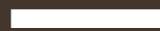


2024



Annual Report

The Felton Bequests' Committee Report
for the year ended 30 June 2024



Cover and this image:
James Morgan Photography

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The Felton Bequest in
the 2023/2024 year granted

\$835,069

in charitable donations



The Felton Bequest in
the 2023/2024 year granted

\$2,818,416

in artwork donations



Alfred Felton (1831-1904)

Alfred Felton (1831 – 1904) In the words of his biographer, Professor John Poynter, 'Alfred Felton was a man of the nineteenth century. Born in England, arriving in the Colony of Victoria in 1853, he made a fortune as a merchant and manufacturer over a wide field in the developing colony' from pharmaceuticals to chemicals and glass. He was a lifelong bachelor and an avid art collector.

When Felton died in 1904, he left the bulk of his fortune to the creation of a charitable foundation, known as The Felton Bequest. It became Australia's first great philanthropic gift and remains as a landmark 120 years later.

In Felton's Will, he instructed that his Bequest be placed in the care of a Committee and a Trustee. Of the income, one half was to be used to make annual distributions to selected Victorian charitable organisations, particularly those that benefit women and children ("the Charitable Bequest"). The other half was to purchase works of art for donation to the National Gallery of Victoria ("the Art Bequest"). At the time, it provided the National Gallery of Victoria ("NGV") with access to funds greater than those of London's National and Tate Galleries combined. It is the most valuable bequest ever made to the Arts in Australia and the current value of its gifts now exceeds \$2.8 billion.

The Felton Bequests' Committee

Mr Rupert Myer AO, Chair

Ms Carol Schwartz AO

Professor Emeritus Sally Walker AM (retired Dec 31, 2023)

Ms Janet Whiting AM

Mr Fred Grimwade

Ms Christine Clough (appointed Aug 16, 2024)

Management

Equity Trustees provides trustee, advisory, and secretariat services through the work of the following staff members:

Ms Emily Fraresso, Senior Relationship Manager, Equity Trustees

Ms Emily Cormack, Acting National Manager, Social Impact, Equity Trustees





Image: James Morgan Photography

Chair's Report

It is with great pleasure that the Felton Bequests' Committee ('FBC') presents the Annual Report for the year ended 30 June 2024.

As we reflect on the past year, it's important to acknowledge the broader context in which our work has taken place. Against a backdrop of international conflicts and global uncertainties, Australia has faced its own key challenges, including the rising cost of living pressures, the ongoing dialogue surrounding the Referendum of the Voice, and an increasing alarm about family and domestic violence. These issues have impacted many communities. The FBC is focused on building resilience and capacity in organisations working with communities in need by making targeted grants that are strategically and values aligned.

Measuring impact has become a significant focus for philanthropic trusts and foundations and many tools have been developed to assess the performance of both grant recipients and of those making the grants. Evaluating the impact of the Felton Bequest after operating for 120 years is not straightforward.

The available tools for such a task are challenged, although, in trying to do so, we can look to scale as a guide. Today, the value of all the works of art donated by the Felton Bequest to the National Gallery of Victoria (NGV) exceeds \$2.8bn. This one measure only scratches the surface of the impact that these transformative cumulative gifts have had on the NGV and the wider community. Identical levels of investment have been made by the charitable portion of the Felton Bequest and measuring the cumulative 'value' of those grants is even harder.

Notwithstanding these limitations, what is meaningful is that across time, across different FBC compositions and trustee managements, and across different areas of focus, the contribution has been sustained and influential. This report highlights how the Felton Bequest continues to have a meaningful impact on communities.

In a new format, this Annual Report gives visibility to organisations that have been supported by the Felton Bequest and recognition for their outstanding service.

