

SURREY WILDLIFE TRUST

Minutes of the Annual General Meeting held at 10.00am on Saturday 13 November 2021 at Dorking Halls and via Zoom

Present

33 Trust members
11 Trustees

In attendance:

(but not counting towards the quorum)
40 Members attending online
Trust staff

Current Trustees

Peter Smith
Peter Sutton
Mark Turner
Pam Whyman

Trustees Proposed for Re-election

Angela Swarbrick (chair)
Gerry Bacon
Nick Baxter
Andrew Beattie
Jason Gaskell
Christine Howard

Trustees Proposed for Election

Abigail Chicken
Stephanie Todd

Angela Swarbrick (chair) opened the meeting by welcoming Members in the room and online and explained how the AGM would be run. The AGM was being held in person in line with the Trust's Articles of Association and Members attending in person could vote on the resolutions proposed. Recognising that some Members may have wished to attend in person, but had been unable to do so, an option to attend online had been provided. Members attending online had been encouraged to submit proxy votes. Online voting had been allowed at the 2020 AGM under the Corporate Governance and Insolvency Act 2020. This Act expired on 31 March 2021 and the Trust was reverting to the permission in the Articles for the AGM, which permitted Members to vote in person or by proxy, but for which there was no express authority to allow online voting.

Due to still being in a pandemic the Trust was mindful of finding a safe way for staff, Trustees and Members to engage. The aim of this face-to-face AGM, allowing Members to join online, was to provide Members with the best opportunity to engage with the Trust in challenging circumstances.

There would be an opportunity to ask questions at each item. Members in the room should raise their hand; Members online should use the Q&A feature. Questions asked by Members online would not form part of the formal meeting but in the interests of completeness and transparency they would be included in an Appendix to the formal minutes.

Voting would take place with Members asked to vote in favour or against each resolution by raising a voting card. If a Member wished to withhold their vote they should not raise their card. Members joining online may have already voted prior to the meeting by appointing a proxy. Votes cast at the meeting would be added to proxy votes already received and announced at the end of the resolution.

1. Approval of the Minutes of the 2020 AGM

Questions had been received from Martin Walsh in advance of the AGM requesting 4 amendments to the Minutes. These would be dealt with in turn before opening questions to the floor:

Page 3 – second bullet point:

“of incommoded” Proposed amendment to change to *“have inconvenienced”*. This proposed amendment was accepted by the chair and the Minutes would be updated to reflect this.

Page 3 – second bullet point:

“To suggest there would have been no impact on the Trust is simply incorrect. Therefore,” The removal of the word *“Therefore,”* in the following sentence was agreed; however the wording in the sentence starting *‘To suggest..’* would remain as shown. The Minutes would be updated to reflect this.

Page 3 – second and third bullet points:

“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.” This amendment seeks to move Mr. Walsh’s response so that it immediately follows the chair’s response above. This amendment was accepted and the Minutes would be updated to reflect this.

Page 3 – second bullet point:

This amendment seeks to include in the Minutes the follow on response from the chair to Mr. Walsh’s response: *“A: 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.”* This amendment was accepted and the Minutes would be updated to reflect this.

A Member advised that the slides being highlighted in red and green made identification difficult for those who were colour blind. This was noted for the future.

There being no questions in the room, nor online, the meeting moved to vote on the Resolution:

In favour:	32
Against:	0

The resolution was therefore approved.

2. Receiving the Company’s Report, Accounts and Auditor’s Report

Gerry Bacon introduced himself as Trustee and Treasurer. He explained that all 10 Trustees were volunteers and Directors of the organisation legally responsible for the accounts. Independent Auditors, Menzies, had given the Trust a clean audit report this year, as in previous years, and there had been no deficiencies identified on the Management Letter. Since Menzies had acted as Auditors for a number of years, it was good governance for different auditors to be appointed. Members would be requested to approve those proposed new Auditors at this meeting.

