

SURREY WILDLIFE TRUST

Minutes of the Annual General Meeting held at 10.00am on Saturday 14 November 2020 via Zoom

Present online

48 Trust members
Trustees
Trust staff

Current Trustees

Angela Swarbrick (chair)
Gerry Bacon
Nick Baxter
Andrew Beattie
Jason Gaskell
Chris Howard
Ian Smith
Peter Smith
Peter Sutton
Mark Turner
Pam Whyman

Trustees Proposed for Re-election

None

Trustees Retiring not in attendance

Gordon Vincent

Angela Swarbrick (chair) opened the meeting by welcoming Members and noting the meeting would be recorded. Questions could be submitted using the Q&A on screen (as demonstrated) at any time. As many questions as possible would be answered during the meeting, and responses to any unanswered questions would be included in the Minutes. Instructions for live voting were explained, with poll results and proxy votes being combined to produce a provisional result. The final results of the voting would appear in the Minutes published on the website.

Change to Agenda – Item 5: Election and Re-election of Trustees

One Trustee, Gordon Vincent, was due for re-election but had decided not to stand. With no further Trustees seeking election or re-election, this item was cancelled from the Agenda.

1. Approval of the Minutes of the 2019 AGM

The Minutes of the AGM in November 2019 were put forward for agreement having been provided to Members via the SWT website and on registration for the 2020 AGM. No comments or amendments had been submitted prior to the meeting.

Comments/questions submitted live online:

Martin D’Arcy: We never received AGM papers in the post.

A: It was confirmed that it was not usual procedure to post the papers to members. Formal notice of the AGM/EGM was given in the Summer edition of Surrey Nature, papers were posted on the website and Members were emailed to advise them the papers were available.

Martin Walsh: I think the articles may require a postal option for those without e-mail access.

A: It would be very costly to post papers to all Members but individual arrangements could be made for Members as required going forward.

Martin D’Arcy: We never received an email with a link in it either.

A: The email did not contain a link, but advised the papers were available.

Elizabeth Wild: I also did not receive any papers, so I will abstain. Please could you point us to where the papers can be found on the SWT website?

A: It was confirmed papers could be found in the “About us” section in: [Governance | Surrey Wildlife Trust](#)

There being no further questions or comments, an ordinary resolution to approve the minutes as an accurate record was taken via a poll launched on screen. Roger Wild, as Company Secretary, announced the preliminary result, which included the 72 proxy votes received prior to the meeting:

Total votes:	113
In favour:	109
Against:	1
Withheld:	3

The motion to approve the 2019 AGM minutes was approved.

Final voting results would be published in the Minutes following checks to ensure no double voting had occurred.

2. Approval of the Minutes of the 2019 EGM

The Minutes of the EGM in November 2019 were put forward for agreement having been provided to Members via the SWT website and on registration for the 2020 AGM. Members were invited to submit any questions/comments/amendments. Four comments had been received from Member Martin Walsh prior to this meeting requesting amendments, as follows:

- **Martin Walsh:** *The record of member statements must be amended at pages 2 and 3, as both records are perceived to overstate any support there may have been for the trustee's actions. The member recorded at page 2 has told me they find the minutes contradictory; and confirmed their support was stated to be for the proposal at 35 members. "1% was a good measure going forward" is not the correct summary of their input and must be struck out. I think the other member said "could" rather than "would" and I recommend that change also be made.*
 - **A:** Members were referred to the minutes, page 2, 4th paragraph starting with “A member stated”. The amendment proposed was at the end of the paragraph: “and that 1% was a good measure going forward”. Mr Walsh’s amendment requested that be struck out so the last sentence would then read “a requirement of 250 members did not sound a lot but they felt Mr Walsh’s point did have validity”. This amendment was accepted.
 - **A:** Members were referred to page 3 of the minutes, 4th paragraph: “a member stated that”. The amendment proposed was in the 4th line of that paragraph the word ‘would’ be replaced with ‘could’. This amendment was accepted.