As we prepare for the completion of existing Major and Flagship grants, the Committee undertook a review of its granting strategy. In doing so, we revisited the original intent of Alfred Felton's Will. Felton's key interests were in supporting women and children and he directed the FBC to consider charities for vulnerable children, women and for the relief of the educated poor. The strategy review crystallised our approach to supporting diverse grant making opportunities and to prioritising funding for the development of new ideas and catalytic projects. We see the potential of this funding to enhance the physical and emotional health of women, children and young people in Victoria all while increasing our support for initiatives in family and domestic violence prevention, First Nations programs, and grants that address needs in regional and rural communities. One of the strengths of the Bequest has been its ability to support innovative organisations that may not fit the brief of traditional philanthropy. This flexibility continues to lead to impactful and unique grants.

We are pleased to report that we presented David Shrigley's 'Really Good' to the NGV. The work is a 7-metre high, bronze sculpture of a clenched hand giving a thumbs-up sign. The work, featured in the NGV's flagship 2023 Triennial, was one of the highlights of the exhibition. The optimism and positive energy of this piece align with the NGV's mission to inspire and engage, making it a fitting addition to the collection. The NGV's Triennial years are highpoints in the vibrant cultural life of Melbourne and the nation.

Alfred Felton was a man who valued art and creativity, and his Bequest has been foundational to building the NGV's outstanding and encyclopaedic collection of art including more recently several monumental works of sculpture that will feature prominently in the Fox: NGV Contemporary.

On behalf of the FBC, I would like to thank Emeritus Professor Sally Walker AM for her significant service as a Continuing Member of the FBC since 2006. Retiring at the end of 2023, Sally brought great insight and dedication to the role and has been inspiring to her colleagues. She leaves a long-lasting legacy. The Committee was delighted to welcome Ms Christine (Chris) Clough as a Continuing Member of the FBC in August 2024. Ms Clough has been serving as a barrister for almost three decades in the Children's Court of Victoria acting for the Department of Family, Fairness and Housing, children, and parents. Her experience has given her a strong understanding of the justice and child protection systems. She has also had a lifelong engagement in the arts across multiple artforms. Such experience makes her well positioned to contribute meaningfully as a Continuing Member. I would also like to acknowledge the contributions during the year of my FBC colleagues, Janet Whiting AM, President of the NGV, Carol Schwartz AO, Chair, Equity Trustees, and fellow Continuing Member, Fred Grimwade

Finally, the FBC would like to express our thanks to all our colleagues from Equity Trustees, in particular Emily Fraresso as Senior Relationship Manager, and Emily Cormack, as the FBC's Granting Manager, along with both Mercia Chapman and Pamela Nasiakos for their ongoing and expert legal support. We would also like to thank the NGV, its Director, Tony Ellwood AM and Assistant Directors, Misha Agzarian and Donna McColm, and the many community organisations with which we work.

