should you wish to ask a question at the AGM please submit your question in writing to the Company Secretary by **24 November 2021**. Questions may be emailed to [foundation.friends@botanicgardens.nsw.gov.au](mailto:foundation.friends@botanicgardens.nsw.gov.au) or mailed to Cottage 6, Mrs Macquaries Road, Sydney NSW 2000. Questions should relate to matters that are relevant to the AGM, such as Financial Reports, the resolutions being put to the meeting or general questions regarding the performance of Foundation & Friends. Questions received will be collated and the Chairman will seek to answer as many of the most frequently asked questions as possible during the AGM.

### ***Financial Statements***

Copies of the Financial Report for the year ended 30 June 2021 will be available at the AGM, and can be viewed or printed from our website: [www.rbgsyd.nsw.gov.au/foundationandfriends](http://www.rbgsyd.nsw.gov.au/foundationandfriends) from **5 November 2021**.

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

Please contact Foundation & Friends office on (02) 9231 8182 should you have any queries regarding this matter.



Ian Breedon  
Chairman



Peter Thomas  
Chief Executive Officer

### ***Information on existing Directors seeking re-appointment***

**Clive Austin AM** was appointed as a Director of Foundation & Friends on 13 June, 2012 and has served as the Chairman from 2012 to 2018. He has chaired Boards and Committees of a number of not-for-profit and community organisations and has been awarded a Member of the Order of Australia for significant services to the not for profit sector and to the community. Clive was formerly the Chairman of the Royal Botanic Gardens Foundation, past chairman and now director of Royal Rehab and past president of the Royal Life Saving Society (NSW) and Redkite. For Clive the Gardens are very much a hidden treasure, and one of his goals is to communicate the important work being undertaken at the Gardens to the wider community.

**Jenny Lourey** was appointed as a Director of Foundation & Friends on 11 November, 2015 and is a partner in the public relations agency. She has undertaken post graduate management studies at Harvard University in Boston, INSEAD at Fontainebleau in France, London Business School, UNSW Graduate School of Management, and University of California LA (UCLA) with undergraduate studies at Sydney University. Jenny has held senior executive management roles including: Group General Manager at Qantas Holidays and Area General Manager Asia Pacific and Western Europe at British Airways. Jenny has held both not-for-profit and tourism sector director and non-executive director roles. She was also on the Industry Advisory Board for Tourism New South Wales and the Tourism Advisory Board of Southern Cross University. She is currently on the Crime Stoppers NSW Board. Jenny brings to the board her extensive global network and experience in the tourism and public relations industries along with a passion and interest in the botanical gardens.

### ***Information on existing Directors seeking appointment***

**Karen Vien** is currently a Senior Manager in Westpac Banking Group's Regulatory Relationships team. She holds a Bachelor of Commerce (Accounting & Finance) and a Bachelor of Law (University of Sydney), and is admitted as a legal practitioner of the Supreme Court of NSW since 2006 and of the High Court of Australia since 2017. Over the last 19 years, Karen has built a career specialising in financial services regulation and regulatory risk management in Australia and overseas, working in various roles including with the Australian Securities & Investments Commission (ASIC) and Macquarie Group. Given her qualifications and experience Karen will contribute significantly to the Board particularly in the areas of governance, risk management and strategy. While her career has focussed on regulation, she has always loved spending time in the Botanic Gardens and is looking forward to actively supporting the work of Foundation & Friends.