Year ended March 2021 showed good results overall, especially given the issues around the SCC contract and Covid-19. In April 2020 the budgets were refocussed to take account of the welfare of

staff and the continuity of the mission as practically as possible and to ensure the financial viability of the Trust. For accounting purposes, the change to the SCC contract occurred from 1 August 2020. In the year, revenue fell to £5.1m, with c£1.2m due to the SCC change. The Trust managed to generate a surplus on unrestricted accounts of £279k. Adding in restricted funds this took the figure to £389k. Government furlough grants were received as they were necessary to look after staff and ensure the financial viability of the Trust.

Mr Bacon then introduced Roger Wild who provided an overview of the year-ended 31 March 2021 finances including the impact of Covid and Brexit and how the financial strategy supported the Trust's mission to conserve wildlife and educate and empower people in Surrey to value nature. In particular, the aim to create nature recovery networks across Surrey which were bigger, better, more connected areas enabling nature to thrive. This was a long-term approach supported by the financial strategy. Key areas:

1. *Income:* Aimed to diversify to limit risk and take advantage of opportunities, particularly where they generated income and delivered mission. This had been successful in recent years, having invested in the Trust's fundraising capability, grown membership by Partnering with a recruitment agency and investing in digital acquisition, and growing the Trust's consultancy which provided high quality ecological advice.
2. *Careful management of financial risks:* Trustees regularly monitored risks facing the organisation and took action to mitigate them. The renegotiation of the contract for the management of SCC's countryside estate took 18 months and the relationship with SCC had been reset so the Trust focussed on conservation alone, while SCC managed public access, property and income generation from its estate.
3. *Maintaining liquidity and safeguarding assets:* Ensuring the trust remained financially viable through the challenges of Covid and Brexit was fundamental. Detailed, audited, cash flow projections showed that, with careful ongoing management, the Trust has sufficient cash reserves to manage these challenges and support the mission in the medium term – a very positive position.

In order to manage the impact of Covid-19 over 18 months, and ongoing, the Trust had assessed the risks and opportunities in 2 parts:

- Finances in FY21/22: These were carefully managed to minimise the financial impact on the Trust, including using the Government furlough scheme, and the Trust had come through securely. Staff across the Trust had been superb throughout Covid, coping with lockdown but also energetic in finding new income streams and being careful with costs, which made managing finances much easier.
- A plan for a new normal: the Trust had reviewed its strategy to focus more on connecting nature and, to support this, a new financial plan was being prepared.

Turning to FY20/21 finances:

- Income fell c £2m to £5.1m – of this £1.2m related to those areas which reverted to SCC following the contract renegotiation. The remainder was largely due to the impact of Covid-19 on education, fundraising and consultancy.
- Expenditure fell £1.7m to £4.7m for the same reasons – the SCC contract changes and the reduced activity, plus cost control, due to Covid.
- Membership grew to c 26k members and was currently 27k.
- The Trust had invested in acquiring members through digital means and on the back of greater interest in nature over lockdown.

- Donations fell, largely due to organisations shutting down during lockdown.
- Direct land management income was £1.5m and was largely spent on delivering conservation work on the land managed by the Trust, although much of the 2020 winter works programme was deferred to winter 2021 because of Covid.
- Partnership and project conservation income was c£1.2m – arising from grants and the SWT ecological consultancy. C.£1.5m was spent on advising and working with partners on projects and conservation across the county.
- Education income was £175k. This fell significantly because engagement activity was cancelled throughout the year. Expenditure was c£634k – a key area where the Trust used the Government Job Retention Scheme to enable the retention of experienced staff and plan for the future.
- Property, sawmill and other income was £678k, largely related to the sawmill. Expenditure was £772k – this loss arose due to the cost of senior staff time spent on the renegotiation of the SCC contract and was a one-off.
- The Trust continued to manage the sawmill on behalf of SCC throughout the year, with SCC spending much of 2020 assessing options for sawmill. Despite the best efforts of staff, it was decided it was unsustainable and a decision was taken to close it in April 2021. 8 staff were made redundant of which 3 retired or had other plans and the remaining 5 staff found new jobs.

