



Annual General Meeting

Date: 1 July 2023

Held online via the Zoom platform.

1. Welcome and opening of the meeting

The Chairperson welcomed all to the meeting with thanks from herself and the Council members and for the members joining online. Ms. Lunderstedt expressed her hope that the AGM engagement would be positive and constructive dialogue and with mutual respect for each other.

She hoped that the dialogue would be based on the understanding that Council's approach to the SANBI matter had been sincere and within the best interest of the Society. Council remains cognisant of the diversity of our people that we engage with across the country. The people that we work with share our passion for plant conservation in S A and contribute to building a unique and active community.

Over the past four months there have been some matters of concern with Council and National staff have been subject to specific treatment that has been disrespectful and that Council does not condone. It remains Council's responsibility to ensure that our members' and our staff's wellbeing is secured and that we practice effective corporate governance. We remain committed to our ethos and values. As a Council and as a team we are committed to acting in kindness and consideration of each other.

Ms. Lunderstedt thanked all who had made the AGM proceedings possible. The purpose of the day's meeting was to demonstrate and showcase the collective efforts as a community and then go to our important voting of resolutions. She reiterated that the zoom meeting platform was being used as we have a National and International geographical scope of participants, and it is important to provide access to all BotSoc members.

Ms. Lunderstedt then preceded to run through the agenda and the proceedings.

2. Present and Apologies

Council, BotSoc National Staff and Members present:

Kyra Lunderstedt (Chairperson of BotSoc), Murray Barnetson (Treasurer) Frank Webb (BotSoc Council member), Rob Soutter (BotSoc Council member), Michele Hofmeyr (BotSoc Council member), Charles Stirton (BotSoc Council Member) Antonia de Barros (General Manager of BotSoc), Annelie Esterhusye (Independent Scrutineer), Simone van Rooyen (Secretariat), Bradley Bergh (BotSoc Financial Consultant) BotSoc National Staff members and verified BotSoc members.

Present Online (named or as per member registration online and zoom profiles appeared)

[Click here](#) for a copy of the attendance register

Apologies received:

Mrs. van Rooyen noted the apologies received and requested that if any member had additional apologies on behalf of another to please note in the chat.

Sabelo Lindani, Clinton Carbutt, Lesley Fagan, Tim Attwell, Louis van As, Margaret Burger, Sandra Dell, Rupert Koopman, Mary de Haas, Rhonwyn Cornell & Sean Cornell, Brian and Elizabeth Suter,

3. Confirmation of Quorum

According to clause 27.1, sub Clause 27.1.7 the quorum for an annual general meeting shall be not less than 50 members present and voting, which shall include those members represented by proxy.

The Chairperson introduced Mrs. Annelie as the Independent Scrutineer. Mrs. Esterhusye and Mrs. van Rooyen confirmed the meeting was quorate and the Chairperson declared the meeting open.

4. Chairperson's Report: (Kyra Lunderstedt)

The Chairperson presented her report, the same was also shared to the online zoom participants.

Impact points from the report:

- The revised vision & mission over the last three years that was adopted at our last AGM 2022 as well as our core focus areas were reaffirmed at the Pathfinder Convention with branches.

- The Pathfinder Convention, in Sept 2022, identified emerging pathways with the Branches, including the Kirstenbosch Branch, in response to the changes as a result of the SANBI Collaboration negotiation implications communicated since April 2022.
- Investing in youth is investing in BotSoc's future

5. Showcasing BotSoc's Achievements (Antonia de Barros)

The General Manager presented her report, the report was also shared to the online zoom participants.

Impact points from the report:

- Use of the Important Plant Areas (IPAs) mapping to work with branches, members and CREW groups as part of our commitment to citizen science.
- The conservation priorities to be taken forward to guide local action?
- The GM thanked Domitilla Raimondo, Suvarna Parbhoo-Mohan, Kaveesha Naicker, Ismail Ebrahim and their teams for their work in CREW.
- BotSoc member volunteers as CREW citizen scientists grew from 10% to more than 30% in the last 3 years.
- BotSoc has been very involved in responding to the Succulent Plant-Poaching Crisis.
- Biodiversity Stewardship – While there are active landscape projects, there are also opportunities for branches to become involved on a local level. Isabel Johnson also acts as a mentor to the staff at the Mayors Walk NBG in Pietermaritzburg and shared her expertise in threatened species.
- The GM thanked Rupert Koopman for his work on the Webinars that supported growing capacity and awareness. Monthly webinars are hosted in partnership with CREW/ SANBI to enable building a broad knowledge base making plant conservation accessible.
- The Veld & Flora editor, Patricia McCracken, was thanked for her dedicated work on the Veld & Flora and her expertise in bringing the narrative of BotSoc to our members and to the broader public.
- Enabling youth development is a big part of our work and together with working on diversifying our membership and retaining our members. This can be done by growing and supporting branches.
- Funding for the Isiqalo pilot project was not forthcoming, but the second intake in the current year was funded by the DG Murray Trust.
- BotSoc Fundraising for Sustainability - our sustainability will depend on the credibility of the organization, the importance of our partnerships and how impactful our programme's are.
- Our fundraising plan is in draft format and will be workshopped with our Branch Committees soon to enable branches with guidelines to take projects forward.

The GM thanked the BotSoc branches, BotSoc partners, Council, staff and donors, and to all who made the BotSoc programmes possible. She also thanked the participating members for their time to attend the AGM. The Chairperson said she

was proud to be part of a Society that is so active and passionate, and followed with thanks to the GM and national BotSoc staff.