Rupert Myer AO

Chair



Note of Thanks from the National Gallery of Victoria

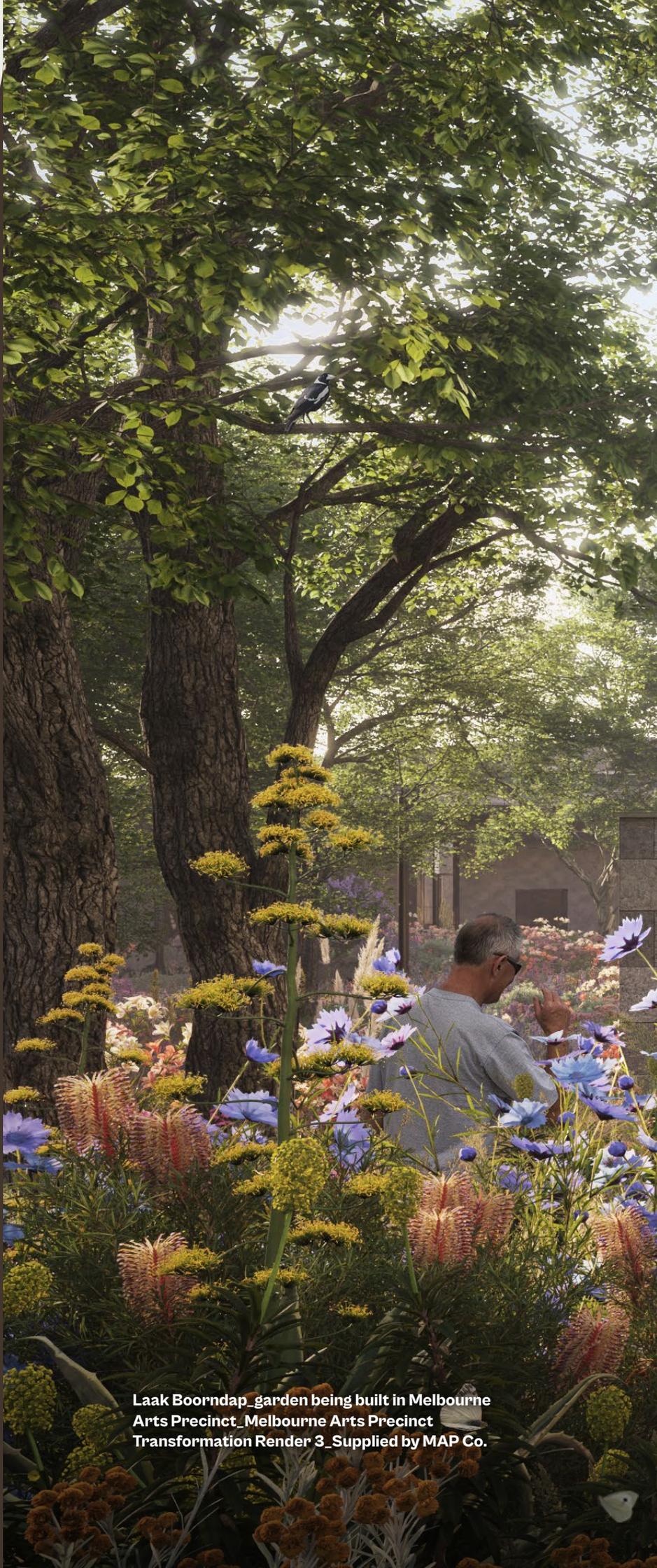
On behalf of the National Gallery of Victoria, I wish to thank the Felton Bequests' Committee members for acquiring this important work for the NGV Collection.

David Shrigley's *Really Good* was a major highlight of the NGV Triennial, a gallery-wide exhibition of contemporary art, design and architecture. Displayed prominently on the NGV International forecourt, the work irreverently greets visitors as they enter the building. Now joining the permanent collection of the NGV, *Really Good* will continue to be enjoyed by audiences of all ages for generations to come.

The NGV is truly grateful for the longstanding dedication and commitment of the Felton Bequests' Committee and the enduring legacy of Alfred Felton.

Tony Ellwood AM

Director, NGV



Laak Boorndap_garden being built in Melbourne
Arts Precinct_Melbourne Arts Precinct
Transformation Render 3_Supplied by MAP Co.



Concept only render. People enjoying the gardens and public art in Laak Boorndap. Laak Boorndap will be home to artwork commissions by First Peoples and sculpture from the collections of the NGV and Arts Centre Melbourne. Render by Darcstudio.

Works of Art in the 2023/2024 Year

Really good (2016)

David Shrigley

Born 1968, UK, Lives and works in England

The British-born David Shrigley is celebrated around the world for his darkly humorous artworks which reflect on the banality and absurdity of everyday life. While best known for his distinctive drawing style, Shrigley's practice spans a range of media including sculpture, installation, animation, painting, photography and music.

This monumental public sculpture was originally conceived by Shrigley for the Fourth Plinth in London's Trafalgar Square, in the immediate aftermath of the UK's decision to leave the European Union, known as Brexit.

Characteristic of the self-conscious irony often found in Shrigley's work, *Really good* is intended as a satirical gesture, harnessing the capacity of art to critically reflect on the status quo. This monumental and exaggerated version of the universal 'thumbs up' also invites consideration of the role of humour when facing challenges in the world around us.



