

## **Council Resolutions tabled for consideration as per the Constitution.**

**Resolution 1:** Approval of Minutes from the AGM held on 1 July 2023  
Standard as per Clause 27.1.6.1 of the Constitution of the Botanical Society of SA

**Resolution 2:** Approval of Annual Financial Statements for 2023/2024  
Standard as per Clause 27.1.6.4 of the Constitution of the Botanical Society of SA

**Resolution 3:** Approval of the appointment of the Auditor 2024/25  
Standard as per Clause 27.1.6.6 of the Constitution of the Botanical Society of SA  
Motivation:

The Constitution does not make reference to a mandatory requirement to change the auditor, and there is no legal obligation for voluntary associations or Trust NPOs to change their auditors after every five years. There are also further considerations strengthening the motivation to continue with the current auditor:

- Knowledge of and involvement in recent history and the Constitutional change adopted in 2018, and understanding of the recent SANBI Collaboration Agreement.
- Experience in guiding BotSoc over the past few years through improving the governance portfolio by refining policy, standard operating procedures and budget structuring.
- Support and involvement at both branch level and the National BotSoc's financial systems development in response to the audit process.
- Economies of scale will reap benefits if the Kirstenbosch Branch and the National BotSoc continue using the same auditor.
- Significant savings have been made with reduced audit fees this year and appointment of a new auditor would warrant additional orientation costs

### **Resolution 4**

Election of Council members

Chairperson

Treasurer

Maximum of 7 Ordinary Council members

(9 Council members including Chairperson and Treasurer Clause 18.1.1 of the National Constitution)

### **Resolution 5**

**Consideration and support of the BotSoc's Sustainability Planning and the Growth approach (Short Term)**

#### **Background**

As you know, the Botanical Society of South Africa (BotSoc) has faced unprecedented times in the last five years of its 110-year lifespan. In the conservation sector, as well as a Society we face many challenges, but also several opportunities. We are achieving a great deal for plant conservation in the citizen science world, responding to succulent plant poaching, youth development, monitoring and tracking of cycads, working with

traditional healers on threatened medicinal species, and so much more. A concerted collective effort is needed to build on these key priorities, however more is needed.

At an organizational level, the challenges that BotSoc has faced in the last 4-5 years, includes the following and the holistic cost to BotSoc has been significant:

- Repercussions of the restructuring and turmoil in 2018 leading to the constitutional changes and challenges at branch level;
- The Covid-19 pandemic in 2020 and the financial implications;
- The SANBI withdrawal of the garden access benefit and resultant significant loss in revenue to BotSoc (please refer to the table on BotSoc membership below), which the Society has been dealing with since 2022, and;
- The ongoing correspondence and liaison with Media, the broader public and the “Concerned Members Group” as a result of inaccurate and incomplete information dissemination.

It is Councils imperative to steer BotSoc on a constructive pathway ahead strategically, through good governance and sustained resources, whilst at the same time moving past a difficult legacy to improve our reputation. In September 2022, Council convened branches, staff and allies to map the way forward based on the emerging pathways considering the impending changes with SANBI's withdrawal of garden access at the time. However, the financial strain that revenue loss is currently having on BotSoc's reserves, as we operationalize the plans we had set in motion has required urgent discussion, review and sustainability planning.

Council has put several austerity measures in place over the last eighteen months and have drafted and operationalised the Fundraising Strategy to address the financial situation. Council is also aware that the challenges are weighing on Branch Chairs and committees, and has felt it important to include Branch Committees in Councils strategic planning and decision making process in mapping the way forward for a sustainable future for BotSoc while considering various financial and operational scenarios.

Council acknowledges that National staff have had no inflationary increases in 5 years and have demonstrated unwavering commitment to forging forward on making significant progress in BotSoc, for which we are very grateful. Notwithstanding the austerity measures that have been rigorously employed, the deficit is mounting as our membership numbers have dropped to a quarter of what it once was.

