

## **SURREY WILDLIFE TRUST**

### **Minutes of the Annual General Meeting held at 10 am on Saturday 11 November 2017 at the University of Surrey Management School, Guildford**

#### **Present**

120 Trust members  
Trust staff

#### **Trustees In Attendance**

Chris Wilkinson, Chairman  
Nick Baxter  
Mark Slater  
Peter Smith  
Gordon Vincent  
Meryl Wingfield

#### **Trustees Proposed for Election in Attendance**

Gerry Bacon  
Chris Howard  
Matthew Stanton  
Pam Whyman

#### **Trustees Absent**

Mary Adler  
Shirley Scott

#### **Trustees Proposed for Election Absent**

Andrew Beattie

### **1 Welcome and apologies for absence**

The Chairman opened the meeting by welcoming attendees and giving an overview of proceedings. He then introduced each of the Trustees present in turn.

Apologies for absence had been received from Shirley Scott, Mary Adler, Andrew Beattie.

### **2 Minutes of last meeting**

The Minutes of the last AGM on 12 November 2016 were agreed as an accurate record and there were no matters arising. An ordinary resolution to approve the minutes as an accurate record of the last AGM was proposed and seconded from the floor and passed on a show of hands.

### **3 Resolutions to Elect/Re-elect Trustees as Members of Council**

The Chairman explained that Trustees were able to serve a maximum of 9 years in 3 x 3 year terms. Four Trustees were standing down this year: Ron Pritchard (former Chairman), Adam Curtis, Mary Adler MBE and Sue Rooke (Treasurer). They had served a total of 41 years between them and the Chairman thanked them warmly for their commitment and contribution to Council during that time.

Re-election of Trustees: As he was the subject of this resolution, the Chairman stepped aside as chair for this item and Sue Rooke took the chair. Two Trustees were proposed for re-election. The first, an ordinary resolution to re-elect Chris Wilkinson, was proposed and seconded from the floor and duly passed on a show of hands with two objections. The second, an ordinary resolution to re-elect Gordon Vincent, was proposed and seconded from the floor and was duly passed on a show of hands with no-one against. Chris Wilkinson returned to the chair.

Election of new Trustees: Five new Trustees had been co-opted during the year and were now proposed for election: Andrew Beattie, Gerry Bacon, Christine Howard, Matthew Stanton and Pam Whyman. Pam had retired as a Trustee 2 years previously and had been invited to return. Martin Walsh drew the meeting's attention to a point of order on Article 29 which appeared to state that prospective Trustees standing for election should be announced between 7-28 days before the AGM. The Chairman did not have a copy of the Articles and was not sure whether this point was valid and said it would be looked into afterwards. However, absent any clarity now, the Chairman decided the meeting should proceed as planned on this point. Accordingly, the Chairman asked if there was any objection to a single resolution to appoint all five trustees. As none was raised, a single ordinary resolution to elect all five said Trustees was proposed and seconded from the floor and duly passed on a show of hands. *However, subsequent to the meeting it was verified that this resolution was invalid and does not stand.*

#### **4 Resolution to reappoint the auditors and authorise Council to agree their remuneration**

The Chairman then explained that the next item was an ordinary resolution to re-elect the Auditors, Menzies, for the coming year and to authorise the Trustees to agree their remuneration. An ordinary resolution to this effect was then proposed and seconded from the floor and duly passed on a show of hands, with none against.

#### **5 To receive and consider the councils report, financial statements & auditors report**

The Chairman then introduced Sue Rooke, Treasurer and Roger Wild, Finance Director.

Sue Rooke advised that the accounts had been considered in detail by the Finance Committee in conjunction with the Auditors and had been prepared in compliance with UK accounting standards, the Charities SORP 2015 and Companies Act 2006. Only 2 minor points had been raised regarding internal control systems and the Auditors had given a clean Audit Report. On that basis the Accounts had been approved at a full Council meeting and were now available on the Trust's website and at the Charity Commission.