Summary of FY20/21 finances

Overall a surplus of £389k was generated. Of that £279k was unrestricted funds and would be used to support the mission in the coming years to ensure the Trust remained financially viable through Covid. £110k related to restricted funds and would be used to deliver projects in the future.

- The Trust was still facing challenging times. Work done to manage income, diversify risks and ensure strong cash reserves had put us in a good position to deal with Covid-19 and Brexit. We 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 we could continue to create connected and thriving nature in Surrey.

The floor was opened to questions (none had been received prior to the meeting):

- Q.** *A member questioned whether SCC had pulled out of the contract due to Covid and whether there were any moves to get them back on board?*
- A.** Roger Wild responded: The contract with SCC that started in 2002 involved management of their estate for conservation, public access and income generation, including managing their big portfolio of property and the sawmill. Over the years the Trust began doing less conservation work and it was agreed with SCC that it was in everyone's best interests to do what we were best at, so the contract was renegotiated. It had been a very successful change because it enabled the Trust to focus on the conservation that we do well and there was now a much better relationship with SCC under the new contract.
- Q.** *A Member questioned what was happening with the sawmill – was it completely closed now and was there any prospect of it going into other hands? It was a shame if it was just left there as people in the local area could use it for employment and for wood locally. Was there any hope of it being revived in any way?*
- A.** Roger Wild replied. The sawmill was a business the Trust managed on behalf of SCC, who spent a lot of time looking at options but decided it was not self-sustaining. They were also

looking at their vision for Norbury Park and what sort of activities would best suit that site. Their conclusion was that smaller craft businesses based on that site would be a better future and whether that uses elements of the sawmill activity in the future would be SCC's decision. The business as it was had shut down and was closed.

Q. *Phil Marlow, Member, thanked Mr Wild for the clear explanation and asked whether there was a commercial contract in place now for advisory services to SCC? If so, what were they?*

A. Roger Wild confirmed the contracts in place with SCC were:

1. The existing, renegotiated contract where there was no commercial element, just the Trust providing conservation on the SCC Estate.
2. The ecological consultancy providing advice to SCC on its property portfolio.

The Trust also worked with SCC on a number of other levels within the County, eg climate change.

Q. *A Member questioned the Treasurer regarding the surplus of £388k and how this compared to the previous financial year?*

A. Roger Wild advised that this was fairly similar to the previous financial year. The surplus this year on unrestricted funds was £279k and last year was £245k. Gerry Bacon, Treasurer, advised that it was £388k for restricted and unrestricted. Last year that figure was £682k but there has been a lot of change between last year and this year because of SCC and Covid so it was very difficult to compare the 2 years. A comparison would be easier next year.

Q. *A Member questioned what the financial hit on Nower Wood was through being restricted by Covid and was the income stream likely to come on board again quickly now?*

A. Roger Wild confirmed the impact was due to the Trust being unable to have face-to-face educational activity. The financial impact in terms of lost income was c£150-200k. In its plans for the future, the Trust was looking to move its educational activity out into the County, focussed on providing more of a team wilder approach by getting into communities to encourage them to take more involvement in nature. This would also involve schools. Nower Wood would still be used for a mixture of purposes, but would be less education focussed.

Q. *A member noted that, during the past 18 months of Covid, a lot had been learnt, including how to deal with change. The Trust had lost a lot on education, but it had been found that Covid did not spread when out and about so was there an opportunity to spread the outdoor education to enable children to be out and together with school friends? Rather than treating Covid as a loss of income, treating it as an opportunity to encourage people to come together and learn outside?*

A. Sarah Jane Chimbwandira agreed with the Members statement. Covid was a challenge but it had also provided the Trust with an opportunity to look at how we could do things differently. One of the important things in changing ways education operated was that, by going out to communities and embedding it with people in a local sense, we could make a more sustainable change over the longer term. It would not just be a 1 off visit to Nower Wood now, it would become something that happened in a repeated way in communities. One of the things that had also changed was the Trust now had a member of staff dedicated to trying to influence the educational decision makers to actually get the importance of nature and climate education coming through the schools in their curriculum, so not just in a

separate box one hour a week but flowing through all of the education they experienced. This was one of the changes planned for 2021/22 and an opportunity to realise because of the pandemic.

