

**Meeting of Council
Tuesday 2 December 2014
Crosbie Morrison Meeting
Room**

Minutes

Attendance

Present: Lesley Jackman (Chair), Dennis Ayliffe, Christianna Cobbold, Jan Finley, Marion Jones, Rita Maclachlan, Ian Primrose, Sue Serjeantson, Barbara Tyler.
Ex officio: Glenys Bishop, Peter Byron, Alan Munns, Steve Speer, Judy West.
Apologies: David Coutts, Barbara Podger.

1. Opening

The meeting was opened by the Friends' President, Lesley Jackman, at 2:30 PM.

2. Minutes of Council meeting 11 November 2014

Motion: That the minutes of the Council meeting of 11 November 2014 be accepted subject to a minor change being made.

Proposed: Jan Finley. *Seconded:* Marion Jones. *Carried.*

3. Matters arising from November 2014 Meeting Minutes

3.1. Friends parking

Exemptions for new parking arrangements have been communicated to Friends via broadcast email, notice on the Friends website, briefings to Special Interest Groups and a notice in the Friends' Lounge.

3.2 ANBG Staff representative

Rosella Hampshire has been selected as the ANBG staff representative following the retirement of Anne Phillips from Council. Rosella's experience includes five years as custodian of a number of sections in the Gardens, three years working in public programs as venues officer, a variety of roles including chemicals management and WHS representation, Living Collections and Horticulture Working Group, Master Planning Working Group and member of the Botanical Art Group.

3.3 Major Events Planning

3.3.1 Group report.

The report noted that planning was well advanced for the Summer Concerts, including traffic and pedestrian management, volunteer teams, sponsorship and concerts promotion. Judy West undertook to investigate options for drinks cold storage with good access and security to cover all summer events. Council agreed it would be preferable to have one storage facility for all summer events.

Action: Judy West to follow up an appropriate site for drinks cold storage for all summer events.

3.3.2 Social Events and Activities Committee report

- *Summer concerts:* the liquor licence application has been lodged, co-ordinators are in place, the duty roster is in the Friends' lounge, promotion is in hand through *Fronde*, a broadcast email and website and the ANBG's comprehensive media and marketing plan, briefing notes are in preparation.
- The Friends *25th Anniversary Dinner/Annual Dinner* on 19 February 2015: planning and promotion are advanced.
- *Enlighten* February/March: roster to be discussed at next meeting.
- *Friends around the Lake* 5 March 2015: promotion proposed for January *Fronde* and bookings will be taken by the Committee.
- Other activities being planned include:
 - an early morning walk with the birds on 12 April 2015;
 - a visit to Government House gardens in the coming autumn – invitation from the Friends' patron Lady Cosgrove;
 - a visit to the National Library of Australia on 17 June to view material relating to plants.

3.3.3 Summer Concerts budget

- Steve Speer provided the ANBG's revised Summer Concerts budget for Council's consideration and approval. Additional costs allow for the implementation of sponsorship requirements and also included new items for:
 - Marketing with BMA and Canberra Weekly – \$1,570
 - Stage banner – \$350
 - Professional MC – \$1600 (8 nights x \$200)
 - Disabled toilet – \$541
 - Increase in sound production – \$500
 - Additional tents for ActewAGL may be required.
- Council endorsed the updated budget items, noting the revised budget provides for a Friends grant of \$11,146.

Motion: That the revised Summer Concerts budget be accepted.

Proposed: Marion Jones. *Seconded:* Jan Finley. *Carried*

3.3.4 Sponsorship report

- Sponsorship negotiations with The Central by Goodwin Homes and ACTEW Water have concluded, with Goodwin providing \$15k and ACTEW Water providing \$5K for sponsorship of the 2015 Summer Concerts. The focus is now on implementation of the agreements. The President requested to be copied into all correspondence/emails relating to sponsorship arrangements, naming rights and acknowledgements.
- ACTEW Water will provide a variety of children's water themed activities, Friends will not be required to coordinate children's activities. ACTEW Water will provide water dispensers and slushies - slushies will be available for a \$1 donation to the ACT Rural Fire Brigade.

4. General Business

4.1 Friends projects

4.1.1 Report on Asteraceae Garden opening

The Asteraceae Garden was officially opened on 24 November by the ANBG patron, Her Excellency Lady Cosgrove. The President is in discussion with her office for a Friends visit to Government House gardens.

4.1.2 Projects Committee status report

- The report noted that since 2000 the Friends have contributed approximately \$750K towards 38 projects.
- The status of project proposals considered at the August 2014 Council meeting include:
 - Lighting for Red Centre Garden including lighting a pathway from the Rainforest - completion December 2014.
 - Feasibility Report for new public art installation –underway.
 - Plant finder app – Peter Byron advised March 2015 as the projected completion date .
 - Design and printing of ANBG promotional poster and bookmarks – ANBG to advise progress.
 - Purchase of ANBG Library books – Peter Byron advised this has been completed.
 - Thermoline Climatron incubator for Seed Bank funded by Friends.
 - Banksia Garden stage 1: decision deferred to 2015.
 - Thermoline freezer for Seed Bank - funded by Public Fund.
 - Seed Counter for Seed Bank- funded by Public Fund.
- The Projects Committee is considering two project proposals:
 - Funding an extension to the Growing Friends workspace following the offer of workbenches from the ANBG that are surplus to their requirements (see agenda item 4.2).
 - Funding the ANBG contribution to a new coach tours and booking service involving all national institutions. Steve Speer will brief the Committee on this prior to Christmas.