Presentation on South Africa's Plant poaching crisis (Emily Kudze and Carina Becker-du Toit)

Impact points from the presentation:

- BotSoc appreciates the experts and conservation horticulturists that work behind the scenes to ensure that the plants survive and that the genetic material is maintained.
- BotSoc is planning to start a volunteer programme at the Karoo Desert National Botanical Garden.
- BotSoc is looking at the possibility of have specific Poaching Response fund.
- Reference was made the BotSoc's PayFast cause link if members would like to support. It is a secure site. All funds go directly to BotSoc which will ensure responsible use of funds.
- A call for volunteers was also made.

Challenges and Looking Beyond the Horizon (extract from AGM presentation)

The Chairperson noted that BotSoc faces external and internal challenges and that there is a critical need for BotSoc to solidify its role and identity with credibility, as demonstrated in the 2023 Annual Report thus far. Volunteer and paid capacity at National level is needed to do this, and so BotSoc is looking at the horizon with a growth mindset toward strategic leadership with strong corporate governance and to focus on the stability of the organization through its conservation contributions.

The BotSoc encourages loyal membership involvement in the work, who share our ethos and value system of conserving our plants through our know, grow, protect and enjoy our indigenous plants mantra.

Challenges

Solidify BotSoc's Identity and Maintain Credibility

Financial Sustainability with Falling Revenue

Capacity at National and Branch level

Looking beyond the Horizon (Focus in the Short Term)

Strategic Leadership from Council, continuity, focus and stability, clear and targeted direction.

Fundraising to be focused on prioritized themes identified with Branches at Pathfinder Convention in September 2022

Encourage loyal member involvement in programmes

Develop BotSoc's advocacy role

6. Treasurer's Report and presentation of Annual Financial Statements for the 2022/23 financial year. (Murray Barnetson)

The Treasurer presented his report, which was also shared with the online zoom participants.

Impact points from the report:

- The Treasurer thanked Council colleagues, Antonia de Barros, Bradley Bergh, Simone van Rooyen at from the national BotSoc team, Annelie Lucas, our Independent Auditor, our Donors and especially BotSoc members.
- Summary of key points in the report which covered the consolidated financial position of the whole Botanical society (National & Branches)
 - The Botanical Society is in a sound financial position overall
 - Reserves are R27.4 million at year end
 - BotSoc spent R1.2 million more than we received in the past year
 - The value of our investments fell by R 2.1 million to compensate
 - Membership & donation income improved from 2022
- A growing concern is the projection of a substantial downturn in membership fees for the financial year 2024 and beyond. Given the unpredictable circumstances it is challenging to make a concrete forecast, so a conservative budget of R 200 000, 00 per annum as membership fee income is estimated.
- The situation is unsustainable in the long term but sustainability and fundraising planning is in progress. The situation demands strategic and operational shifts that Council has already set in motion. Most NPO's rely heavily on donations, and the Council deemed it prudent to adopt a professional fundraising approach. Fundraising requires time to develop relationships and will need to be the Society's primary revenue stream.
- Council has budgeted operational losses for the next two financial years.
- Council has maintained its insistence on a rigorous questioning of all cost and the management team has done a good job of reducing costs significantly and streamlining and simplifying operations.
- The Society holds investments sums in cash and balances valued at just over R27 million at the end of 2023. This is slightly less than 2022, this is a direct result of the transfers from the SANBI/BotSoc Partnership Fund and other conservation commitments.

In Conclusion:

- The Society is currently in a sound financial position, but it is expected that membership income will plummet due to the withdrawal of the garden access benefit.
- The financial controls are good, procurement policy in place and accurate monthly management accounts are issued timeously.
- BotSoc is pivoting to a fundraising business model
- The long-term financial position of BotSoc is still uncertain
- What is certain is the passion for South Africa's magnificent flora will drive a new, sustainable BotSoc

The Treasurer said it had been an honor to act as Treasurer for the Society, and recommend the 2023 audited Annual Financial Statements of the Botanical Society of South Africa for approval.

The Chairperson opened the floor to questions:

Shaun Schneier

Q – Are the reserves additional to the investments or part of the investments

A – They are part of the investments

There were no further questions for the Treasurer. The Chairperson called a 10 minute comfort break and return to the meeting by 11:40 am thereafter the questions received and Resolutions would be actioned.

Questions and Answers

Questions relating to the current agenda received via email were replied to from the Independent Auditors email address as received, and answered by the Chairperson.

Questions 1, 2 and 3 were submitted by Jeremy Wiley (Chairperson of the Kirstenbosch Branch)

Q1 Approval of Minutes of the 2022 AGM: No mention is made in the actual minutes of the members who were present in-person at the AGM and in attendance via Zoom online. Should a complete record of all attending members and formal apologies not be recorded in the minutes of AGMs and SGMs as is standard practice in many other organizations? How are the minutes of all BotSoc General Meetings accurately recorded ?

A1 We have a complete record of members attending and formal minutes, each meeting that is held on a virtual platform is electronically recorded, enabling detailed and accurate minutes.

Q2. 2022/23 Financial Statements :

2.1 Income: Excluding membership subscription and investment income what is the cumulative amount of money raised by the BotSoc National Office over the past 2 financial years and what are the main sources of such funds?

2.2 Financial Impact of the revised Collaboration Agreement: In the audited Annual Financial Statements on page 7 under "Going Concern" Council anticipates a severe financial impact resulting from the Review of the Collaboration Agreement with SANBI as from 1st April 2023. Can the Treasurer elaborate on this statement and explain in broad terms what the anticipated impact on BotSoc membership numbers and subscription income will be for the current and next 2 financial years until expiry of the current Collaboration Agreement in March 2025? Is the new BotSoc membership fee structure approved at the SGM on 11th March 2023 and which came into effect from 1st April 2023 financially sustainable?