- **Martin Walsh:** *My own statement at page 2 should be recorded as "...important and time critical topic...."*
 - **A:** Members were referred to page 2, 2nd paragraph commencing "Martin Walsh, member". The proposed amendment was that the 8th line should include the words 'and time critical'. This amendment was accepted.
- **Martin Walsh:** *There must be inclusion of a post meeting note in the EGM minutes (not just those of the 2020 AGM). The note must clearly state that retrospectively the chair acknowledges holding the vote as proposed and potentially setting aside the Special Resolution would have been in order; and that to have done so would not have inconvenienced the trust mission or day to day operations.*
 - **A:** The Chair did not believe it would have been in order on the day. The purpose of the EGM was to vote on the special resolution and to have withdrawn the special resolution and taken an advisory vote would have had no legal standing. The special resolution would have had to be reissued at a cost to the Trust of a further £15,000 plus additional time involved. To suggest there would have been no impact on the Trust is simply incorrect. Mr Walsh's proposed amendment point 3 was not accepted.

Mr Walsh responded: *The point also covers that it was acceptable to take the indicative vote and that to disallow that was out of order. It would not have impacted the Special resolution. Thank you.*

Response from chair: Basically the point being made is that to have allowed an indicative vote in addition to allowing voting on the special resolution would in Martin's view not have been a problem in the meeting. OK, however, we didn't.

- **Martin Walsh:** *If on reflection, The Secretary did not make the statement explaining that members could abstain by withholding the voting slip (page 5) then the statement should be clarified or removed from the minutes.*
 - **A: Roger Wild** confirmed he did advise Members at the meeting that, if they wished to abstain, they could simply not complete and hand in the voting slip.

There being no further questions or comments, an ordinary resolution to approve the EGM minutes as an accurate record was taken via a poll launched on screen, subject to the agreed amendments. Roger Wild, as Company Secretary, announced the preliminary result, including the 72 proxy votes received prior to the meeting:

In favour:	112
Against:	2
Withheld:	6

The motion to approve the 2019 EGM minutes was approved, subject to the amendments agreed.

Final voting results would be published in the Minutes following checks to ensure no double voting had occurred (see table at the end of the minutes)

3. Receiving the Company's Report and Accounts and Auditor's Report

Gerry Bacon introduced himself as Treasurer/Trustee for over 3 years. He explained that all Trustees were unpaid volunteers with overall responsibility to deliver the financial strategy and support the mission of the Trust. Roger Wild was the Financial Officer and Company Secretary, remunerated for 4 days a week.

A brief overview of the accounts for y/e March 2020 showed the following:

- A clean audit report for the year.
- Unrestricted funds profit of £253k which represented a 4% margin on income of £6.3m.
- Any surplus made was reinvested to use on the Trust's mission.
- Income in FY20/21 would fall due to the renegotiation of the SCC contract to conservation only but this would also result in fewer SCC related expenses.
- Restricted income of £0.8m with a surplus of £429k, including all projects.
- Covid-19 had put pressure on liquidity but, due to actions taken 2 years ago, the Trust had sufficient cash and bank facilities to allow the organisation to develop in the short to medium term.
- The Auditors had carried out more work around liquidity and were satisfied with the Trust's financial position.

Mr Bacon introduced Roger Wild, who gave a brief update on the financial situation for y/e March 2020 and explained how the Trust had been implementing a financial strategy for the past few years which has put it in a good position to deal with Brexit and covid-19. The key parts of that strategy were to deliver the mission, supported by:

- 1) diversified income streams
- 2) careful management of financial risks and liabilities
- 3) strong liquidity

Looking at these in turn:

- 1) Diversified income streams: To limit exposure to risk and to take advantage of new opportunities, particularly where they generated income and delivered mission. This had been successful in the past year, in particular:
 - a. Investment in fundraising capability had resulted in donations and grants, including Heritage Lottery Fund and Coast to Capital increasing to over £800,000.
 - b. Partnering with an external membership recruitment agency had been very successful, resulting in membership growing by 1,172 to 25,590 and income to over £1.2m.
 - c. In 2017 the Trust invested in its Ecological Consultancy to provide high quality ecological advice to housing and infrastructure developers. This had resulted in better outcomes for biodiversity and income last year of £805,000 which helped to support the wider mission.
- 2) Careful management of financial risks: Trustees regularly monitored the risks facing the organisation and took action to mitigate them. The contract for the management of Surrey County Council's Countryside Estate was renegotiated. This took 18 months and the relationship with SCC had been reset so the Trust would focus on conservation alone whilst SCC managed public access, property and income generation. This enabled the Trust to work better in partnership with SCC on conservation matters across the County. As a result of that negotiation, some substantial financial risks had been removed:
 - a. A cessation liability on the SCC Local government pension scheme of up to £2.0m which would have crystallised by 2025 will not be incurred because the assets and liabilities of the scheme have been subsumed by SCC.

