

Martin Walsh

- Q1 Was there a members special resolution, authorising the current Memorandum of Association and the separate Articles of Association documents, as one is not visible in the Companies House records at <https://beta.companieshouse.gov.uk/company/00645176/filing-history?page=3> ?  
Note, although the 2008 Trustee report states the membership adopted a revised version at an EGM 18th June 2008, later reports only state The Trustees adopted the *current version*.
- A1 *Yes there was an EGM at which the new M&A were accepted. Companies House require evidence of a special resolution before accepting changes to Memorandum and Articles. Co House have accepted the 2008 M&A. We will discuss with Co House why they are not displaying the resolution.*
- Q2 Are The Memorandum of Association and the Articles of Association documents at Companies House correct in carrying differing references in the headers and footers as Version 3.3 Draft Final, and Version 3.3, and in some cases both version numbers on the same page?
- A2 *We are not sure why these headers and footers carry different references (nor indeed why they were not cleaned up on the final document at the time) but the version filed is the one adopted by special resolution in 2008.*

**Page 3 – Objects:**

- Q3 Can The Chairman assure the AGM there have been no irregularities in authorisation that could lead to the 1987 versions remaining the authorised documents, rather than the version 18th June 2008?  
Note similar documentation issues have been known to cause problems for other organisations, and a review of business transacted has then been required to ensure compliance with older governance documents. Note also the objects stated for 2017 first appear in the Trustees' report as extant for the year ending 31st March 2008, which seems incorrect.
- A3 *Yes*
- Q4 Can the meeting be assured Trustees have complied with requirements of The Companies Act through their annual returns and confirmation statement, by ensuring any Special Resolution amending the governing documents was filed within 15 days of being passed, and if not will The Trustees ensure appropriate action is taken before the next Confirmation Statement is due?  
Note the next confirmation statement is due to be effective at 12th November 2017 and to be filed at Companies House by 26th November. Note also the Companies House stickers on the document 18th June 2008, (upload date 15th April 2009) seem to bear dates of September and October i.e. considerably outside of the 15 day period for any special resolution and associated documents to be sent to Companies House.
- A4 *Yes*

**Page 3 - Trustees and Directors:**

- Q5 Will The Trustees commit at this AGM to call a full review of governance and report to an EGM, consolidating The Memorandum and Articles of Association documents as a single Companies Act 2006 Articles of Association document, and commit to ensuring members are able to review the draft ahead of the meeting and propose their own amendments for full consideration by the membership and approval by members special resolution?  
Note a similar request to The Chairman (09/02/17) for update in good time ahead of this AGM

was rejected 07/04/17 as the existing documents were said to "provide a perfectly acceptable level of governance". Note, if confidence no longer exists in the level of trustee accountability to the membership, or in there having been acceptable management of the 2017 Ranger redundancy programme, members update proposals can include the degree of accountability it thinks to be an acceptable level of governance for the future. If the objects are to remain unchanged from the 2017 report it may be acceptable to The Charity Commission for their authorisation at 7th June 2008, to be transferred verbatim to the new document as a clerical action, requiring no further authorisation from the commission.

A5 *No this is not required nor is it appropriate. The new rules for consolidated articles only apply to new companies and changes to M&A. There is no expectation that companies with appropriate M&A should move to the new consolidated articles until such time as their governance needs change. However, if you feel members are being materially disadvantaged in some way by the current articles (compared with, for example, the new standard set attached to the Companies Act 2006) please specify how and we are willing to look at it again.*

#### **Page 4 The Wildlife Trusts**

Q6 As an active member of The Royal Society of Wildlife Trusts can the Trustees confirm the national complaints policy applies to SWT, and if so advise the AGM of the date it became effective? Note requests (starting 27/02/17) to the CEO & Chairman, to identify a complaints policy to follow received reply 16/05/17 from The Chairman that SWT was "was looking into providing one". Note also, a complaints policy for SWT is recorded at The Charities Commission and The Wildlife Trusts have advised the national complaints policy and independent investigative process is applicable to regional wildlife trusts.  
<http://www.wildlifetrusts.org/complaints>

A6 *RSWT consult local Trusts on Complaints they receive where relevant to that Trust. SWT operates its own complaints procedure independently of RSWT. A more formal Policy was put in place in October.*

#### **Page 6 - Activities, achievements and Performance:**

Q7 Which priorities are behind schedule, apart from reduced education delivery due to temporarily working out of Bay Pond?