A2 This was addressed in the Treasurer's report regarding income and the financial impact of the revised collaboration agreement. The specifics are also captured in the Audited Financial Statements.

Q3. BotSoc Membership Numbers : (Question for the General Manager) :

3.1 What was the total paid-up membership of the Botanical Society as at 31st March 2023 and how does that compare to the total number of members as at 31st March 2022. How many members does each branch currently have?

3.2 How many new members have joined BotSoc since the new membership fee structure was introduced on 1st April 2023?

A3 This was addressed in the Treasurer's report and are also to be found on page 14 of the Audited Financial Statements.

Q4 Proposed change in designation from General Manager to Chief Executive Officer

Does the proposed change in designation or title imply any change in responsibilities for the incumbent or have any additional financial implications now or in the foreseeable future for BotSoc?

The General Manager is currently performing the role of CEO, however, her title does not reflect that. Her liaison with her counterparts, CEO's of partner organisations, requires that her title is fitting to the level of operation, seniority and weight of responsibility within the organization, especially as we strengthen our fundraising efforts and continue to develop partnerships.

A4 The GM currently performs the role of a CEO and this is not reflective of her title. There is no financial implication to changing the title or designation. The matter will be dealt with under Resolutions in the meeting.

Q5. Format of Future General Meetings

The 2022 AGM held in George in a 'hybrid' format was severely disrupted by loadshedding and other technical communication issues. Why then did Council decide to have a 'virtual only' AGM in 2023? Would it not be more democratic and practical in future to revert to a physical meeting accessible to as many members of the Society as possible together with an online facility for those members who simply cannot attend in person? The 2022 and recent 2023 AGMs of the Kirstenbosch Branch of BotSoc were physical events that were cost-effectively arranged and well attended by members.

A5 Addressed in the Chairperson's opening remarks. Council is mandated to hold online meetings within the Constitution and decisions taken. Council will continue to hold virtual or as decided meetings for AGM's that are representative and can be accommodate all the geographic nodes across the country for national members.

Q6 From Athol Browne in the meeting chat: correspondence between Mr Brown and the Chairperson, Ms Lunderstedt. taken in full from the PDF link posted in the meeting chat:

Dear Madam Chair and Councilors

Membership number 1502458529

The objectives of an AGM are to discuss the Botanical Society's performance and affairs, and to elect or appoint Council and other officers for the ensuing year. Council members and other officers are responsible for running the Society on behalf of, and in the interests of members and are required to fully report to members.

1 On a point of order I wish to point out that the two presentations and a showcase of "BotSoc's Journey" which have been inserted between Item 4 (Chairperson's Report) and Item 6 (Treasurer's Report) of the Revised Agenda while potentially of interest to members, cannot in any way be construed as pertaining to the Botanical Society's performance and affairs. They should therefore be removed from the agenda and placed after all other business for which the meeting was called, has been concluded.

2. On a point of order I wish to point out that Resolution 6 "Approval for Signature of SANBI Collaboration Agreement" should be moved to follow the Members' Resolutions which address the unseen and top secret Collaboration Agreement. Placing the three Members' Resolutions after Resolution 6 is neither logical nor is it honest. I am sure that it is not, nor has it ever been, Council's intention to mislead members in this or any other matter. It should be noted that the Kirstenbosch Branch AGM returned a 95% vote in favour of further engagement with SANBI on this matter of Collaboration which the Concise OED (11th edition) defines as:

- a. work jointly on an activity or project;
- b. cooperate traitorously with an enemy.

We have not been provided with the number of votes cast for the Kirstenbosch Branch resolution only the percentage. The remaining 5% may have been abstentions.

3. On a point of order I wish to point out that, independently of point of order 2 above, no voting should take place on Resolution 6 until it has been fully explained to members what it is that the Council is legally binding the Society and each and every one of its members to by signing this top secret Collaboration Agreement. To the best of my knowledge it is not customary in a legal agreement to withhold information from the people who are to be bound. The most famous example of this is, of course, Finance Minister Horwood's claim to blind signing the agreement which, when discovered, led to the infamous Information Scandal. Blindness, he claimed, exonerated him from any responsibility. But that, of course was under the old regime and before the dawn of democracy and therefore before the total transparency and honesty from all government departments which we enjoy today. A precious prize not to be thrown away lightly as the Zondo Commission has shown!

I am placing these points of order in writing ahead of the meeting due to a possible visit by the prince of darkness which may remove me (and many others) from participation in the Zoom AGM meeting. I trust Madam Chair that I may rely on the Council to change the order of the Agenda as per the above points and issue a revised Agenda to members immediately.

A6 Dear Mr Athol Brown (Membership number 1502458529)

Thank you for your interest and for raising your concerns. We are committed to being responsive to our members. Please receive our feedback below and we regret that you are unable to join us due to your technical difficulty, though we will have chat box facilities available on the platform.

Point 1

The BotSoc AGMs agenda includes the Chairperson's report, which covers the annual report from a strategic overview, situational analysis and future outlook, 'BotSoc's Journey' as it is named this year, refers to the actual Annual Performance in terms of what our programmes have achieved, which is presented by BotSoc's General Manager, Mrs Antonia de Barros, These are followed by the Treasurer's report and Annual Financial statements which will be delivered by Murray Barnetson, who has an incredible wealth of knowledge and passion for the work carried out by BotSoc. Two presentations are included among the above presentations as they relate to our key outputs within our programmes, that showcase BotSoc's achievements among its community. These are intended to ensure that the report demonstrates the grassroots impact of the organisation's work to its members. This agenda has been carefully put together and our similar approach was very well received at the recent SGM, in March, and we hope to do justice to the efforts made by the Society over the year. What we have planned for the Veld & Flora in the future is to showcase our Branches' work on a quarterly basis to ensure that feedback is provided throughout the year on members' activities at Branch level giving more exposure to those efforts.