2024 Handover Event

In addition to the acquisition in 2023/2024 of **Really good**, another two contemporary works of art, *Reaching Out* and *The examiner* were purchased in 2022/2023 and gifted to the National Gallery of Victoria. The works premiered at the NGV summer blockbuster *Triennial 2023*, a free exhibition which ran from December 2023 until April 2024.

Reaching Out (2022) is a larger-than-life bronze statue by British artist Thomas J Price, one of the most influential British contemporary artists of his generation. This work encourages observers to contemplate issues of race, identity, representation, and power while looking at the sculpture of a casually dressed young woman looking at her phone.



Image: James Morgan Photography

The examiner (2023) is a mirror-polished statue of a young man created especially for the Triennial by Berlin-based duo Michael Elmgreen and Ingar Dragset who have challenged and reshaped the way in which art is presented and experienced by exploring themes related to identity, sexuality and the human body, as well as the physical and digital spaces that people create and occupy. This work features a polished stainless-steel man who leans on a Juliet-style balcony. With its reflective surface, the sculpture creates new images as one walks around it, the whole object reflecting and changing the viewer's perception.



Current Charitable Priorities

Throughout the 2024 year, the Felton Bequest continued its support of the development of new ideas and catalytic projects that seek to enhance the physical and emotional health of women, children and young people in Victoria.

The Bequest provides funding via three streams across the Small, Major and Flagship Grant Programs.

The Bequest considers grants that:

- Assist vulnerable or disadvantaged children or young people at risk
- Assist women in need
- Support the health care of women or children or their access to health care
- Assist the elderly, including accommodation needs and homelessness amongst the elderly
- Tackle early intervention or prevention and the causes of disadvantage

- Have the potential for wider adoption and broader impact in the future
- For an organisation, new or existing program which currently does not attract government funding and requires seed funding to get started, build momentum and to build their organisational capacity

In FY2024 The Bequest was delighted to work with 14 organisations whose missions include tackling pressing social issues, driving social change and empowering women and children across Victoria. The Bequest celebrates their achievements and impact in the Victorian community.



Total Charitable Grants paid in the 2023/2024 Year

 Flagship Grants		
The Walter and Eliza Hall Institute of Medical Research	Genomics to accelerate precision dementia research	\$300,000
 Major Grants		
Women's Property Initiatives	The Nest	\$125,000
WomenCan Australia	The Placement Circle	\$115,000
Mansfield Autism Statewide Services	Alfred Felton Transition House	\$75,000
 Committee Discretion		
The Queen's Fund	Emergency relief for women in crisis in Victoria and their children	\$50,000
 Small Grants		
Blind Sports & Recreation Victoria	A vision for improved womens health, wellbeing and connection	\$15,014
Footscape	Childrens Orthotic Project	\$20,000
HerSpace Ltd	HerPathway holistic mental health and wellbeing interventions for women survivors of modern slavery in Australia	\$25,000
Kids' Own Publishing	More Children More Communities More Books	\$25,000
North Carlton Railway Station Neighbourhood House	Kids on the Move	\$6,460
Operation Stitches	Rise Up Reach Out; Empowering Families Transforming Lives	\$20,000
Southport Community Centre Inc	Getting Connected	\$23,595
The Community Grocer Flemington	Community Pop-Up Markets	\$25,000
Whitehorse Emergency Relief and Support Inc	Empowering the Disadvantaged	\$10,000
 Total		\$835,069



Flagship Grants

Organisation

The Walter and Eliza Hall
Institute of Medical Research

Project

Genomics to accelerate
precision dementia research

“I’m so grateful to the Felton Bequest Committee for their generous support of my research. The Flagship Grant is enabling me and my team to conduct whole genome sequencing on hundreds of patient samples that will help us unravel the complex genomic sub-types of dementia. This will enable the development of genomic-specific diagnostics for people with dementia, leading to more accurate diagnoses, and thus guiding access to the most appropriate clinical trials and to family genetic testing.”