There being no questions online, the meeting moved to voting for the Resolution:

In favour: 77 including 1 proxy vote

Against: 1

The resolution was therefore approved.

3. Appointment of Saffrey Champness LLP as the Auditor of the Company and authorising the Trustees to agree the Auditor's remuneration.

Gerry Bacon confirmed the process taken to reach the decision on appointing new Auditors. Menzies had been the Trust's Auditors for 10 years or so and were very good; however good governance required change. A delegated group of Trustees looked at alternative medium-sized audit firms who offered a high quality audit and good value for money. A shortlist of 2 was drawn up with both companies giving a presentation. Both firms were very good with fees consistent with Menzies costs. One company was selected – Saffrey Champness LLP and the Trust was now seeking Member's approval to appoint them as Auditors and to authorise Trustees to agree their remuneration.

There being no questions, the meeting moved to voting for the Resolution:

In favour: 82 including proxy votes

Against: 1

The resolution was therefore approved.

4. Re-appointment and appointment of Trustees

Angela Swarbrick temporarily passed the chair to Mark Turner, Trustee. Mr Turner advised the resolution was:

The reappointment of Angela Swarbrick as a Director of the Trust.

In favour: 81 including proxy votes

Against: 3

The resolution was therefore approved.

Having been re-appointed Angela Swarbrick again took the chair and moved on to re-election of other Trustees:

The reappointment of Gerry Bacon:

In favour: 81 including proxy votes

Against: 1

The resolution was therefore approved.

The reappointment of Christine Howard:

In favour: 79

Against: 1

The resolution was therefore approved.

The reappointment of Andrew Beattie (who was unwell and unable to attend in person but was participating online)

In favour: 79

Against: 1

The resolution was therefore approved.

The reappointment of Jason Gaskell

In favour: 80 including proxy votes

Against: 1

The resolution was therefore approved.

The reappointment of Pamela Whyman

In favour: 80 including proxy votes

Against: 1

The resolution was therefore approved.

The reappointment of Nick Baxter

In favour: 81

Against: 1

The resolution was therefore approved.

Angela Swarbrick moved to the appointment of Trustees:

The appointment of Stephanie Todd:

In favour: 79 including proxy votes

Against: 1

The resolution was therefore approved.

The appointment of Abigail Chicken:

In favour: 79 including proxy votes

Against: 1

The resolution was therefore approved.

That concluded Item 4 on the Agenda.

6. Any other business and questions

One question had been received in advance:

Q. *“Whilst appreciating the difficulties faced by the Trust during these most difficult times, I am concerned about the deteriorating state of the SSSI of which I have most knowledge – Brentmoor Heath. 2021 has been a marvellous growing season for gorse and this reserve has seen certain parts completely taken over by it. Last year there was very little conservation work on the reserve and we are now at a stage where heavy machinery will be required to deal with this problem. Knowing how manpower intensive conservation can be, I wonder if consideration could be given once again to using local volunteers to help manage reserves. I appreciate the health and safety aspects and the need for insurance and first aid cover but we have used volunteers on a once a month basis here in the past. They enjoyed their work and performed useful service. Could we not do so again? Yours sincerely, Mick Adler.*

James Herd, Director of Reserves Management, replied by reading a joint response from Adam Bolton, Conservation Manager for the West area and Ben Habgood, his predecessor in that role:

- A. 3.18 hectares of scrub was cleared from Brentmoor Heath and Folly Bog in the winter of 2021 by contractors, SWT staff and volunteers. Gorse scrub management, including heather mowing and bare ground creation for the rare heath Tiger Beetle and Silver Studded Blue Butterfly, was carried out last winter, continuing the work that's being delivered by our volunteers and staff in key areas of lowland heathland habitat. Mowing of the firebreaks, access tracks and conservation mowing with our tractor driver has continued through 2021 and additional works planning during winter 2021/22.