Point 2 and 3

Please refer to the documentation made available to all members in the BotSoc e- mailer sent out last week, which clarified that the information circulated as motivations to the three member resolutions were unfortunately riddled with inaccuracies. While Council understands and shares the disappointment by members, we have done our absolute best with the best legal counsel to fight for our members. We have done what we could and there is a lot to be shared at the AGM on all the collaborative work we do with SANBI and many other shared partners over and above receiving the free garden access benefit for annual BotSoc members. You will be pleased to know that we have already planned to shift Resolution 6 to be dealt with along with the other member proposed resolutions as they are all related.

It should be noted that we will be dealing with a thorough overview of the SANBI negotiation process along with the all the information that we are able to share, including the legal opinions that we were endorsed to explore, by members, at the SGM on the 11 March 2023, to address this very issue on confidentiality. All of this will be dealt with from the Society and the members proposing, before we move to voting.

Resolution 6 is on the AGM agenda in response to the outcome of the SGM. We can all agree, I am sure, that misinforming our members and misleading them with inaccurate information would not be correct. There are many BotSoc Branches of the Botanical Society of SA and the national AGM, scheduled on a Saturday, is an opportunity for

them all to be represented. The Kirstenbosch Branch, just as any other branch, irrespective of the number of members, will vote at the AGM. We are calling on our members to vote for the sustainability of BotSoc to continue its legacy for another 110 years of plant conservation. The proceedings will be handled in a fair fashion guided by our Independent Scrutineer.

Regarding the Kirstenbosch Branch AGM matters, I suggest that you liaise directly with the Branch Committee, the Deputy Chairperson Carol Cornell, copied hereto. Carol is standing in for Jeremy Wiley, Chairperson of the Branch, as he is travelling abroad. We hope that our members will approach this AGM with the true spirit of BotSoc's mandate, our vision and an ethos of collaboration for plant conservation in mind. We hope that members will vote with a clear understanding of the implications of their votes, having read the most recent information mailed to them and available on our website on the inaccuracies in motivations. This is Council's final attempt to ensure that members are not ill-informed.

I kindly request that any further correspondence now or in the future be directed only via this Chairperson email address and not to my personal account. Thank you.

7. Resolutions: - Orientation for online voting process

The voting is being hosted on a secure platform and the results will be shown onscreen. Each resolution will be introduced. All results recorded in these minutes are the Consolidated Audited results, with membership status verified. The Chairperson stated that Resolution 6 that was submitted by Council on time will be dealt with separately along with Member resolution agenda points 8, 9 and 10 under the SANBI collaboration agreement for all information to be discussed.

Ms. Esterhuyse highlighted to the meeting that the 3 Member Resolutions were uploaded to the website later as Council sought legal advice with lawyers and the Independent Scrutineer, as well as to inclusion of further clarity and information to allow members to make an informed decision before voting.

At this point the Chairperson and Independent Scrutineer invited questions. There being no audible questions or meeting hands raised the voting process commenced with a test voting poll.

Members were informed that if they had submitted an email or physical vote or proxy form they do not vote online as their vote will be included by the Scrutineer in the results. Any duplicate votes will be discarded.

Members were advised that the second member of a couple membership could send a direct vote to Annelie Esterhuyse via the chat or send directly to her at the AGM 2023 email address to have their vote included.

Resolution 1. Confirmation of the Minutes of the Annual General Meeting held via Zoom on 2 July 2022
Confirmation of the Minutes of the Annual General Meeting held on 2 July 2022 Held at the Garden Route Botanical Garden, George with online member participation meeting via the Zoom platform.

The Chairperson invited questions related to Resolution 1. A question from Shaun Schneier was accepted. He noted that not all 2022 AGM attendees, himself included, were not recorded as present.

Simone van Rooyen responded that attendees at the meeting were recorded from screen grabs and invited any member that were not included to please note and the minutes would be updated to reflect their presence. The minutes will also be amended to say: and members present. For the current meeting attendance will be electronically recorded.

The Minutes of the Annual General Meeting held via Zoom on 2 July 2022 were accepted and approved.

The Audited results are recorded as: Yes = 63%, No = 2%, Abstain = 35%
Without abstainers: Yes = 97%, No = 3%

Resolution 2. Approval of Minutes from the Special General Meeting held via Zoom on 11 March 2023.
Confirmation of the Minutes of the Special General Meeting held on 11 March 2023 with online member participation meeting via the Zoom platform.

The Chairperson invited questions related to Resolution 2. With no questions tabled the Minutes of the Special General Meeting held on 11 March 2023 were accepted and approved.

The Audited results are recorded as: Yes = 58%, No = 2%, Abstain = 40%
Without abstainers: Yes = 96%, No = 4%

Resolution 3. Approval of Annual Financial Statements for 2022/2023

The Chairperson invited questions related to Resolution 3. With no questions tabled the Annual Financial Statements for 2022/2023 were accepted and approved.

The Audited results are recorded as: Yes = 71%, No = 0%, Abstain = 29%
Without abstainers: Yes = 100%, No = 0%

Resolution 4. Appointment of the Independent Auditor 2023/24

The Chairperson invited questions related to Resolution 4. The associated motivation, previously circulated to members, was reiterated to members. With no questions tabled Ms Annelie Esterhuysen (Lucas Chartered Accountants) was approved for appointment for the 2023/24 Financial Year

The Audited results are recorded as: Yes = 81%, No = 0%, Abstain = 19%
Without abstainers; Yes = 100%, No = 0%

Resolution 5. Approval to change the Veld & Flora format

The Chairperson invited questions related to Resolution 5. The associated motivation, previously circulated to members, was reiterated to members. An opinion poll in the 2023 SGM recorded a 97% yes for the format change.