Prof Melanie Bahlo AM



Major Grants

Organisation

Women's Property Initiatives

Project

The Nest

The Nest is a partnership between the Property Industry Foundation, Women's Property Initiatives and The Bridge Youth Services to build 3 x two-bedroom homes where young mums (up to 25 years old) can live independently with their child or children. The homes will be ready for the young mums to move in by Christmas 2024.



Organisation

WomenCan Australia

Project

The Placement Circle

WomenCan Australia assists women to reconnect with the workforce. They do this by helping women to build their confidence, connections and work capability. The Felton Bequest is pleased to support their innovative program The Placement Circle - which guides women through peer-led vocational training and onto place-based jobs.

Organisation

Mansfield Autism Statewide Services

Project

Alfred Felton Transition House

"The generous funding from the Felton Bequest enabled us to furnish and fit out one of our new 11 bedroom, accessible and self-contained share houses on our new farm in Mansfield; so that as soon as we achieved certificate of occupancy we could get straight to work supporting more autistic people and their families. Our expansion was driven by overwhelming demand."

Simone Reeves, CEO
Mansfield Autism Statewide Services





Small Grants

Organisation

Blind Sports & Recreation Victoria

Project

A vision for improved womens health wellbeing and connection



Image: Gary Sissons



“Blind Sports and Recreation Victoria (BSRV) enhances the lives of people throughout Victoria who are blind or vision impaired through involvement in sport and recreation, with the aim of improving health and well-being and increasing social connections and further community participation. We are very grateful for the Felton Bequest funding and will be offering four events to women with vision loss to promote healthy lifestyles and support general wellbeing. We will be organising a Cancer screening information session, a meditative experience and relaxation at the Peninsula Hot Springs, a healthy eating event, and an Aqua fit and coffee and chat activity.”

“A big part of wellbeing is the social aspect, talking with other people. Especially since COVID, this has been so important. It makes me feel good, especially after I've exercised. I love it. I'm so grateful for the opportunity to engage in these programs, they make a real difference.”

BSRV Ambassador Carol Unger

Organisation

Footscape

Project

Childrens Orthotic Project

“The DPV Health Podiatry team complete screenings at Kindergartens within the Hume and Whittlesea LGAs, giving us the opportunity to screen hundreds of children for common foot problems. These screenings in conjunction with referrals from our internal paediatricians have resulted in hundreds of young children being able to receive early podiatric intervention. As part of their treatment orthotic care is often indicated, with the aid of the Footscape program we have been able to issue 55 orthotic devices and several pairs of children’s shoes. The cost associated with orthotic intervention is often something that can not be afforded by low income families, being able to issue devices to these families provides them with equal opportunity to receive care and a better quality of life.”

Georgia Jackson, Podiatry Team Leader at DPV Health



Organisation

HerSpace Ltd

Project

HerPathway holistic mental health and wellbeing interventions for women survivors of modern slavery in Australia

“Many women impacted by these devastating crimes report feelings of worthlessness and shame. They feel like a shadow of their former selves, of all they hoped to be. We create a safe and healing space in which they remember who they truly are by how we treat them. We affirm their dignity and worth. We remind them of their great courage, strength, gifts and talents. They begin to see themselves clearly again, their true image, in the mirror we hold up.”

Roxan Fabiano, Executive Officer, HerSpace



Organisation

Kids' Own Publishing

Project

More Children

More Communities More Books

“The Felton Bequest grant recognises and supports our community engagement model, in which a community of children and their adults initiates a publishing project based on specific, local aspirations and needs, which Kids' Own then scaffolds with creative and publishing expertise. Receiving a grant that is not tied to a project in advance allows us to respond flexibly, and co-design and co-create with the community. Funding this model has a direct and meaningful impact on the success and authenticity of the project.”

