



5 November 2020

Dear Member,

The Annual General Meeting (AGM) of Foundation and Friends of the Botanic Gardens Ltd (the Company) will be held on **Monday 30 November at 4:30pm** 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 four vacancies on the Board. Ian Breedon, the current Chairman, whose term ends at the AGM. **Ian Breedon has offered himself for re-election.** Karen Vien resigned from her Board position in August 2020, Jacque Stratford resigned from her Board position in October 2020 and Raoul de Ferranti has resigned from his Board position, which he has held since 2012, in October 2020. We acknowledge the contribution of these three retiring board members and particularly Raoul for his longstanding and ongoing commitment to Growing Friends Plant Sales.

During the year the Board Nominations Committee searched for suitable nominees, looking to ensure that we maintain the required skills and expertise required within and to compliment our current Board. The Board Nominations Committee met and reviewed our current board representative skill and experience set and then completed a search for suitable nominees. As such the Board is pleased to propose that Michelle Frankel, Akiko Jackson and Peter Thomas, who were appointed to fill the casual vacancies, be elected for the standard term of three years. More details on each nominee may be found on the following page.

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

Annual General Meeting Notice, Proxy Form and COVID-19

Attached are the Notice of the 38th 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 25 November 2020**. 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 will be limited and strictly enforced, so please **telephone (02) 9231 8182 or send an email to foundation.friends@rbgsyd.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 **25 November 2020**. Questions may be emailed to foundation.friends@rbgsyd.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 2020 will be available at the AGM, and can be viewed or printed from our website: www.rbg Syd.nsw.gov.au/foundationandfriends from **5 November 2020**.

Members may also contact the office on (02) 9231 8182 or via email foundation.friends@rbg Syd.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
Interim 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 Independent Chairman of the Audit and Risk Committee of the Royal Botanic Gardens and Domain Trust, International Patron of the Australian World Orchestra and member of its Advisory Panel. He is Trustee of the Commando Welfare Trust and is Chair of its Audit and Risk Committee and member of its Finance and Fundraising Committee. Ian is a Director of Altomonte Nominees Pty Ltd, Altomonte Holdings Pty Ltd and the Global Advisory Board to Urbanise.com Ltd.

Ian was the former 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 assist the great work of Foundation & Friends in supporting the RBG Trust, 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 currently works with Greening Australia, leading their Community Engagement and Social Impact initiatives, and is on a volunteer leadership team with the Sydney Alliance. 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. She 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 this year. She 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 as a strategy management consultant in the US and Australia. Akiko has a green thumb with a passion of matching the garden with its environment, particularly the buildings that it surrounds. She is currently a member of Portfolio Advisory Council of the Services Australia of the Commonwealth Government and a Board member of Australian Children's Education and Care Quality Authority ("ACECQA"). She is the chair of Finance, Audit & Risk Committee for F&F and a member of the Finance, Audit & Risk Committee of ACECQA. Her past non-executive director and strategy advisory roles include non-executive director of 86 400 (a digital bank start up), member of the Advisory Committee of the Australian Treasury, and a member of the Strategy Advisory Committee of the Department of Immigration and Border Protection.

Peter Thomas was appointed to fill a casual vacancy on the board in October this year. Growing up in a science focused family that spent a lot of time in the bush, he developed a passion for our native flora/fauna and the environment. Pete has extensive experience in the non-profit sector, including 19 years in a range of leadership roles at Amnesty International Australia. This included interim National Director, Director of Fundraising and the Chief Operating Officer, helping deliver significant and sustainable growth. He represented Amnesty internationally as a member of the global Fundraising Management team. Pete has just completed his EMBA. He is the new Chair of the Development Committee and Interim CEO of Foundation and Friends.