A question was tabled from Janet asking if there was a possibility of a read aloud link for those members with impaired vision? To be inclusive and accommodating the Society would look at the recommendation.

A question from Willemina van der Harst was tabled as she had not received her posted issue. The reply noted that any undelivered items were returned to the Society. The BotSoc office will contact the member to arrange back issues and check the delivery detail.

With no further questions tabled the changes to the Veld & Flora format as presented were approved.

The Audited results are recorded as: Yes = 75%, No = 6%, Abstain = 19%
Without abstainers; Yes = 92%, No = 8%

At this point it was noted that questions referred to in the chat are not showing. Members online were requested to send the question "to everyone" so that they question shows.

Resolution 6. Approval for Signature of SANBI Collaboration Agreement

Resolution 6 was passed at the SGM and is now being brought forward by Council in terms of process into the current AGM. There were further three member resolutions that were submitted and would be dealt with simultaneously to provide the most accurate information to all members to make an informed decisions around the four resolutions, and once Mr Schrire and Professor Moll had an opportunity to have input, and members allowed questions, the voting process would proceed.

To the meeting by Mr Jonathan Schrire (**Mostly verbatim**)

The Chairperson opened the floor to Mr Schrire and Professor Moll to address the meeting and provide motivation. Mr Schrire noted that when they initially submitted the resolutions Council response was to reject them on the grounds that they contained factual inaccuracies. He noted that when it was made clear that Council could not decide on which

resolutions to accept and which to reject Council came back with a compromise (as presented on screen) which was to allow the submissions but with lengthy descriptions and answers to each point in an attempt to put an alternative point of view. He noted that no one has any doubt that Council thought they were acting in what they believed to be the best interest of BotSoc, and indeed the Concerned Member Group (CMG) who have paid for legal expenses and are trying to do the best for BotSoc. Mr Schrire noted however, that Council and the CMG differ of what is best for BotSoc. He deemed the issue simple in that if the agreement with SANBI is signed it would be to the detriment of BotSoc financially. He understood from the Treasurer that the membership income would probably drop from R5 mill per year to R 200 000, 00 per year. He noted that it is accepted by Council that if free entry is removed that roughly 80% of our membership would not renew next year (2024). Some are of the view that Council has not pursued the matter with sufficient vigour against SANBI. There are two reasons that the CMG question this:

- Council has insisted on a collaborative approach. To collaborate with a government department that is basically "bullying us" is not collaboration and at a point becomes capitulation.
- Council has noted that they need SANBI and if the agreement is not signed SANBI will terminate the agreement with BotSoc. There has been no validation as to why it would be disastrous. The flow of benefits over the last 100 years has been almost exclusively from BotSoc to the Gardens. SANBI has contributed relatively little and owe of the figures given by Council is R 30 million since 1990 from BotSoc to SANBI. He has had sight of a partial list of monies from the Kirstenbosch Branch to SANBI of around R 60 million including member bequests. Mr Schrire noted that he cannot see why Council should be so "timid and shy" of losing SANBI's support. SANBI should be reluctant to walk away as they have benefited infinitely more from BotSoc. The CMG obtained legal advice which differed from Council's. Their advice said that there are clear legal avenues that can be used to pressure SANBI to withdraw the decision. The fact that BotSoc is now focusing on fundraising but Council notes that BotSoc needs SANBI to fundraise is illogical. We are essentially asking SANBI to make good the financial damage they inflicted on BotSoc by withdrawing free entry.

The CMG has legal opinion and believes that they can persuade SANBI in a way that Council has not been able to with their preference of a collaborative approach. He believes the time has come to be more robust in the approach. The vote is simple; if you think that Council has done all in their power and there is nothing more to be done, then vote for the signing of the agreement. If on the other hand you agree with the CMG that there is still a lot more that can be done that Council has not been able to do in terms of legal and public pressure, there is nothing to lose, which is possible, leaving the society in the same position as current, so it seems to be a "no brainer" to try persuade SANBI to drop what everyone agrees is a ludicrous and senseless decision to withdraw entry. If you believe that we should try instead of giving up then please vote in favour of telling Council not to conclude the agreement.

Mr Schrire thanked all present for their time to listen. The Chairperson thanked Mr Schrire and acknowledged his comments. In response she noted that BotSoc has prepared an argument to the motivation and would present the information that had been shared through the negotiation process.

To the meeting by the General Manager and BotSoc National: **(Mostly verbatim)**

The Chairperson handed over to the national BotSoc team, and the GM thanked Mr Schrire and welcomed all. She spoke to the process of the SANBI Collaboration review:

The first letter had been sent to members in April 2022 by the then Chairperson Bongani Mnisi and he noted that the negotiations needed strong BotSoc Council representation. Members have been kept informed as the process has progressed. Membership subscription peaked in March of 2023 as members were aware of the impending changes. BotSoc has been transparent throughout the process to ensure that information was accurate and not misleading. At the past SGM, Mr Schrire supported that the BotSoc to seek a second legal opinion. This had been done with Fairbridges Attorneys, and it was reported that SANBI would honour BotSoc's Life members benefits along with their accompanying guests. Legal opinion was also sought on the Annual memberships and it was confirmed that BotSoc does not have the right to demand the continuation of access for its members from SANBI. The same applies to the confidentiality clause signed off by the Council Chairperson in 2019, as part of the Collaboration agreement.