Kids' Own Publishing

Organisation

North Carlton Railway Station Neighbourhood House

Project

Kids on the Move

“The North Carlton Railway Station Neighbourhood House strives to address inequality in the neighbourhood by providing those experiencing disadvantage with the opportunity to participate in community life. Funding from the Felton Bequest for its “Kids on The Move” project allows children from the Princes Hill Public Housing Estate to participate in recreational activities of their choice that they would otherwise be unable to access. This not only supports their health and wellbeing, but provides them with a sense of social inclusion.”

North Carlton Railway Station Neighbourhood House





Organisation

Operation Stitches

Project

Rise Up Reach Out; Empowering Families Transforming Lives

“The Felton Bequest also supports presenting positive community standard life skills workshops to develop and reinforce life skills that will promote their future schooling, entering the workforce and navigating life in their senior years. Many of the parents have come to us and stated how pleased they were with the positive results in their children. One parent stated her 10 year old son has gained incentive for learning for the first time in his life. She went on to say how her son got out of bed at 5:30 am the morning after a tutoring session, busy doing the set homework given him.”

Operation Stitches

Organisation

Southport Community Centre Inc

Project

Getting Connected

“Getting Connected has become a reality for one of the women in this program, in making new friends, gaining a sense of community and rediscovering old talents and skills as she shared ‘I wouldn’t even be attempting it without the encouragement and support you have given me.’”

Southport Community Centre Inc



SouthPort
Community
Centre Inc.

Organisation

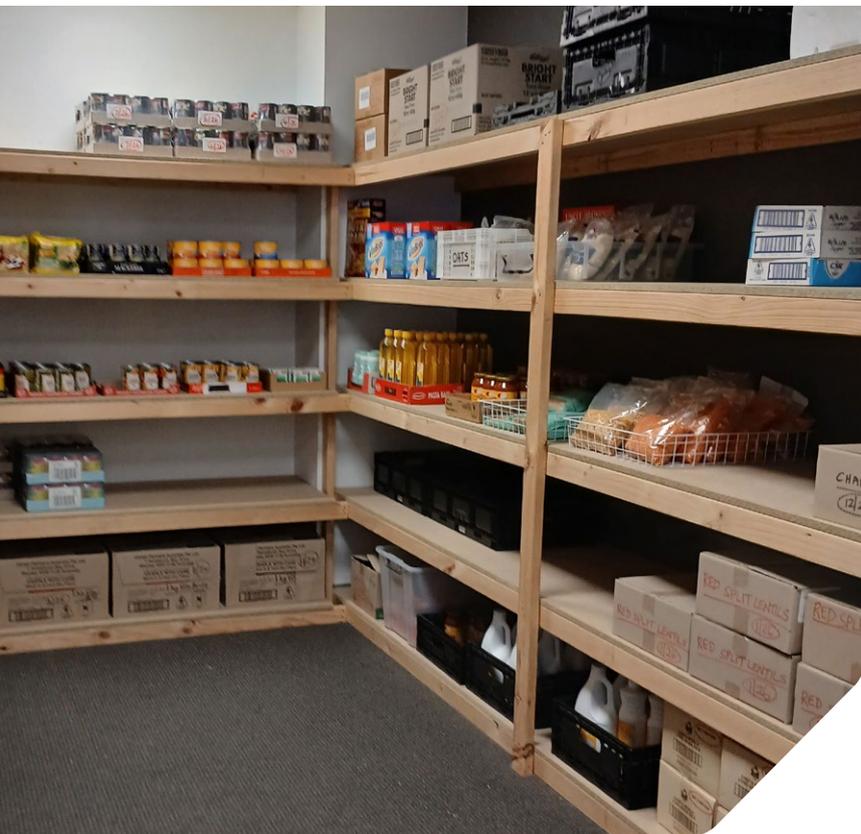
The Community Grocer Flemington

Project

Community Pop-Up Markets

“The funding from the Felton Bequest has enabled us to deliver a weekly pop-up fruit and vegetable market in Flemington at the Debney Meadows Public Housing Estate. The market provides affordable and subsidised access to culturally relevant fruit and vegetables, whilst also serving as a community meeting point and providing employment and training pathways for local residents. Each week, our Flemington market serves almost 100 customers, providing hundreds of kg of fresh produce to prevent and address food insecurity. With this funding, we are supporting locally-owned microenterprises to develop and operate at the market alongside us. We are loving having Latina who provides beautiful Ethiopian coffee, Terry who plays music and Hamida who prepares and sells delicious sambusa amongst other foods.”

