



MINUTES of the seventh Annual General Meeting of the Botanical Society of Britain and Ireland (BSBI) held at 12.30p.m. on Saturday 21 November 2020 as an electronic meeting (because of Covid-19 restrictions).

### **1 Chair's welcome, opening remarks and apologies**

Chris Miles, the Board of Trustees Chair, introduced himself and explained why the meeting was being held electronically. He outlined how the meeting would work, including the use of a polling system for voting, chat box for questions and comments, and introduced two other Trustees who would take part in the meeting;

Paul Bisson who would present the Annual Accounts, and

Steve Gater, Hon. Gen./Company Secretary, who would take minutes of the meeting.

He thanked to all those involved in organising and hosting this year's Annual Exhibition Meeting and AGM.

114 attendees joined the AGM, 2 submitted proxy votes. The meeting was quorate.

Apologies for absence were received from Alastair Fitter, Robin Walls, Ron Youngman

### **2 Approval of the Minutes of the last AGM**

Copy was sent to all members in September and were available online.

*A motion to approve the minutes of the sixth AGM of the BSBI held on 23 November 2019 was proposed by Mick Crawley, seconded by Terry Swainbank and approved by members (72 for, 0 against, 11 abstained).* The Chair was authorised to sign the minutes as a true record of the proceedings. The signed minutes are available at: <https://bsbi.org/annual-general-meeting>

### **3 Annual Review.**

Copy of the Annual Review of the Botanical Society of Britain and Ireland covering the year to 31 March 2019 was available online and hard copy had been posted to members. The Chair said this was an excellent summary and thanked Louise Marsh, BSBI's Communications Officer, and Julie Etherington, Finance Officer, for producing the Annual Review and all others who had contributed.

Our single biggest achievement was probably to complete Atlas recording and record verification. In the final year 6m records were entered into the BSBI database. Over 48m have been collected since 2000. Work is underway by staff and volunteers to write species accounts and bring together the Atlas that we expect to see published in 2022. A consultation on what projects could follow Atlas 2020 was led by Council and Records and Research Committee members and that sets out a range of opportunities we can consider going forward. In 2020 we did not initiate any new national projects. To some extent these depend on having the resources to develop and support them while staff are tied up with Atlas among other things. However the Country Committees have been asked to consider things they might encourage their VCRs and local groups to undertake at a Country level.

The key ongoing national project we are committed to is the National Plant Monitoring Scheme though of course this year's work will have been curtailed. In 2019 BSBI teamed up with Coventry University to launch Plant Alert, looking out for which garden plants may become the next problem invasive species. The New Year Plant Hunt in January 2020 attracted 1700 plant hunters, the highest yet.

It is really important that we continue to offer support for training and learning. We can offer small grants to support those undertaking training, attending conferences or doing research and those in receipt of these provide reports or posters for the web site or conferences. FISCs continue to be in demand as an industry standard and we are looking at how to develop this securely into the future. The range of field and training meetings continues to grow. There were 35 nationally organised field meetings and hundreds of local meetings in 2019. Importantly they are targeted at all levels of skill. Accounts of many of these are published in the year book or on web pages. Obviously one of the major casualties this year have been our centrally organised meetings. As a counter to this there are some great online training resources. He also noted that many training and learning opportunities are organised at Country level and through local groups which greatly extends our reach.

As well as our fantastic science and training we need to be sure that BSBI is better known. We do this through our media work and publications. So the website continues to attract more page views, nearly 380k to March 2020, a growth of 14%. The Twitter account has grown 22% to 28.5k followers. Our publications remain important means of communicating the results of our recording, knowledge and scientific analysis. Grassland Plants, Gentians, Hawkweeds of SE England and the 2<sup>nd</sup> edition of the Vegetative Key appeared in the last 12 months. The BSBI News and British and Irish Botany continue to keep members abreast of the latest news and scientific work.

Since March 2020 Trustees have had to meet via zoom and maintain BSBI's business and ensure our staff could continue to function with all the restrictions thrown at them. I and the Board are grateful for the staff's fortitude and flexibility to maintain momentum. Some important business was able to be completed as it had reached an advanced stage. It was good to be able to issue the VCR guidelines and BSBI's conservation policy. Obviously we went into lockdown in March. Trustees had to decide how BSBI responded to that and that led to the decision that we could not depart from Government advice. This devastated the planned meetings and events programme and Trustees have had to keep abreast of the changing guidance and how it differs in the different countries. As we will see we were also able to complete our new Strategy and to recommend governance changes that will help the organisation meet the challenges we face over the next few years. No questions were asked.

#### **4 Annual Report and Accounts**

The Chair invited Paul Bisson to present the Annual Report and Accounts of the BSBI for the year ended 31 March 2019. These had been prepared by Julie Etherington and had been examined by WMT LLP, BSBI's Independent Examiners. This document had been posted to members and on the BSBI website.