The GM noted that the collaboration with SANBI was about more than just the finances. BotSoc's programmes are intertwined and expand beyond of SANBI. Losing the collaboration would not only affect BotSoc members' garden access but would impact of all the collaborative conservation programmes beyond this part of the agreement.

With time being a consideration at the meeting, the GM handed over to Bradley Bergh to provide further context and content:

Bradley Bergh referred to Annexure B of the signed Collaboration Agreement which states that free access to NBGs and SANBI facilities for the Botanical Society of South Africa members represent a substantial investment by SANBI, and that the relationship with the Botanical Society of South Africa is intended to mobilise additional resources and support for SANBI beyond the level of this investment. In simple terms this means that SANBI want to be getting more from BotSoc that they perceive that our free membership was costing them. He reminded members that the three main reasons provided by SANBI at the start of the first meeting in Pretoria were:

- The loss of gate revenue during COVID 19 and to BotSoc members which was coupled with substantial cuts in government funding which totalled R 193 million for 2021/22. A ministerial directive to find ways to increase its commercially generated revenue to reduce its dependency on donor and government funding. In SANBI's 2022 Annual Report it shows that 80% of its revenue is derived from Government and donor funding
- The Auditor General requirement was that all 49 SANBI relationship partners must be treated equally and that no single partner should receive special treatment.

SANBI's stated intention to commence working on their own garden entry loyalty programme once the new SANBI/BotSoc Collaboration Agreement had been finalised. SANBI believe that their loss is substantially more at the gardens' gates to BotSoc members than what they are actually receiving in direct and indirect financial returns. SANBI made a business decision at Board level based on this loss, and on their projections that they could generate more revenue than what is received from BotSoc by having their own loyalty membership programme. SANBI noted they were unable to justify why BotSoc was the only partner receiving the garden concession, and that some of their other collaboration partners were providing more support than BotSoc was without the same benefit.

He noted the free garden access for annual members is only a right for the duration of twelve month period of their membership subject to the addendum of the Collaboration Agreement. The only option in the face of SANBI's business decision was to offer SANBI enough guaranteed funding to satisfy them and it would be better to leave the free garden access in place. BotSoc does not have the resources to do this.

In addition Bradley Bergh noted that in the same addendum a clause refers that both parties are obliged to ensure that commitment made in the Collaboration Agreement are to be honoured and implemented. Within the agreement either party can withdraw. SANBI notes that they have negotiated with the authorised officers of BotSoc and considered the matter closed seen that the permissions for Life members have been finalised and would not enter into any further negotiations.

In closing he noted that BotSoc urgently needed to roll out its Fundraising Strategy, but cannot commence while in a state of flux and an affiliated branch's members, that is also registered as a separate legal entity, is threatening to use legal pressure to force SANBI to reinstate the garden access benefit that was never a legal right. BotSoc needs to attract funders, both locally and abroad to cover its operational costs and strengthen and increase its Conservation activities. He asked that members consider all the implications when voting.

The Chairperson invited comment from Mr Schrire prior to the floor opening to members.

Mr Schrire felt that the information supplied by Bradley Bergh was a justification of SANBI's changes to the agreement. He noted that members are aware of their reasons, and that Council has fought long, hard and valiantly against the withdrawal but felt that despite this, and the legal advice in hand, he does not feel it is the end of the fight. All the programmes that have been shared would lose support due to the loss of the membership revenue. BotSoc would go from being one of the top Conservation organisations in South Africa to a shadow of itself. The income that SANBI claims to receive by stopping free entry is less than 1% of SANBI's income which was R 800 million in the last year. For this 1% they will destroy the most preeminent and powerful NGO promoting conservation in the country, he asked for members to vote accordingly.

The Chairperson invited questions and comments from members related to Resolution 6 (**mostly verbatim**)

Cathy Jenkins: She is devastated with the loss of free entry, however we need to remember how and why BotSoc was formed. When the government granted land for the establishment of a national botanic garden at Kirstenbosch, the condition was that a NGO should be formed ahead of the garden, and that NGO should fund and support the garden. Without this the government would not grant the land for the garden.

BotSoc was formed to support Kirstenbosch to fulfil this condition, and further NBG's as they were established. SANBI is not required to support BotSoc. When she looks at the BotSoc vision and mission the focus is on plant conservation, and there is no mention of free garden entry. This should also be taken into account when voting.

Richard Rosenthal: With his limited amount of knowledge of the background, he is impressed by the representation that Johnathan Schrire has made and it seems that the real issue is not on of free but of surely one of the independence and sustainability of an important NPO that has played a seminal role in the conservation environment. He is mystified at the incongruity of an agreement that is entered into by BotSoc Council, but which it is precluded from sharing with its own members.

He failed to understand the Confidentiality Clause and by what right does the Council have to relinquish right to information that members should ordinarily have. The issue is that whether the Council, in signing the collaboration agreement, and relinquish the right of members to receive information was acting within its authority or whether it was ultra vires. Council does not have the right to relinquish his right to information. He feels the matter should go to court to discuss the public rights. He supports the proposal of Mr Schrire and that there should be an engagement with SANBI, if this should fail the issue of a legal course should be considered.

The Chairperson responded that there isn't anything held in secret. Council has shared all that they can that is material to members, including the terms of the Collaboration Agreement and that relates to this specific points between BotSoc and SANBI. A confidentiality clause is standard in government agreements and Council has requested that the information be shared with BotSoc members, but were bound by the confidentiality clause. Legal opinion had been sought and it was confirmed that Council could not share the agreement in full. Council has endeavoured to share as much as possible with members relating to the specific aspects of the collaboration.