Roger Wild made a statement to members for the year ending 31 March 2017:

- A mission of the Trust was to conserve and educate on the value of nature. 98% of SSSIs were now in favourable condition or recovering but, across the rest of Surrey, a third of species were extinct or in danger of extinction and it was a big challenge to reverse this.
- There was a substantial financial challenge. Monies were raised from members, trading activities and education, with a third coming from local authority funding and Government Agri-environmental grants. These grants were under threat, with public sector funding cuts and Brexit affecting their reliability in the future. The Trust had to be financially sustainable for the long term, with managed costs, new sources of income and reserves.
- Over an 18 month period a sum in excess of £1m had been raised to rebuild Nower Wood.
- Income generation activities had raised £1.3m – an increase of 21% over the previous year.
- 1 in 40 of the population of Surrey were members of the Trust. Their memberships provided unrestricted income with 2/3<sup>rd</sup> of the income after costs going to conservation and the remainder to education.
- Total income was approximately £5.5m. The approximate breakdown: £1.1m from membership, over £700,000 from fundraising, £440,000 from planning and conservation activities and £172,000 from education. £835,000 was achieved from property management

and the sawmill which, were raised on the SCC estate, was used to support the SCC contract. Land management raised £2.2m from grazing, woodland, trading activities, the contribution from SCC to manage its estate and agri-environmental grants. These grants would change post Brexit but lobbying was underway to ensure the Government had conservation at the heart of their policies.

- The Trust would continue to invest in activities which helped to deliver the mission such as offering ecological best practice and conservation grazing to improve habitat.

**Expenditure:**

- The Land Management team managed c.8,000 hectares through a combination of staff, specialist contractors, grazing, and volunteers. The team was responsible for encouraging public access and ensuring safety, with around £2.7m spent on this last year - £224,000 on the Trust's own land.
- The conservation team delivered mission and, working with the Surrey Nature Partnership, had delivered 'The State of Surrey's Nature'. The ecological consultancy and planning advice teams had commented on over 900 planning applications. They also had worked on the Wey and Mole River Catchment Partnerships. £607,000 was spent on these programmes with £449,000 funded from fees and grants and the remainder through membership and other sources of unrestricted income.
- Almost 10,000 adults and children had benefitted from education through the year. Teachers were being trained in Forest Schools training, with SWT now the leading trainers.
- The membership and fundraising teams had achieved £1.8m income through recruiting and retaining members, appeals, and the Surrey Nature magazine.

**SCC Estate:**

- The SCC estate of 3350 hectares accounted for 40% of the land the Trust managed. This included £675,000 from SCC for the year, plus other income, all of which was spent on the estate to deliver the mission or help generate income. The finances of the estate were ring-fenced. The total income of the SCC estate was £2.1m.
- An extra £51,000 had been fundraised for habitat and improvements across the estate.
- Due to cuts in Central Government funding, SCC had to focus on statutory services so SWT had been working with them to identify ways to reduce their contribution and make the estate self-financing for the long term. This had meant a very difficult restructure of the 16 roles in the land management team which led to 11 redundancies. There was now a smaller team of 10 staff in more focussed roles.

**Summary:**

- The out-turn for 2016-17 was £5.5m income with £5.04m expenditure. The unrestricted fund surplus was £25,000 which would be spent on charitable activities. A surplus of £474,000 was made in the restricted fund.
- It was important that the charity held sufficient free reserves to meet commitments in case of increased costs or a drop in income, so a target of £820,000 had been set. The actual amount of free reserves was £741,000 but it was expected to meet the target by 2019.
- Reversing the decline in Surrey's nature was a long term aim which would take commitment. It was vital that the Trust remained in good financial health and would continue to invest in income generating activities to be able to achieve its mission.

Questions were then taken from the floor. These are detailed in the Appendix.