### **Council engagement with Branch Committees: Strategic review and direction**

With the upcoming Annual General Meeting (AGM), it was necessary to engage our Branch Committees on the various scenarios and measures that Council has considered following a strategic meeting in February 2024. Council facilitated a consultation session on 31 May 2024 with branch chairs and committees country-wide. This followed an in-depth and lengthy analysis of the situation, BotSoc's priorities, its strategic mandate and the sustainability of the Society.

The scenarios presented follow two themes.

- 1- The first theme aims to continue to **grow** and be ambitious toward maintaining BotSoc's strategic trajectory and pathways toward achieving our vision and mission.
- 2- The other theme refers to **downscaling** which would compromise the progress that has been made thus far, and would largely depend on securing full time committed capacity, while losing paid staff. This will have different degrees of impact on the organization and its ability to function in respect of the current *modus operandi*, and maintain its relevance in the conservation community.

The approach unanimously supported by Branch Committees on presentation from the Council is as follows:

High Road approach – Grow and maintain Capacity for Project Delivery and improved fundraising capacity and success.

**Implemented over period:** April 2025 to March 2026. (2024/25 financial year is in motion, with approved budget following the Pathfinder Convention of Sept 2022 and direction received from Branches)

**Description:** This high road approach will seek to maintain the current organisational structure at a national level and ensure enhanced support to Branches, especially where Branch Committees need assistance, in order to hold stability and meet commitments from the Pathfinder Convention and to our funders and partners.

**Commencement and Duration:** This approach will be in implementation from April 2025 as a continuation of the current structure and follow-on from the current approved budget for 2024/25. There are sufficient reserves for this scenario to run to the end of March 2026, however this is to be reviewed every six months to ensure the financial sustainability of the organisation. If BotSoc has been unable to secure sufficient funding for the following year (aligned to specific criteria) which will ensure a minimal budget deficit or modest budget surplus for the following financial year commencing 01 April 2026, then downscaling approaches will be reviewed and implemented.

**Motivation:** This approach seeks to aim high in the short-term to reach stability and aid the organisation in achieving its long-term mission with dedicated funding and staff in place. Over the last 3-4 years, the organisation has put significant resources and effort into establishing itself as a growing and reputable plant conservation organisation for public benefit in South Africa.

The Council have decided that it would be important to continue with this trajectory and legacy with the capable staff in place, whilst observing the significant challenges over the last two years and adapting accordingly. It is crucial that staff are in place to execute the responsibilities of the organisation to members, donors and conservation projects, as we have learnt that BotSoc cannot rely solely on volunteers for this. Branches have clearly indicated that branch volunteer capacity is a serious challenge with aging members. The employment landscape of younger members who could potentially volunteer is also very challenging and their appetite for involvement in conservation action is a priority rather than the governance or administration of the organisation.

All activities and commitments require effective management and significant time and effort. It is through Council's considered and professional opinion that the reserves are a substantial benefit as an NPO and lifeline to the organisation at this time of unprecedented transition, the use of which is justified over the proposed period as BotSoc rolls out the recently launched fundraising strategy.

The approach provides the necessary time required to re-position and grow the organisation and maintain jobs in the biodiversity sector that contribute to the National Development Plan for 2030. Further, the Council feels it is critical that we look not only at the financial value and costs, but the human value and contributions of our team to the wellbeing of the Society as a whole.

