

SURREY WILDLIFE TRUST

Minutes of the Annual General Meeting held at 10.00am on Saturday 9 November 2019 at Denbies Wine Estate, Dorking

Present

128 Trust members
Trust staff

Trustees Present

Chris Wilkinson, Chairman
Gerry Bacon
Nick Baxter
Chris Howard
Ian Smith
Angela Swarbrick
Gordon Vincent
Pam Whyman

Trustees Proposed for Election in Attendance

Mark Turner
Peter Sutton

Trustees Proposed for Re-election in Attendance

Peter Smith

Trustees Resigning not in attendance

Matthew Stanton
Meryl Wingfield

1 Welcome and apologies for absence

The Chairman opened the meeting by welcoming Members and giving an overview of proceedings. He announced that he would be resigning as a Trustee and Chairman after the AGM. He then introduced each of the Trustees present in turn.

Apologies had been received from two Trustees: Andrew Beattie and Jason Gaskell.

2 Minutes of last meeting and matters arising

The Minutes of the last AGM in November 2018 were put forward for agreement having been provided to Members via the SWT website and in the pack available at the meeting. The minutes 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 duly carried unanimously by 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 terms of 3 years each.

Re-election of Trustees: One Trustee was proposed for re-election. An ordinary resolution to re-elect Peter Smith was proposed and seconded from the floor and carried unanimously by a show of hands.

Election of new Trustees: Two new Trustees had been co-opted during the year and were now proposed for election: Mark Turner and Peter Sutton.

A resolution to elect Peter Sutton was proposed and seconded from the floor and carried unanimously. A resolution to elect Mark Turner was proposed and seconded from the floor and carried unanimously. Peter Sutton and Mark Turner were therefore duly elected to the Board of Trustees.

4 To receive and consider the Council's report, financial statements & auditors report

Gerry Bacon introduced himself as Treasurer and explained that all Trustees were unpaid volunteers with the responsibility to over view the Trust's business strategy, and ensure management and staff execute the Trust's strategy. Trustees were legally responsible for the hiring of the Auditors who reported to Members and for the Annual Report and Accounts produced by Roger Wild (Director of Finance) and his team. The past year's Accounts had been found to be correct with no material errors. A surplus of 2.7% of turnover of c.£174k had been generated (up from 2.2% last year) and the business strategy reset in April 2018 to support the recovery of Surrey's nature. Risks had also been reviewed. A property had been sold for which the proceeds would support the Trust's risk management strategy during the coming year.

Gerry Bacon then introduced Roger Wild, Director of Finance, who provided a short summary of the Trust's finances for 2018/19 and its mission to conserve wildlife and provide education:

Introduction/Overview

- The Trust had a 50 year vision for living landscapes, and income from memberships, agri-environmental grants and donations were essential to fund the mission for the long-term.
- Investments had been made in activities that generated income and were mission related, eg conservation grazing programmes and advice on ecology best practice.
- Due to the investments and substantial legacies received, income grew to £6.4m enabling the Trust to expand conservation and educational programmes in the year and carry out essential roof repairs at the Pirbright office, with expenditure of £6.2m. The surplus of £174k would be used to kick start future mission programmes.

Income and Expenditure

- 1 in 50 of Surrey's population were members which brought in £1.1m a year and, £730k donations were received which together made an enormous contribution to improving habitat and education.
- £587k was spent on membership acquisition and services and appeals.

Conservation and Land Management

- £3.0m was generated to support conservation and land management work (including on the MoD and SCC estates). This included grants of £1.6m, SCC's payment of £425k towards the cost of managing its Countryside Estate and £1m from activities including ecological and planning advice and grazing. Much of this income directly delivered mission, eg the conservation grazing team earned fees by improving their client's habitat.

- £3.5m was spent enabling conservation on some of the most important habitats, such as Ockham and Wisley SSSI which was now in favourable condition after many years of hard work by the conservation team and volunteers.
- The Ecology Services team had advised more people than ever before in ecological best practice.
- The Trust had worked closely with other landowners and partners, eg Riversearch staff and volunteers had worked with the Environment Agency improving river quality around the county, improving habitat and water quality on the Pippbrook and Tillingbourne rivers.

Education and Engagement

- 13.5k adults and children had benefitted from education programmes this year, and this had now expanded to children with disabilities and special educational needs. This was one of the greatest outcomes of the modern education centre at Nower Wood.
- The first ever Youth Summit had been a great success, inspiring young people to become ambassadors for nature.
- Providing this education work cost £852k. £258k of this was covered by fees earned and the remainder by membership and other sources of income.

Property, Sawmill and Other

- Income earned from property, sawmill and other trading largely related to the SCC estate and was ring-fenced to support the SCC estate where earned on it.
- On the SCC estate there was income of £2.1m including the above income and grants. This funded conservation, engagement and access and income generation.