Action: Friends' Projects Committee to prioritise new project proposals for Council's consideration in 2015.

4.2 Proposed work on Growing Friends' work area

- Proposed refurbishment of the growing Friends' work space includes:
 - replacement of 30 year old rotting sleeper beds which are too low for comfortable and safe working;
 - installation of work benches from the ANBG that are surplus to their requirements; and
 - extension of the shade cloth area.
- Quotes are being obtained for work requiring external contractors e.g. removal and replacement of paving, removal of sleepers. Once quotes are obtained the Projects Committee will consider the funding proposal.

Much of the labour will be supplied by the Growing Friends volunteers (e.g. extension of the shade cloth support and installation of new work benches on existing concrete) and there is significant material support from the ANBG staff. The project will be managed by Friends' volunteer Andy Rawlinson consistent with ANBG OH&S requirements.

4.3 Update of Friends' Constitution

- Council discussed the rationale to undertake a review of the Friends' Constitution, ratified in 1991 and amended on three occasions since then. In that time there has been no comprehensive review to ensure the *Constitution*:
 - meets the current and the future requirements of the Friends,
 - covers all requirements that need to be included in a *Constitution*,
 - is in accord/compatible with the:
 - *Model Rules*, Associations Incorporation Regulation 1991,
 - Memorandum of Understanding between Director of National Parks and Friends of the Australian National Botanic Gardens Inc In Relation to a Framework for Collaborative Working Arrangements,
 - is comprehensive and includes practical guidance,
 - is flexible, and expressed in clear and consistent English, and
 - is devoid of ambiguities, contradictions and duplications.
- Council noted that, whilst the Constitution has held the Friends in good stead, a review is timely considering increased membership and funding for ANBG projects, the operation of the MOU with the ANBG and the Department, and concerns about lack of guidance for some activities (e.g. auditor's appointment, staff representation on Council, Council appointments).
- Council agreed:
 - To review and amend the *Constitution* of the Friends of the Botanic Gardens for ratification at the 2015 Annual General Meeting.
 - To establish a sub-committee to undertake the review, comprising a convenor and 3 members:
 - Convenor, a member of Council with appropriate corporate governance experience – Vice President Jan Finley.
 - Friend with historical/legal knowledge of the Friends – Alan Munns, past Friends' President,
 - Friend with legal background – Philip Finley,
 - Council member with interest in the area – Ian Primrose.
 - Details of the terms of reference, the consultation process with Council and members of the Friends, the approval process and a proposed review process timeframe are included in Attachment 1 to Minutes. The review will not incur any costs as legal advice will be provided *pro bono* to Council.

Motion: Council agrees to review and amend the *Constitution* of the Friends of the Botanic Gardens for ratification at the 2015 Annual General Meeting in accordance with the process outlined in these Minutes.

Proposed: Rita Maclachlan. *Seconded:* Marion Jones. *Carried*

4.4 Proposed strategic overview session for Council

Council agreed to hold a strategic overview session on 3 February 2015 following a brief Council meeting. The session will cover the Council's role, operation, key relationships, strategic plan and organisational material. Peter Byron will discuss the ANBG's management plan and the MOU between the Friends and the Director of National Parks. This session will conclude with drinks to allow Council members to get to know one another.

5. Reports

5.1 ANBG Executive Director

- Judy West discussed highlights of the IUCN World Parks Congress 2014 held in Sydney attended by herself and ANBG general manager Peter Byron. She noted support for the event by the Minister, the Parliamentary Secretary and the National Director of Parks Australia. She and Peter Byron will present a staff awareness session on the congress at 9.30am on 17 December to which Council members are welcome.
- Approval has been given for the 18 month recruitment of an ANBG fund raising /development officer.
- A functional staff review focussing resources to activities has commenced. A staff consultative group has been established with staff keen to be involved.
- There will be a community day for discussion of the proposed ANBG 20 year Master Plan on 7 December. Public comments close on 23 February 2015.
- The ANBG is an entrant in the ACT Tourism Awards under the eco-tourism section.

5.2 ANBG General Manager

A separate report to that of the Executive Director was not provided.

5.3 Friends Liaison

- See items 3.3.3 for discussion of the ANBG's revised Summer Concerts budget presented by Steve Speer.
- Launch of the summer programs will be on 10 December.

5.4 Treasurer

Council noted the receipts and outgoings for November 2014. The President stated she had sighted the bank statements

for the month of October. It was agreed that the term deposit maturing on 31 December would be renewed at the discretion of the Treasure in view of prevailing interest rates.