**6 Award of honorary memberships**

The appointment of 3 Honorary Members had been previously approved by Council. Sarah Jane Chimbwandira, Director of Biodiversity, read a short statement on each nominee's contributions to SWT and they were presented with a Certificate. The new Honorary Members are:

- Janet Baker
- John Edwards
- John Hawkins

**7 Close of formal meeting**

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



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Chairman

## **APPENDIX**

### **QUESTIONS**

A number of advance questions had been received, the main theme of which queried the purpose, process and long term consequences of the restructuring. This included a list of 22 questions from Martin Walsh which covered a variety of subjects. It was confirmed that these questions would be answered in full in writing and both the questions and responses would be published on the SWT website. The Chairman advised that the decision to carry out the restructuring was not taken lightly and had been the subject of considerable discussion within Council. Those affected had been colleagues and friends for many years and it had been a difficult process. The resulting significant financial savings would contribute towards making the SCC Countryside Estate financially self-sustaining for the long-term. It was expected that, as it settled in, the new structure would deliver effective conservation on the SCC estate. It was regretted that it had not been possible to consult with members before the restructuring took place, but that would have been impractical.

#### **Questions received from Graham Webster:**

*Q. Currently your Volunteer Trainee Rangers are effectively unpaid interns. There is a Bill going 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?*

A. 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.

*Q. 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!!)?*

A. SCC has told us that volunteers will be able to park for free when taking part in a work party.

*Q. What are the relative volunteer person-hours on countryside work parties after the countryside restructuring compared with, say, a year ago?*

A. 1,001 volunteer days between June and Oct 16. 641 volunteer days between June – October 2017.

#### **Questions received from Clive Inwood:**

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

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.

A. 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

Q. *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)*

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

Q. *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 e.g. non membership?*

A. 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.

#### **Questions received from the floor:**

Q. *Clarification was requested of the difference between the position of Treasurer and Director of Finance.*

A. The Treasurer was an unpaid Trustee, the Director of Finance was a paid employee.

Q. *Clarification was requested on whether membership fees were used for land management expenditure.*

A. Membership income supported core mission activities and the delivery of conservation on the reserves.

Q. *SWT had a 50 year contract to manage SCC's estate for an annual payment, so surely SCC had broken their contract?*

A. The Trust had entered into a contract with SCC in 2002 which provided for them to pay the Trust for management services. This was an annual figure based on a financial formula. About three years ago SCC explained that, due to cuts from Central Government, they had significant shortfalls to find and asked the Trust to consider moving to a situation where the estate which SWT managed could become self-financing and asked SWT to work with them to find ways to generate income to enable that to happen. The Trust could have refused, but that was likely to have resulted in the contract being terminated, so SWT took the pragmatic view that working together with SCC on a long term basis was in the best interest of all concerned including, most importantly, Surrey's wildlife. SWT felt that it was the organisation best placed to look after the SCC estate and its wildlife, so it had worked constructively with them and a plan had been agreed which, over time, would seek to reduce SCC's payments to SWT for its management services to £0.

Reply *This was seen to be at the expense of losing Rangers and it was hard to see how charging for car parking could meet SWT's mission objectives.*

A. There were car parking charges in many parts of the country and these were a way to raise money in order to look after the countryside. It was appreciated that the charges were unpopular but there was a need to look long term at the best interests of the countryside and the wildlife of Surrey.

Q. *Why was the situation regarding SCC breaking their contractual agreement not shared at the AGM in 2016? Did SWT have anything further to share with members now?*

A. No one had sought to conceal the situation and the contract had not been broken – the Trust had simply agreed to work with SCC over the last 2/3 years in good faith and in recognition of the fact that maintenance of the estate could no longer be funded from public finances. Our view was that a self-financing SCC countryside was, absent any other form of public funding, in the long term best interest of everyone in Surrey and its wildlife.