Note it is disappointing volunteer performance seems to be cited by the Trustees for reduced delivery, rather than highlight the main issue as being management decision to use Bay Pond.

A7 *See answer below against 8*

*The reference in the Accounts to volunteers at Bay Pond is relevant because many of the Trust's educational programmes are delivered by volunteers-some of whom are long standing members of the team. By directing schools to Bay Pond during the Nower Wood rebuild many of these staff were unable to travel the extra distance and their classes had to be taken by paid staff and this affected overall capacity due to insufficient staff.*

Q8 What are the management actions and recovery plans for the off target priorities, and how will the membership be assured that any failure at the end of the current 5 year strategic plan has been justifiable?

A8 *The 2013/18 Plan set out the broad priorities for the 3 SWT operational delivery teams covering Science, Land Management and Education. In turn, these objectives were supported by annual work programmes that were reported to the trustees at Council meetings. Achievements were discussed as well as impediments to successful delivery. We consider that significant progress has been made in all main areas of the strategic plan but inevitably our ambitions and our ability to deliver greater progress will always be constrained by our financial resources.*

Q9 How are those priorities that are behind schedule related to the executive team performance appraisal and any bonus/performance payments; and if those priorities that are behind do not have agreed recovery plans that can be confirmed to this AGM, how can the membership be assured that trustee management of the CEO and his team is effective?

A9 *No member of the Executive Team receives any performance related payments. Each receives an annual appraisal.*

### **Page 7 - Land Management**

Q10 Do The Trustees believe the final paragraph adequately explains to the membership what took place in 2017, where the Trustees authorised the CEO recommended Ranger redundancy programme, without consultation with the membership, resulting in 80% of the involved staff losing their permanent employment with SWT, taking with them their knowledge of local habitats, their knowledge of wildlife and conservation, their general professional experience and the investment in their training over many years, resulting in disruption of the network of professionals, volunteers and the local public, leading to degraded delivery of wildlife conservation activity across Surrey?

A10 *The disclosure provided in the Trustees Report and in the notes to the accounts explains why the restructuring was undertaken the implications of it. We firmly believe that the new team will deliver wildlife conservation to a good standard on the land the Trust manages.*

Q11 With intense lobbying from volunteers & members recommending viable alternatives with funding proposals all through the first quarter of 2017, requests for a pause to the programme while they could be considered and a final request 23/02/17 for a review of the trustees decision, how does The Chairman justify his statement of 24/03/17 this was "the only viable *long term* solution"?

Note, with emphasis on *long term* there is no assurance given that restructuring costs of the redundancy programme were unavoidable this year or next. Time was available to mobilise support from members, and the concerned Surrey public typified by over 4000 petition signatures to SCC, and proposals to do this were supplied by several contributors. Note also, smaller redundancy programmes seem to have gone through in previous years on similar low key statements but this staggering loss ranks above all the others.

A11 *As explained at the AGM the background to the restructuring was the need to reduce sharply SCC's funding of the management of its estate due to its own severe and continuing financial difficulties. We consider that the ongoing financial savings presented by the redundancy programme (which will significantly reduce SCC's annual contribution going forwards) alongside the new programme to centrally plan and deliver land management services to the SCC estate in the future provided a compelling reason to implement these changes. Change is often a painful process as it was in this case but we are confident that the objectives of the restructuring will be fully met.*

Q12 Will the Chairman explain why he does not "accept that the Trust has any duty to involve members prior to making such decisions" and is unwilling to provide an audit report of the Trustees' decision or declare what alternative options were considered in detail?

Note, that view unfortunately passed over the likely benefit in this case which could have been to achieve a better outcome and to have met expectations of the membership. Having made the Trustees' decision, members intervention ensured that alternatives were known in good time to support a requested decision review (made using Charity Commission Guideline documents), and it would have been a constructive and wise course to engage with the help members were offering. It is a matter of regret that opportunity was not taken up and members

will have to form their own views on confidence in the trustees' decision, based on their experience and evidence available to them.