The GM reiterated that legally if BotSoc has signed a confidentiality clause on an agreement we cannot share the agreement. BotSoc has shared the content with members as well as the new terms that have been negotiated. Based on the fact that BotSoc, on Mr Schrires' recommendation and endorsement of the Fairbridges firm, sought legal advice from them, the GM wondered if the CMG would share their legal opinion on the matter. Mr Schrire agreed to share the document. He referred to the fact that the CMG had noted that they had approached SANBI to provide the agreement, as they (CMG) were not in agreement with the confidentiality clause. The GM followed up with SANBI and

they noted that they have no record of the request at that stage The GM said that if the BotSoc and the CMG are on the same page, as noted by Mr Schrire earlier in the meeting, as the common interest is BotSoc (Mr Schrire interjected to say the two parties were not on the same page), it would be important to note that the Collaboration Agreement with the confidentiality clause, was signed by a previous Council in 2019. The GM noted that the BotSoc will not stop their conservation projects and have plans in place that been agreed to in consultation with branches across the country to continue grow BotSoc's mandate. The plans will not depend on membership fees because the value of our members is far beyond membership subscriptions.

Member Shawna: She supports both Messrs Schrire and Rosenthal and other members who are similarly appalled at the situation and protests at the procedural unfairness of the entire meeting in which an enormous amount of time has been afforded to Council and Council supporters, and extremely little to the CMG and other who agree with them, and the structure of the meeting by having the most important discussion at the end of the agenda. She is utterly shocked that having lived through the absolute disaster unfolding in our country led by a prominent political party, who in turn staff SANBI, and with no confidence in SANBI's number crunching, and indeed in their behaviour she urges members to please vote against signing an agreement with SANBI.

Gordon Laing: There have been of issues raised and the critical issue is how we protect BotSoc and its ability to go forward. He sits on a number of boards and governing bodies of NGO's that are having a similar conversation and that are struggling as a result of governments approach to try and generate more income. The issue seems to SANBI's intransigence, not BotSoc's ability to negotiate. Everyone one has said that they trust BotSoc, including Mr Schrire, and has said that Council has done all that is possible, and the issue is how does the BotSoc move forward on the basis that there is a high probability of not regaining free access to the gardens and BotSoc has to move forearm as an organisation to move forward on its primary mandate which is ecological conservation, and how do we do that. We have become caught up in a debate around something that has changed and that we are not in control of. Knowing government's intransigence, we would be doing ourselves a disservice if we went to court with the matter. This would cost time and money and detract from the ability of Council and our extremely competent National staff, as acknowledged by all, and has already sure to have taken a lot of time from the Senior Management of Botsoc to date. We need to move beyond this matter and ensure that our sustainability as an organisation with the current people in place. There have been many pleas to vote against the motion, but he is pleading hat we vote for the recommendation and take it forward, before it becomes a hole that we cannot get out of.

At the recorded time of 03:18 Mr Schrire suggested that Member resolution 2 and 3 be withdrawn, thereby leaving two resolutions, being Council resolution to approve the agreement with SANBI and the Member Resolution to not approve the agreement with SANBI. Mr Schrire suggested that the two be viewed as one and posed the question to the Scrutineer. Ms Esterhuysen confirmed that resolution could be voted on as one for either Yes, No or Abstain. Mr Schrire confirmed as correct at 03:30 of the meeting recording and agreed with the proviso that they be given the same opportunity to comment and discuss. Ms Esterhuysen was in agreement with the request.

Member Resolutions

RESOLUTION 1 Oppose SANBI - FOR THE AGM OF THE BOTANICAL SOCIETY OF SA TO BE HELD ON 1 JULY 2023

Council should not sign the proposed agreement with SANBI which gives up on free entry.

RESOLUTION 2 No secrecy 11 June FOR THE AGM OF THE BOTANICAL SOCIETY OF SA TO BE HELD ON 1 JULY 2023

Council must tell SANBI we do not want to be bound by the confidentiality agreement

RESOLUTION 3 Support members FOR THE AGM OF THE BOTANICAL SOCIETY OF SA TO BE HELD ON 1 JULY 2023

Council must join with and support the members and branch that are exploring ways to get SANBI to reverse their decision.

The Chairperson request that the meeting now proceed to Resolution 6. Approval for BotSoc Council to sign off on the negotiated terms the SANBI Collaboration Agreement.

Prior to the vote results the Scrutineer confirmed for record the Member resolution 2 and 3 had been withdrawn by Mr Schrire.

It was approved for Council to sign off on the negotiated terms the SANBI Collaboration Agreement.

The Audited results are recorded as: Yes = 50%, No = 42%, Abstain = 8%

Without abstainers: Yes = 54%, No = 46%

Resolution 7. Approval for the General Manager designation to be replaced by Chief Executive Officer Designation.

The Chairperson invited questions related to Resolution 6. The associated motivation, previously circulated to members, was reiterated to members. In order of events:

Cathy Jenkins made comment: (mostly verbatim) She saluted the work done by the General Manager but noted that by definition a CEO has executive authority, and in the Constitution the General Manager of BotSoc explicitly does not. Renaming the position to CEO causes a conflict with the Constitution where the executive authority is vested in the Council.

Even if the intention is not to bestow executive authority the conflict cannot be allowed, and where the holder of such a title represents BotSoc it will be assumed that Mrs. de Barros has executive decision authority placing her in an untenable position. Such a job title under the Labour Law could also be construed to allow executive powers causing problems for BotSoc. Ms Jenkins has spoken to a labour lawyer and Council will probably need to re-examine the scope of the job, the best fit of a job title and how the holder of the title is viewed in the community. If the correct title is CEO then the

Constitution requires substantive change. The title and the Constitution will need to be changed together and would require experts in job design and governance.