### Financial breakdown

National BotSoc Budgets: Approved for 2024/25 & Proposed for 2025/26 - Growth Approach					
INCOME	Approved 2024/25	Growth Approach 2025/26	EXPENDITURE	Approved 2024/25	Growth Approach 2025/26
Unrestricted Donations & Bequests	1,000,000	1,500,000	Veld & Flora Publication Costs	225,650	234,536
Membership Subscriptions	300,000	300,000	Cost of Employment	1,980,819	2,167,488
Investment Income	776,800	685,000	Goods & Services	1,426,000	1,201,000
Other Income	50,000	50,000	Marketing & Membership Growth	380,000	370,000
Conservation Project Funding	1,800,000	2,000,000	Conservation Support Staff	1,949,459	2,016,201
<b>Deficit covered by Designated Reserves</b>	<b>2,798,048</b>	<b>1,603,666</b>	CREW & SANBI Support	1,624,848	1,068,058
<b>Deficit covered by General Reserves</b>	<b>1,086,928</b>	<b>1,143,617</b>	Other Conservation Commitments	225,000	225,000
<b>Totals</b>	<b>7,811,776</b>	<b>7,282,283</b>	<b>Totals</b>	<b>7,811,776</b>	<b>7,282,283</b>

Note: The Annual Financial Statements will be provided to members on the 21<sup>st</sup> of June 2024 via email uploaded on the BotSoc Website

### BotSoc membership:

Botanical Society of SA - Comparison of Adult Members by Branch (Including 540 Life Members)							
31-Mar	2023	2024	Renewed	31-Mar	2023	2024	Renewed
Algoa	42	18	42.9%	KZN Coastal	138	107	77.5%
Cedarberg	8	5	62.5%	KZN Inland	119	26	21.8%
Free State	74	28	37.8%	Limpopo	56	18	32.1%
Garden Route	91	30	33.0%	Lowveld	56	35	62.5%
Gauteng	1,832	318	17.4%	Southern Overberg	61	40	65.6%
Kirstenbosch	12,310	1,239	10.1%	Weskus	36	17	47.2%
Kogelberg	384	89	23.2%	Winelands	114	35	30.7%
<b>Totals</b>					<b>15,321</b>	<b>2,005</b>	

Note: A number of non SANBI garden affiliated branches have shown significant membership renewal rates which is an indication of the loyalty of our members beyond garden access.

The number of BotSoc members currently totals 2005, which is more than 1000 members above the projected total for this period considering the withdrawal of garden access. This is a very encouraging sign.

**Areas of concern/risk:** The Council are aware of concerns with spending reserves, which is why there have been cost cutting measures put in place already and why the fundraising strategy, including the bequest programme implementation has been a high priority of the Council. Further, it has been advised by similar organisations who have experienced similar revenue challenges that it is a necessary step for the sustainability of the Society, to have the capacity in place when transitioning through unprecedented change and maintaining the responsive *modus operandi*.

### **Resolution 6**

Consideration and approval of the BotSoc's Member Code of Good Practice

#### **Motivation:**

Two of three key functions of Council are on governance and resourcing. Prior to the revision of the Constitution in 2018, a Code of Good Practice (adopted at an SGM 2015) and an Operational Handbook provided excellent guidance to members, Branch Committees and Council in yesteryear. In a dynamic environment both of these documents require revision.

Council has started the process of developing a Reference Manual similar to the old Operations Manual, but relevant to today's governance framework. This will be a valuable tool in guiding branches and National BotSoc on operational matters and will be one of the new incoming Council's "green shoots" to take forward following the AGM.

It has become evident that there is a dire need for a Member Code of Good Practice, in addition to our already established Council and Staff Codes of Conduct. The proposed Member Code of Good Practice is a standard and good governance practice and follows a standard format and content as adopted by similar member-based organisations. As BotSoc seeks to enhance its organisational governance, adopting a Code of Good Practice will strengthen this effort and is a key requirement as supplementary information on grant funding applications that are critical to our organisational sustainability going forward. Thus, the Member Code of Good Practice is a turnkey tool to meeting our governance and resourcing needs, but also aids in meeting Council's duty of care and desire to instil a culture of safe and healthy working environments for us all.

The member Code of Good Practice was pitched to Branch Chairpersons and Committee members with no objection for Council to propose as a resolution at the upcoming AGM. The member Code of Good Practice aims to set out the standards of behaviour for all members.