- b. Staff time spent on commercial income and reputational issues would be saved and re-focused on the mission.
 - c. It was agreed with the County that Commercial properties leased to the Trust by the County would be surrendered without assessment for property dilapidations on the Trust, thus saving an ever-increasing spend on repairs and removing the risk of a substantial dilapidations liability.
- 3) Maintaining liquidity and safeguarding assets: To ensure the Trust remained a going concern, and able to meet its financial commitments for the next 18 months, through the challenges of Brexit and c-19 was fundamental. Trustees had sold an investment property for £835k in 2019 and were holding the cash generated in reserve. A £350k committed loan facility with charity bank had also been retained. Menzies, the auditors, had looked in detail at 'going concern' as part of their audit and reviewed detailed cash flow projections covering various scenarios. The projections showed the Trust had sufficient cash reserves to remain a going concern until at least March 2022. This enabled sufficient time to plan for, and manage, the impacts of Brexit and C-19.

Summary of FY19/20 finances

- Income grew from £6.4m to £7.1m, mainly as result of the fundraising, membership and ecology services growth.
- Expenditure rose from £6.2m to £6.4m largely as a result of expanding activities that raised funds for the mission, increased conservation, education expenditure and costs of varying the agreement with SCC.
- Spend on core land management, conservation and science activities totalled £3.7m. This funded habitat improvements on land managed by the Trust such as bringing SSSI's including Chobham NNR, Pirbright and Ash Ranges into or closer to favourable condition as well as working with partners on projects such as the Catchment Partnerships and Naturally Richer Surrey.
- Education programmes continued to expand as over 24,000 children and adults benefitted from our wildlife learning activities. Expenditure on education programmes totalled £740,000.
- A surplus of £683,000 was generated. Of that £437,000 related to funding from HLF and other donors which would be spent on restricted fund projects in the future. The remaining £245,000 of unrestricted surplus would be held to strengthen reserves whilst we deal with Covid-19.

The Trust was facing challenging times, but work to diversify income, manage risks and ensure strong cash reserves had put the organisation in a good position to deal with Covid-19 and Brexit. The Trust would continue to develop plans for the future and remained optimistic that renewed interest in the environment would lead to new partnerships and means of funding so that the Trust could continue to reverse the decline of nature in Surrey.

Comments/questions submitted live online:

Martin D'Arcy: On page 8 of the annual report it says, "Last year an Exxon-funded project involving two of their local link schools allowed them to take part in our Wonder of Wildlife (WOW) programme". Is that Exxon, the oil company? Given the involvement in and culpability of oil corporations in actively working to undermine efforts to combat climate change, and funding climate denial activities, I am surprised that SWT would associate themselves in any way with Exxon.

A: Aimee Clarke, Director, responded: I wanted to clarify the support we receive from Exxon Mobil. They are not corporate members of the Trust, however through their 'Link Schools Fund' they offer a small fund to a few schools around their HQ in Leatherhead to enable them to visit our Education

Centre at Nower Wood, in Leatherhead, for free. These children wouldn't otherwise have such an opportunity. Here, the children experience a hands-on outdoor learning session from our expert tutors to help them understand and be inspired by nature so that they will value it and take action for it in the future. We feel that in this instance the small contribution that they are making to allow a small number of local school children to access the outdoors that otherwise wouldn't be, especially those in the scheme with special needs, helps us to deliver our mission of connecting young people with nature. It also means that we have a greater opportunity to influence the organisation on a local level to make change for good.

Martin Walsh: Have all the new members recruited by the agency been directed to read the Articles - so they are made aware of becoming the member of a limited company, as was committed to in the 2019 AGM question reply?

A: Roger Wild responded that the action to do so had been taken and communications to new members had been changed. It is confirmed that new members are invited to read the Articles when they join the Trust.

Nigel Mee: I too have been unable to find the AGM papers on the Surrey Wildlife Trust website. Please tell me where I should be looking. When was the email sent to members telling them that information?