*A12 Council's decision to implement this restructuring was based on information which is confidential (including personal data) and as such could not be shared with members. Further, it is not really possible or fair to discuss such a matter whilst individuals are under redundancy notices. In terms of member consultation more generally perhaps you could articulate when you consider it would be required in the future and when it wouldn't and how we could effectively do that with 26,000 members. We can see no benefit of carrying out a retrospective 'audit'. Who would do it, what are the terms of reference and who would bear the cost? Also what really is the point now? As an aside most companies would expect their management to have operational authority (which would include cost saving measures and restructuring programmes such as this was) within an articulated strategy/business plan. We have introduced that strategy at the AGM for the future but we are happy to engage further with members so they understand what we are trying to achieve and what are priorities are.*

### **Page 8 Income development for the Surrey County Council Estate**

Q13 Excluding the agreed contract funding by SCC, what additional £'s figure from the total value of funds raised across the SCC estate by the team, contributed to wildlife conservation activity vs discharging the liabilities SWT have taken on for maintenance of the SCC estate infrastructure (buildings and bridges?) and facilitating events?

*A13 Excluding the costs of managing property and SCC's own contribution to the management of its estate approximately £650k was raised and spent on delivering conservation and public access and engagement responsibilities on the SCC estate.*

### **Page 12 - Financial Review**

Q14 SCC income reduced by £84k seems an easily bridgeable gap with unrestricted reserves risen by £1,142,696, even before other proposed funding options were taken into account, so can The Chairman explain why the limited bridge funding required for pause and review of the redundancy programme was refused? Was it because plans were locked in with SCC at an early date and shared governance may have prevented SWT acting as it may have wanted to, or was it refusal to spend charitable income in a holistic manner for wildlife conservation on land SWT does not own?

Note, extensive representations from members and volunteers made the point that had members been consulted it is likely they would have supported this sort of funding use regardless of land ownership and the tragedy that took place could have been preventable.

*A14 The increase in unrestricted reserves of £1,142k was largely a result of the capitalisation of the Nower Wood new build. The unrestricted net income was £25k and not enough to cover the £84k reduction in the SCC payment.*

### **Page 14 - Reserves policy**

Q15 Trustee assessment requiring a 17.1% growth in free reserves may be alarming, given the background conditions have not changed and all risks previously identified were said to be "satisfactorily" and "successfully managed during the year", so apart from inflation, what is the cause and how much is due to the reorganisation rather than external factors?

Note the stated risks are unchanged from the 2016 report. Note also the actual reserves were above target at year end, enough to part fund the pause and review activity and potentially save the £144,047 lost to redundancy pay.

*A15 The Trustees evaluate the risks facing the organisation and decide whether and what level of reserve must be held against them. The reserves target increased from £700k to £820k. The Brexit vote happened in June 2016. The potential impact on funding conservation has become clearer over the last year, particularly on the £1.1m the Trust*

*receives from agri-environmental schemes. The Trust has increased its reserves by £120k so that it can manage the potential implications of Brexit.*

#### **Page 15 - Risk Management**

Q16 What was the RAG colour designation for each of the risks when the Trustees authorised the redundancy programme to continue and what is the definition of each colour in the methodology used?

A16 *See below*

Q17 What RAG update was made for all 6 risks after it was known 80% of the staff were leaving; and was there consideration given to the potential for constructive dismissal claims to be raised around the way this programme was managed?

A17 *The risk register is reviewed at each Trustee meeting. The redundancy process was handled professionally and in accordance with employment law and the risk of constructive dismissal claims was judged to be low. The fact that no claims have been made bears this out.*

Q18 At the Royal Common and St Martha's Hill volunteer briefings, it was stated to be an accepted risk that all Rangers & staff in the Countryside Management Department may leave SWT under redundancy, so with only 80% of the staff leaving is that why it can be reported the "operational issues were successfully managed during the year" for risk number 6, or were none of the staff considered *key employees*?

Note it would seem astonishing for a business to consider the loss of 100% of experienced staff in a vital department to be an acceptable risk, and then claim their loss to have been "successfully managed during the year". Note also, those lost were engaged in direct front line delivery of the Living Landscapes, as the public face of the trust, and the Trustees were in receipt of proposals to help eliminate this risk but it is one of the factors that is refused members scrutiny at questions 11 & 12.

A18 *See answers already given above*

#### **Page 16 - Fundraising regulator**

Q19 Was SWT a subscriber to the regulator at the time of the complaint, what was the complaint and was there a financial cost to the Trust?