The Community Grocer Flemington



Organisation

Whitehorse Emergency Relief and Support Inc

Project

Empowering the Disadvantaged

“We have been using the money we were given from the Felton Bequest to support our clients when they are taking practical steps to improve their living conditions . One client shared “You have helped me enormously. I feel much more comfortable knowing I can get help and don’t have to worry so much. It is hard when you are on your own.”

Whitehorse Emergency Relief and Support

Financials



Equity Trustees has advised that the portfolio at year-end had a market value of **\$63.3 million** (last year \$61.2 million)



During the year under review, there was net income of **\$1.89 million** (last year \$2.45 million) available for granting, following the deduction of investment management fees, trustee management fees, and other expenses from the gross income

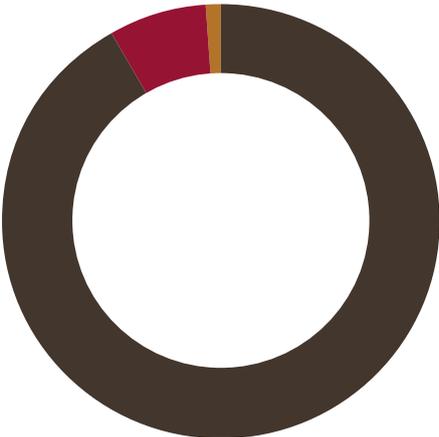


The Felton Bequest can capitalise up to **15% of net income** and during 2024 this amount was **\$284,741.00**



As is required, one-half of the net income is allocated to the **Charitable Bequest** for general charitable purposes, and one-half to the **Art Bequest** for acquisitions of works to be gifted to the NGV

Asset Allocation



■ 91.8%	Australian equities	\$58,103,174
■ 7.1%	International equities	\$4,473,800
■ 1.1%	Cash	\$689,046
Total		\$63,266,020

Governance

Equity Trustees is Sole Trustee of the Trust and is responsible for:

1. Holding the assets (investments)
2. Managing the assets (investments)
3. Acting impartially between beneficiaries (present and future).

Equity Trustees provides all secretariat and administrative services to the Trust. It also runs the Bequest's grant application process and provides granting support and expertise to the Felton Bequests' Committee (FBC) appointed to work alongside the Trustee.

The secretariat is currently comprised of two members of the Equity Trustees' Charitable Trusts and Philanthropy Team:

- Ms Emily Fraresso, Senior Relationship Manager, who, as Felton Bequest Secretary acts as the key interface between the Trustee and FBC members. Ms Fraresso is responsible for organising meeting agendas, papers, minutes, investment governance, compliance, financials, and general administration.
- Ms Emily Cormack, Acting National Manager Social Impact and Grant Manager. Ms Cormack schedules and coordinates granting rounds and applications, provides granting summaries, recommendations, research, and advice to the FBC members.

Felton Bequests' Committee

Granting from the Felton Bequest is directed by a Committee of five persons, consisting of:

1. A nominee of the Trustee Company who must be a Director of AETL or EQT Holdings Pty Ltd;
2. A nominee of the National Gallery of Victoria who must be a Trustee of the NGV; and
3. Three other individuals.