A: Roger Wild responded, directing members to "what we do/about us/governance". Under that there was a section called AGM 2020.

John Bullock: Whilst accepting the Exxon explanation there is a wider question: does SWT have clear policies regarding ethical standards of the acceptance of donations and the partners SWT works with?

A: To be covered in the Q&A section at the end of the meeting.

Martin D'Arcy: On page 34 it says SCC paid £12k which was for the SBIC. Is that the full extent of SCC contributions to SWT now?

A: Roger Wild responded. That grant towards SBIC data centre was the only grant SCC made last year. The Trust had a number of areas of co-operation with SCC and continued to have other contract-related work under the new arrangements, eg ecology services and mowing on their Countryside Estate for which the Trust received payment.

Pam Whyman: The route through the website to find the AGM papers may need better clarification for members in the future.

A: This was agreed by the Chair and a note taken to be very explicit in future regarding the location of the AGM papers on the website. A link was then provided to the documents online.

There being no further questions or comments, an ordinary resolution to accept the Company Report, Accounts and Auditors Report via a poll launched on screen or via the Q&A function was taken. Roger Wild, as Company Secretary, announced the preliminary result, including the 72 proxy votes received prior to the meeting:

In favour:	120
Against:	0
Withheld:	2

The resolution was therefore approved.

Final voting results would be published in the Minutes following checks to ensure no double voting had occurred.

4. Re-appointment of Menzies LLP as the Auditor of the Company and authorising the Trustees to agree the Auditor's remuneration

Gerry Bacon explained the Governance of Trustees, reporting to the Trust via an Audit Committee which met 4-6 times a year and reviewed financial matters. One responsibility of that Committee was to liaise with the Auditors and recommend to Council who to appoint. Approval was now sought from Members to re-appoint Menzies as auditors for the coming year to March 2021.

Comments/questions received online:

John Bullock: How long since we tendered audit services?

A. Menzies were appointed 8-10 years ago. It was planned to re-tender the audit position for best governance this year but, due to Covid-19, the decision was taken that it would be better to retain Menzies during the pandemic due to their knowledge of the organisation. The Trust would look to re-tender next year.

There being no further comments/questions, an ordinary resolution to approve the appointment of Menzies as Auditors of the Company was taken via a poll launched on screen or via the Q&A function. Roger Wild, as Company Secretary, announced the preliminary result, which included the 72 proxy votes received prior to the meeting:

In favour:	116
Against:	0
Withheld:	1

The resolution was therefore approved.

Final voting results would be published in the Minutes following checks to ensure no double voting had occurred.

5. Election and Re-election of Trustees
Removed from the Agenda.

6. Any other business notified to members in accordance with the Articles of Association of the Trust

Members were invited to submit questions to members of the panel which included Trustees and the Trust's Leadership Team.

In answer to the earlier question submitted by John Bullock asking whether the Trust had clear policies regarding ethical standards of the acceptance of donations and the partners it worked with, Sarah Jane Chimbwandira, CEO, responded:

The Trust did have some policies or position statements on specific areas, eg development, but it not have a specific policy around donations and support. The Trust was currently reviewing its policy on

the organisations own sustainability and ethical approach and this would be brought forward. It was very important to recognise that one of the organisation’s biggest opportunities to drive the sort of change that was needed was through pro-active dialogue with those organisations who were making genuine efforts to reduce their environmental impact. So, where it was appropriate, the Trust would work with organisations who it believed were making genuine efforts to lessen their impact on the natural environment.

No further questions were submitted.

7. Close of formal meeting

There being no further formal business the meeting was then closed.

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Chairman

POST MEETING POLLING SUMMARY

Following the checks carried out on proxy votes, votes submitted by the Q&A function and live poll votes, the final polling summary was as follows:

Polling Summary:

Resolution	For	Against	Withheld	Total	Decision
Approval of minutes of 2019 AGM	108	0	3	111	Resolution approved
Approval of minutes of 2019 EGM	110	2	6	118	Resolution approved
Receive 2020 Trustees Report and Accounts	119	0	2	121	Resolution approved
Appointment of Menzies as auditors	114	0	1	115	Resolution approved

Note: Results include 72 Proxy Votes for each resolution except for 2019 EGM which includes 73 proxy votes.