Financial Reserves

- There was £1.1m unrestricted cash at 31 March 2019 which was a more secure position than in previous years. It included funds set aside for kick-starting new projects in the strategic plan. Importantly, together with the Trust's bank facilities, it ensured the Trust would have sufficient funds to manage the highly variable cash flow of the Trust and help manage uncertainty around Brexit.

Questions were taken from the floor:

Q *Had climate change been identified as a risk?*

A Sarah Jane Chimbwandira (CEO) advised that the Management Team and Trustees were working to identify the key areas of climate change risks and mitigate against them. There were 2 separate aspects of risk – one for the organisation and one for the biodiversity mission. A motion on climate change would be put to Members at this meeting to look at mitigation and adaptation, identify risks and identify opportunities to pursue through nature based solutions.

Q *What would the net financial effect be on the Trust because of the revised agreement with SCC and delivery of public access/services?*

A The benefits would primarily be that both parties would be able to focus on the things they did best. It would enable the Trust to focus much more on conservation activities and avoid recent issues encountered when it was diverted into trying to find ways to help make the SCC estate financially sustainable. The Trust would feel more comfortable investing charitable funds into that estate but would not expect a significant financial impact; in fact,

the financial risks should be less and would reduce due to no longer being involved in pensions or property concerns.

Q *What % of income relied on agri-environmental grants and what % of these were at risk when Britain leaves the EU?*

A £1.6m from a total of £6.4m would be affected, so roughly 25%. This included £1.5m of EU funded grants and the single farm payments, which would change. This did pose a risk but it was being managed through the Trust's risk management approach. James Adler (Director of Biodiversity) was working with Defra to define new grant schemes, some of which appeared more focussed on the public good, providing conservation benefits rather than farm subsidies. Details were still to be decided but the direction of travel felt better for conservation. Surrey Wildlife Trust was lobbying along with other Trusts and The Wildlife Trust in support of the 25 year Environment bill.

5. Resolution to reappoint the auditors and authorise Council to agree their remuneration

The ordinary resolution to re-elect the Auditors, Menzies, for the coming year and to authorise the Trustees to agree their remuneration was proposed and seconded from the floor and carried unanimously by a show of hands.

6. Climate Change Motion

Sarah Jane Chimbwandira, CEO, presented the motion. The Trust had been contacted by a Member who was concerned about climate change; the Trust wished to respond to their request and to also put a motion to Members at the AGM. Climate change was not the Trust's expertise but biodiversity was at threat so the Trust did have a role; however, climate change was a complex problem and it was important the Trust did not divert from its mission but work with others to address the issues. SCC and District and Borough Councils had already declared climate emergencies.

Activities the Trust were currently undertaking were:

1. Defining Policies around how climate change impacted the biodiversity mission. This would include some challenging discussions, eg the drive to plant trees could conflict with the mission if they wished to plant the trees on protected land.
2. Looking at operational practices internally to minimise climate change. Progress could be reported back at the AGM in 2020.
3. Setting up a Sustainability Working Party to look at all operations of the Trust to ensure its carbon footprint was as low as possible, eg reviewing the fleet, buildings etc.
4. Advocacy work – this was hugely important. SJC was a member of the Surrey Climate Change Commission Steering Group and was working with the SCC Green Futures Campaign.
5. A lecture was taking place at Nower Wood on 24 November which was available to all members to attend and Member's personal expertise would be welcomed.

A show of hands was called as a non-binding indication of whether Members were happy in principle for the Trust to undertake these activities. The motion was passed unanimously.

6 Award of honorary memberships

The Trustees had awarded 2 Honorary Memberships, recognising the valuable contribution made by volunteers. Sarah Jane Chimbwandira read a short statement on each nominee's contributions to the Trust. The Honorary members awarded were:

- Brian Austin
- Ann Sankey

7 Close of formal meeting

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

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Chairman

APPENDIX - AGM 2019

Questions from Martin Walsh regarding the Trustees Report and Account 2019:

- 1) Has the new 'fundraising agency' and other activities (page 7) and partnering with the new 'membership recruitment agency' (page 11), ensured the 1,700 new *members* are aware of the legal undertaking applicable to all members at Memorandum 7?

A) The agency does not do this. The £1 guarantee on winding-up would be considered a minimal sum by members and very unlikely to ever be something they have to pay. Also, in the extremely unlikely event the Trust was wound up the liquidators would be very unlikely to try to claim that sum as the costs of doing so would far out-weigh the cash received.

We will however point new members to our website and the Articles of Association so that they can read the constitution at their leisure.

- 2) At page 33 what roles were the 3 redundancies and were they compulsory? Were the three ex-gratia termination payments the same staff, or were there a further three job losses on transfer of the membership recruitment function to the new fund raising and membership recruitment agency?

A) The three redundant roles were two members of TLT, which were compulsory, and the manager of the membership recruitment team which was not. The ex-gratia payments related to the first two staff. An additional ex-gratia payment was made to another member of staff to shorten their notice period which yielded operational benefits and a net cash saving.