Motion: That the financial statements for October 2014 be accepted.

Proposed: Marion Jones *Seconded:* Jan Finley *Carried*

5.5 Secretary

The correspondence report was noted.

5.6 Friends Group Reports

5.6.1 Friends website

Alan Munns discussed the operation of the Friends website. He emphasised that apart from the News page, the website co-ordinators depend on contributions. They consider that sub groups/special interest groups have ownership of their web pages and hence the Website team of six editors rely upon groups to advise any changes to them. Website co-ordinators may remind groups when they consider a web page needs updating.

5.6.2 Membership Team

To date the membership team has processed 1250 memberships covering 1685 members. Reminders have been sent to 320 members for outstanding annual renewals.

6. Next meeting

2.30pm Tuesday 3 February 2015, Dickson Room followed by Strategic Overview session and drinks..

The meeting closed at 4.25 pm.

Lesley Jackman
President.

**REVIEW OF THE FRIENDS CONSTITUTION
PROPOSED REVIEW PROCESS**

ESTABLISHMENT OF A SUB-COMMITTEE/TERMS OF REFERENCE

Purpose

To review and amend the *Constitution* of the Friends of the Botanic Gardens for ratification at the 2015 Annual General Meeting.

Composition

The Sub-Committee will be elected by Council, and comprise:

Convenor – member of Council with appropriate corporate governance experience.

Three members:

- Friend with historical/legal knowledge of the Friends,
- Friend – with legal background,
- Council member with interest in the area.

Function

Review and prepare amendments for the *Constitution* that:

- meet the current and the future requirements of the Friends,
- cover all requirements that need to be included in a *Constitution*,
- is in accord/compatible with the:
 - *Model Rules*, Associations Incorporation Regulation 1991,
 - Memorandum of Understanding between Director of National Parks and Friends of the Australian National Botanic Gardens Inc In Relation to a Framework for Collaborative Working Arrangements,
- is comprehensive and includes practical guidance,
- is flexible, and expressed in clear and consistent English,
- is devoid of ambiguities, contradictions and duplications.

Consultation

Consult with

- Council on all issues requiring review and amendment,
- relevant key persons responsible for the various activities of the Friends,
- relevant ANBG personnel,
- membership of the Friends.

Reporting

Report and prepare relevant draft amended material for consideration at monthly Council meetings.

Responsibility

Responsible to the Friends' Council.

Work within the *Principles for Establishing and Conducting Sub-Committees (viz-a-viz Special Interest Groups)* (Endorsed by Council June 2014).

PROPOSED TIME FRAME

Date	Activity
December 2014	Council <ul style="list-style-type: none"> • To consider <i>Background to Review of the Constitution</i> • To establish Sub Committee and adopt Terms of Reference • Advise ANBG, relevant key persons responsible for various activities of the Friends, and Friends that the process to review and amend the <i>Constitution</i> has commenced.
February	Sub-committee to consult with <ul style="list-style-type: none"> • Council on all issues requiring review and amendment, • relevant personal responsible for the various activities of the Friends, • relevant ANBG personnel. Sub-committee <ul style="list-style-type: none"> • To report to Council on work being considered to review the <i>Constitution</i> and seek Council feedback.
March	Sub-committee <ul style="list-style-type: none"> • To consult with Council and seek Council agreement/endorsement on areas requiring amendment. • To prepare material for consideration by Council to be included in <i>Fronds</i> (material to include reasons for review of <i>Constitution</i>, time-frame, consultation period, etc.)
April	Sub-committee <ul style="list-style-type: none"> • To prepare first draft of amended <i>Constitution</i> for consideration by Council.
May	Sub-committee <ul style="list-style-type: none"> • Consultation with Friends • Report to Council
June	Sub-committee <ul style="list-style-type: none"> • To prepare second draft of amended <i>Constitution</i> for consideration by Council.
July	Council <ul style="list-style-type: none"> • To approve amendments to the <i>Constitution</i>. • To include amended <i>Constitution</i> on website for Friends' consideration with rationale/reasons for changes.
August	Sub-committee <ul style="list-style-type: none"> • To finalise amended <i>Constitution</i> and Explanatory Notes for the amendments. Council <ul style="list-style-type: none"> • To ratify amended <i>Constitution</i> for consideration of Friends at the general meeting. • 21 days notice of proposed recommendation to amend the <i>Constitution</i> to be given to members of the Friends.
September/October	Members of the Friends <ul style="list-style-type: none"> • To ratify amendments to the <i>Constitution</i> at the general meeting (changes must be ratified by 75% of the membership present at the general meeting).
November	Council <ul style="list-style-type: none"> • To lodge the amended <i>Constitution</i> with the ACT Registrar-General's Office. • Advise members of the amended <i>Constitution</i> through <i>Fronds</i>, Broadcast Email, Website and arrange for amended <i>Constitution</i> to be included on the Friends' website.