The first winter work party post the pandemic took place on Brentmoor Heath on the 21st October 2021 led by SWT staff and this is on an approximate rotation of a task a month on Brentmoor Heath whilst accommodating all the work in the other reserves, including that West area of the County. With increased staff resource coming through in 2022, and building on the structural changes made in 2021, we hope to increase volunteer and staff tasks on sites like Brentmoor Heath in the future. 1.54 hectares of scrub was scheduled to be cleared by contractors in winter 2021/22 and 2.78 hectares of scrub scheduled to be cleared by volunteer work parties, SWT staff and corporate days this winter, including some additional work with the Species Recovery Trust and DEFRA.

James Herd also noted that the SSSI units – units 4 and 6 of the Folly Bog - and Bagshot Heath's SSSI, which encompassed Brentmoor Heath, were in favourable condition.

The floor was then opened to questions:

- Q.** *Ian Woodman, a new member from Redhill, advised that during his walks around the Spynes Mere and Nutfield areas in the summer he had noted children swimming in the lakes, which was worrying as they were young. Around Spynes Mere there were also vandalised signs which were warning of deep water and not going onto the beaches. He wanted to check if the Trust was aware of the problems in these areas and hoped such concerns would diminish over the winter months.*
- A. James Herd replied that the Trust was aware of these problems. He had personally done a lot of work at Spynes Mere with the creation of the sand martin banks. People swimming and fishing in that area was prevalent during the lockdown period, with the majority of nature reserves managed by the Trust also under people pressure. Spynes Mere was particularly affected during the warm weather as there were a lot of sandy areas and open water. The Trust managed the site for Sibelco, the mineral extraction company, and worked closely with them to mitigate the problems. A number of measures had been taken to repair fences and hedgerows that had been damaged to get into the area. Anti-climb paint had been put on gates and sections of fence to deter people from going in and entranceways underneath had been resurfaced as people had started going under instead of over due to the anti-climb paint. He had received footage of people throwing towels over the paint, so the Trust was now considering putting barbed wire on top. Whenever a sign was taken down, the Trust put a new sign back up on the inside of the wire to make them a little harder to remove. There were regular visits by Trust staff to make sure any vandalism was repaired promptly and we were doing all we could in that area. Angela Swarbrick commented that it was very disappointing to have to spend time and funds dealing with such anti-social behaviour.

A Member noted that vandalism over the last year had been very bad, particularly over the New Year. There had been 2 raves on Brentmoor which had brought them into much closer contact with the 2 land owners – the Ministry of Defence and Surrey Heath Borough Council, both of whom had no idea this sort of thing was going on. He felt it was beneficial to establish relationships with the land owners on a personal level and to get to know the rural crimes team who wanted to know about this sort of crime, despite there not being a great deal they could do.

A Member asked whether the issue could be regarded in another way rather than as vandalism. Although not the Trust's responsibility, there was a lack of amenities for people that they could afford, eg leisure centres. She was not suggesting that the area be made available to people to use, not least because of health and safety reasons, but maybe the problem could be raised with local councillors about perhaps having a youth club, something for children to do or some way to engage with them. Effectively children saw it as an area of water that was free to swim in, which was not right but they were children. Angela Swarbrick thanked the member and agreed when in conversation with the Council and partners it would be good to raise the points with them.

A Member noted that at least 1 group playing in the water and sand at Spynes Mere were 6th form college students and, when confronted, they stopped their behaviour and spent some time clearing up the rubbish that they, and others, had left behind. So it was not all students with no money, there was a mixture of people. Reigate conservation volunteers did a lot of work with those groups of student and took them to most of the sites already mentioned. Some students also did work on those sites for DofE activities. Angela Swarbrick replied that education was needed to make people value nature – something the Trust must focus on.

A member stated that perhaps this was evidence that we needed to encourage an interest in nature and wildlife from the cradle and involve more young children. Plus the more adults who behaved badly became interested, the more likely they were to change their attitude. Angela Swarbrick agreed – it was important to take young children on a journey and continue to work with them and build their appreciation of nature as they got older. There was still a lot of work to do.

No further questions were submitted and there were no questions online.

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

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Chairman