The FBC members in FY24 were:

- Mr Rupert Myer AO (Chair) – appointed 13 May 2004, appointed Chair 9 March 2023.
- Mr Fred Grimwade – appointed 9 March 2023.
- Professor Emeritus Sally Walker AM – appointed 9 November 2006. Retired 30 November 2023.
- Ms Christine Clough – appointed 16 August 2024.
- Ms Carol Schwartz AO – appointed as EQT representative to the FBC on 27 November 2020, appointed as Chair of EQT Holdings Ltd on 28 October 2020.
- Ms Janet Whiting AM – appointed 22 December 2015 (commenced as President of Council of Trustees NGV), first FBC meeting 5 February 2016.

The FBC's primary responsibility is to direct the Trust's granting program, selecting charities to benefit, and artworks to be acquired, with available income. This is unlike the role of many other 'Advisory Committees' whose responsibility is to advise and make recommendations to the Trustee on such selection.

Beneficiaries

It is specified in Alfred Felton's Will that:

- Half the annual net income is to be distributed to charitable projects selected at the FBC's discretion, that benefit Victorians (especially those that benefit women and children); and
- Half the annual net income is to be spent on purchasing artworks for donation to the NGV.

Discretionary Granting Strategy

The granting strategy of the Felton Bequest has been set-up so that charitable grants made by the Trust fall into one of three granting categories:

Small Grants – This open grant round, targeting grass roots organisations, offers awards of up to \$25,000 for a one-year period only to special projects that will alleviate a pressing need. A total funding pool of up to \$150,000 – \$250,000 pa is usually available. This supports organisations that have a turnover of \$500,000 pa. or less.

Major Grants – The Major Grants round has an Expression of Interest process with recommended EOIs considered at the FBC's August/November meeting annually. These grants may be multi-year and are typically in the range of \$50,000 to \$150,000 pa.

Flagship Grants – With multi-year Flagship grants of \$150,000+, the Felton Bequest seeks to fund projects that are catalytic and create a lasting positive effect. Projects are aimed at exploring new solutions to existing problems and hence, more broadly, contributing to social change and reform.

Artwork Investment Strategy

The Felton Bequest is the most valuable bequest ever made to the Arts in Australia and the current value of its gifts made to the NGV now exceeds \$2.8 billion.

In keeping with the objective of acquiring only major artworks for the NGV, and because of rising art prices, the FBC from time to time has adopted a policy of accumulating 50% of art income pa to build a major Art Acquisition Future Fund. Currently, the Fund is fully expended.

Annual Report

The Felton Bequest produces an Annual Report of its activities with the aim of reporting on the stewardship of the FBC, and to inform those in the fine arts sector, those in the philanthropic community and potential grant applicants.

Investments

Beneficiaries are entitled to income only from the Trust, and the capital of the Trust is reserved for investment to create income for future beneficiaries.

Equity Trustees is responsible for all aspects of the Trust other than determining granting expenditure. Working in partnership in fulfilling the terms of the Trust, Equity Trustees regularly updates Committee members as to the value of the Trust's corpus, investment performance, and the preparation of financial accounts, including income projections and cash flow. At least annually, a member of the Equity Trustees' Asset Management Team attends a Committee meeting to speak to the investment performance of the Trust.

With the support of the FBC, the Trustee has adopted the practice of capitalising 15% of net income annually (as permitted by a 2013 Supreme Court Order) so as to assist in growing the corpus of the Trust. Capitalisation of this income occurs in the same year it was accumulated, by June 30.

Meetings

There are currently three FBC meetings per year. The frequency of the meetings is reviewed at the August meeting, with the FBC to decide whether the meeting for the following year remains at three per year or, whether an additional meeting is to be introduced.

Meeting Time	Primary focus of meeting
March/April	General Review/Small Grants
August	General Review/Investments
November/December	General Review/NGV update

Contact

Secretariat

The Felton Bequests' Committee
c/o Equity Trustees

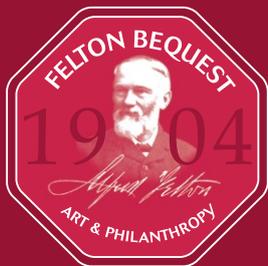
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