Frank Webb (Botsoc Council member) replied that for the last year they had been working on updating of the Constitution. Council has taken account that the designation changes and responsibilities would change as well. The Chairperson noted that Council was mandated to handle the affairs of the Society, and the powers of the Society are vested within the Council who in turn delegate the management to the position of the General Manager. Council recognises that this specific position comes with a history and are sensitive to the history and changes since 2017. This position change has been in discussion since Mr Bongani Mnisi was Chair of Council in 2021/22. This change came from Council and not the current General Manager.

Charles Stirton (Botsoc Council member) said the Council has been working hard on the Constitution and fundraising to make the Society more sustainable. The new Council will be consulting members on the Constitutional changes in the future. He feels that some important points have been raised and that perhaps Council could consider withdrawing the resolution and to resubmit along with the Constitutional review.

Cathy Jenkins added that she does not have a problem with the potential review of the job description but to put something in place that approves effectively a conflict with the Constitution is unwise and should the resolution be approved she would like her objection recorded.

Hedwig Slabig (Botsoc Council member) recorded that it would be undertaken from current and new Council that the matter would be resolved in the next year.

Janet Lazarus (BotSoc member) noted that should the agreement be that the title change was a good idea that the wording of the resolution be changed to add on that - the change is subject to revision of the Constitution being approved. The Independent Scrutineer noted that a change could not be made to the submitted resolution to the current meeting. The role will be the same as currently in the Constitution. The current resolution covers a change to the title and the change to the job will still be with the guidance of the Council.

The Independent Scrutineer noted that the Constitution would need to change to be aligned with the position but recommended that the vote proceeds and aligns the decision to the Constitutional changes.

The Chairperson thanked all for the input and discussion and noted to the Independent Scrutineer at the recorded time of 03:02:32 that Council had agreed to withdraw the resolution. It is more to signify to members that the intention is to change the designation of General Manager to Chief Executive Officer.

Gordon Laing noted that the Constitution is clear that the current Executive Director at the time would become the General Manager and as such the position had executive functions initially. If the resolution is withdrawn then advice from the Independent Scrutineer would need to advise to have a motion to vote to withdraw the resolution. His recommendation was to change the title but hold Council to amending the resolution going forward. It is extremely important that we have the appropriate roles negotiating for the Society in terms of fundraising.

Member Andrew Bennie noted that he understood that changing the title from GM to CEO would require changing the Constitution, and that it merely a change to the tile and not he functions and powers of the role?

The Chairperson noted there were two options on the table, to vote or to withdraw. She called on Council and the Independent Scrutineer to advise. The Scrutineer advised that a poll proceed to ascertain if the majority of the members agreed to vote. The Chairperson and Scrutineer noted that the meeting should be cognisant that email and paper Vote and Proxy votes had already been received.

The poll recorded a 55% result for the vote of Resolution 7 to proceed. Whilst voting was underway the Chairperson noted that Council are giving their attention to the many shortcomings in the Constitution and remain committed to maintaining strong corporate governance and the controls of the society.

With no further questions or comments the vote proceeded and approved the General Manager designation to be replaced by Chief Executive Officer Designation. The Audited results are recorded as: Yes = 59%, No = 18%, Abstain = 23%, Without abstainers: Yes = 76%, No = 24%

The Chairperson noted that Council would undergo the Constitutional process to ensure the change is made taking into account member input and comment.

Q&A session

The Chairperson thanked all for the patience with the voting process and opened the meeting to the floor for the Q&A session on the days programme. There were no further questions from the floor.

8. Election of Council members for 2023/24

Seven Council members were standing for election, with five as Ordinary Council members which resulted in all nominees being automatically elected without the need to vote. Procedurally though a poll was presented to members for comment or other.

The poll result showed approval for the election of all seven nominated Council members

Elected Chairperson:

Kyra Lunderstedt (uncontested)

Elected Treasurer:

Murray Barnetson (uncontested)

Elected Council members:

Frank Webb

Hedwig Slabig

Mahlogonolo Sehukhune

Kathleen Smart

Rob Soutter

9. Vote of thanks to all and outgoing Council members and welcome to incoming Council members

The GM presented the Annual report into the chat for members to peruse. The BotSoc is very proud of the report as this is the first digital report and being a conservation organisation this is most appropriate. She gave thanks to LoveGreen for their excellent work on the report and Patricia McCracken for the amazing Veld & Flora publication. The Chairperson gave thanks for all the messages of support submitted to the chat. She also gave special thanks for all the Council members that have supported her and for working together over the past year. The Chairperson also thanked the General Manager for her impeccable leadership, innovations and care for the staff. Thanks were extended to Annelie Esterhuysen as well for her professional service.

The General Manager thanked the Chairperson for her excellent leadership during one of the most challenging years in BotSoc's history. She also thanked the members for their ongoing support, which is always greatly appreciated.

10. Acknowledgements

The Chairperson gave thanks to all BotSoc Branches, Consultants and Service providers for the service to the BotSoc, and to all partners and donors with great appreciation.

11. Thanks & Closure

The meeting closed at the recorded time of 04:34

12. Other

Chat History

[Herewith a copy](#) of the full meeting chat history as recorded in the meeting.

Annual Report

[BotSoc Annual report 2023](#)

Minutes of the meeting held 1 July 2023 contained herein accepted:

signed on this _____ day of _____ 2024

Kyra Lunderstedt

Chairperson: Botanical Society of South Africa