<https://fundraisingregulator.secure.force.com/directory?q=&c=1&l=1&sa=1&a=s&page=1>

A19 *SWT has been registered with the Fundraising Regulator since its inception and we comply with their rules. The complaint related to a member cancelling their support on the basis that they felt that we sent out too much post. There is no financial cost to the Trust beyond the cancelled membership.*

#### **Page 29 - Staff costs and numbers**

Q20 To avoid any ambiguity, can The Chairman confirm the 11 staff left as compulsory redundancies i.e. they were not just voluntarily "taking redundancy"?

A20 *The 16 roles affected were made redundant. The individuals affected were able to apply for redeployment options in the new structure and elsewhere in the Trust. In total 14 new roles were available for application and five posts were taken up by the staff whose roles were made redundant.*

Q21 Are the stated redundancy and compensation for loss of office payments the total cost, or are any other staff losses & further £'s figures to be accrued to the next reporting period, and if so how much?

*A21 One of the redeployed members of staff has since left the Trust and received a deferred redundancy payment of approximately £5,000.*

**Page 32 Fixed assets - investments**

Q22 What is the reason for SCC having a charge of £300,000 on the investment property at Beare Green?

*A22 This was entered into at the time the SCC contract was being signed. SCC's charge over the property was to give SCC security in case the Trust became insolvent and SCC had to take over the cost of managing its estate again.*

Graham Webster

- Q1 Currently your Volunteer Trainee Rangers are effectively unpaid interns. There is a Bill doing through the House of Lords at present that would restrict such unpaid internships to 4 weeks only. What plans have SWT to ensure that VTRs are paid appointments?
- A1 *Our Volunteer Trainee Rangers join us on an agreed training and work experience arrangement – they are unpaid but they do receive considerable training both through accredited courses and on the job as well as travel expenses. If the employment law changes, we will of course always comply and would assess the impact of those changes on the Trust.*
- Q2 With possible car park charges being introduced at a number of sites managed by SWT (eg Chobham, Wisley, Ockham), what representations are being made to Surrey County Council to ensure volunteers will be excused these parking charges when on work parties at those sites (on behalf of SCC!!)?
- A2 *'SCC has told us that volunteers will be able to park for free when taking part in a work party'*
- Q3 What are the relative volunteer person-hours on countryside work parties after the countryside restructuring compared with, say, a year ago?
- A3 *1,001 volunteer days between June and Oct 16. 641 volunteer days between June – October 2017.*

## Clive Inwood

Q1 How have the members donations of £1.107k been spent between the key 2026/17 objectives shown below ?

Notes: *We strive to encourage others to share our belief in the value of nature through proactive example and engaging education.*

*We are passionately protecting and restoring wildlife habitats, both in the countryside and urban green spaces.*

A1 *Income from members after deducting the costs of acquiring and managing membership was £740k. Approximately two-thirds of this is used to fund programmes to protect and restore wildlife whilst approximately one third is used to fund education*

Q2 Using the headings on item 7 of the Report & Accounts notes, could your team provide an analysis of expenditure on the trust's own sites. (shown on item 14.)

A2 *Total spend £224,000. Of which £207k is spent on direct costs of site management and £29k (14%) is spent on support costs.*

Q3 Does the board hold a strategic view on how the increased revenue derived from the members fees (£1.107k) & donations (£585k) should be expended and, if so, how the use of that expenditure differ from that associated with income from other sources eg non membership?

A3 *Yes it does.*

*With each strategic plan and annual budget the Trustees evaluate which activities and projects will make the most impact for the mission. The funding of those activities is also considered, where possible we will fund-raise directly or charge fees for those activities. Where we cannot they will be funded from unrestricted income.*

*The Trust aims to grow income from unrestricted sources including membership and it will continue to be used to support the core mission of wildlife conservation and education.*

*Many other sources of income are required to be spent for a specific purpose – such as the income earned on the SCC estate. Whilst we will aim to grow these sources they will continue to be spent for their designated purposes.*

*The growth in voluntary income comes from donations. We have been very successful at persuading supporters to give to our mission. The majority of donations are raised to fund specific projects – many of which are restricted fund projects. We are highly focussed on raising more funds for wildlife and education projects from donors.*