Q. *There had been a significant reduction in volunteer numbers which reflected the breakdown in trust of core volunteers since the reorganisation, so the financial impact must be far more than was saved. What was the organisation going to do to repair the loss of trust?*

A. The restructure had been very painful, but it had been carried out for the right reasons, i.e. to reduce the ongoing public subsidy and enable SWT to continue to be able to manage SCC's land. The volunteer programme had been temporarily suspended, but the new team were very good and the new Volunteer Leaders were working well. Volunteers were very important and if there was a lack of trust there was a need to better understand this and gain back the support. It was acknowledged there were personal connections. A new volunteer consultation was underway to see what volunteers wanted, how this could be supported and how they could be more involved in the Trust. Only the conservation volunteers were included in the numbers, but other volunteers also worked in different areas across the whole organisation. SWT hoped the consultation would be available at the end of November online and via work parties, and was looking at how to rebuild the trust with volunteers and work towards a common goal.

Q. *SWT had been working with SCC at Newlands Corner to place play structures in woodland near endangered species and hold commercial activities without appropriate permission ie commons consent. Is this not a breach of trust or at least a serious conflict of interest. Did the Trust agree it was time for a serious review of strategy and if not, why not?*

A. The Chairman disagreed with this interpretation and had already written to the questioner when she had raised similar concerns before. Firstly, there was legislation to protect endangered species and that, together with any required procedures, would be fully complied with before any such play trails would have been introduced. On the second point, Commons Consent was an unusual area of law which was subject to differing legal interpretations but it appeared that some activities which were fixed or long term may require such consent. The Trust had not deliberately sought to break the law, and indeed had asked SCC Legal Dept for advice on this matter in the past, but it appeared that might not have been correct and SWT were looking into this further. The sale of Christmas trees in the past had not raised complaints. Going forwards, if it was thought that any event required consent, the Trust would certainly seek to obtain it.

*Reply Sally Blake had received confirmation from the Department of the Environment that, at events where any structures were erected, e.g. cabins/fences, consent should be requested.*

A. The Chairman confirmed that, if consent was not sought in the past, it was because the Trust did not think it was necessary but mistakes could have been made; consent would definitely be sought in future where it was thought to be required. The Trust managed Newlands Corner for SCC who operated under an access agreement from the landowners, the Albury

Estate. SWT managed the car park and facilities around that area, but did not have responsibility for running the estate. It was acknowledged that the public cared about Newlands Corner. SCC and the Albury Estate were discussing car parking charges and the outcome would be their decision. Any income generated by SCC would be used to offset SCC's contribution towards the maintenance of its countryside estate.

*Reply Sally Blake was also concerned about Chobham Common and the fact that the woodlands at Newlands Corner had been declared one of the most important woodlands in Western Europe, including the area where the play structures had been planned.*

A. It was confirmed that Surrey Wildlife Trust would not knowingly contravene any laws or take any actions which would contravene any legislation to protect endangered species.

*Q Having attended the Nower Wood open day, the dedication of volunteers and staff was magnificent and looked hopeful for the future. The appeal letter this year, however, referred to reversing the poor management of woods - were they SWT or SCC estate woods? Where was it planned to spend the appeal money? Also there was a reference to a £2000 donation to plant hedgerow being generous, but no such reference to the £200 to help the decline in nature, but this was also a generous gift – could more care be taken in the wording? With the new technologies available, was the Trust planning to use drones, eg to find nesting sites?*

A. Drones had already been used to map some sites but more may be done in the future as they had great potential. Regarding woodland management, 23% of Surrey was woodland [3,825 ha], with SWT managing 5% of this area [191 ha]. Most of the woodland managed by SWT was owned by SCC – some areas were well managed, but others had not been managed properly for the past 50-100 years and were overgrown. Work was now underway to put the right management in place and allow access to the public. Regarding fundraising, £200 was indeed seen as generous and the support of members from the appeals was vital and allowed the Trust to do its work.