Paul Bisson introduced himself as a Trustee and a member of the Investment Committee, a sub-committee of the Board which meets twice a year, and which also meets our Investment Managers, Brewin Dolphin, once a year to monitor our investments and to ensure we are getting the best we can from our holdings. He explained that Susanna Reece had stepped down as Honorary Treasurer for personal reasons and thanked her for everything she had done and achieved.

For this presentation he used the Accounts as laid out in the Annual Review, as it is easier and clearer than the detailed accounts we must present in the Annual Report. The Society made a net operating deficit of £43,739, but that includes a £19,000 deficit which represents net expenditure on BSBI's Restricted Funds; largely the Heritage Lottery Fund grant expenditure incurred before BSBI was eligible to claim the associated grant in this current financial year, so the figure of £24,638 is the one to look at. This happily continues the trend over the past 6 years as we continue to reduce the operating deficit from £178,000 in 2015. Even with the effects of Covid-19 this year, given our new strategic plan and income diversification strategy, we would hope to have eliminated the annual deficit entirely by March 2022. He noted losses on our investments last financial year amounting to over £105,000, largely due to market volatility as Covid-19 bit deep into the economy, and immediately affected the perceived viability of many companies. This caused a tumble in investor confidence and

stock market valuations worldwide and the resultant losses had to be reported here. The good news is that this damage was short-lived and the value of our investments has bounced back strongly.

With a coronavirus vaccine seemingly just around the corner and an anticipated greater stability in the stock market as a result of the US elections, it is hoped this improvement will continue. The drop last March has not affect the Board's chosen policy of requiring BSBI to hold at least £500,000 in financial reserves in order to remain financially robust, but it will reduce this year's income from investments by around 25% and we are continuing to monitor this under expert guidance from our Investment Managers, Brewin Dolphin. Trustees instructed Brewin Dolphin during the year to rebalance our portfolio more in line with the ethical policy on investments agreed by the Board, so as better to reflect our values and principles. Core grants from statutory bodies continue to come under pressure. Of the £125,000 of Voluntary Income, £24,000 was from Heritage Lottery Fund, as part of the 3-year £60,000 total grant under its Resilient Heritage Initiative. That means that there was around a 10% decrease from 2019 when we received nearly £111,000 which included several one-off grants from charitable trusts; a source that fell away a little in 2019/20. We also think that over the next few years, government could well scale back their grant-in-aid right across the board, and we will keep a close eye on developments and opportunities.

BSBI raised £143,324 in subscriptions and donations: of that figure, memberships (+ Gift Aid) accounted for just under £97,000, which shows a continuing increase in membership numbers. Membership was 2560 in March 2016, in March 2020 it rose to 2,868 and at the end of September this year it stood at 3,122 – an increase of +4.5% at the same point last year. He recalled that subscription rates went up in January 2020, but this did not seem to have affected membership numbers – on the contrary, it is evidence that even with the increases, membership remains affordable and so fulfils our charitable objective to be open and accessible to everyone and we are delighted to see this happening

Finally, as we look towards the future, we are putting in place the first steps of the strategic plan, including the recruitment of a Fundraising Manager – which is taking place right now. We hope to appoint in December and for the successful candidate to take up their post by February. Fundraising is absolutely key to diversifying our sources of income on a sustainable basis, and the new Fundraising Manager will be tasked, to start with, with increasing memberships and individual giving. Also, maximising income from grant-making trusts and foundations, leading on greater synergies with corporate partners, and the establishment of a legacy programme. There are exciting times ahead for BSBI, and the Board invites all members at the AGM to adopt the Annual Report and Accounts for the year ending 31 March 2019.

Questions.

Why does the slide show the 2019 deficit as £33k, but only £3k in the Annual review? A. This is a feature of reporting, the larger figure includes £xx from The HFL grant. Essentially the totals are the same, but shown differently.

Are all investments in FTSE 100 companies, or more broadly in UK companies. Should we have a more global outlook?

A. We do have a global outlook, with c30% of investments overseas and an exposure to North American compnaies of c20%. The slide doesn't show this.

Comments said that the growth in membership was fantastic.

***A motion to approve the Annual Report and Accounts to 31 March 2019 was proposed by Chris Metherell, seconded by Mary Dean and approved by members (85 for, 0 against, 3 abstained).***

## **5 Independent Examiners / Auditors**

By reference to company and charity law, and BSBI's Articles of Association, an audit of the 31 March 2021 Annual Report and Accounts will be required if it is requested by the members or Trustees, or if the Society's gross income for the year or its net assets at the year-end, exceed statutory thresholds. Trustees proposed the re-appointment of WMT LLP of St Albans as Independent Examiner

or Auditor, whichever is required. The Trustees also sought approval to fix WMT's remuneration for this role.

***A motion For the Board of Trustees to approve the re-appointment of WMT LLP and to fix WMT's remuneration was proposed by Mary Dean, seconded by Robin Marrs and approved by members (81 for, 0 against, 10 abstained).***

## **6. Proposed changes to the BSBI Articles of Association**

Chris Miles explained that over the last couple of years BSBI received a grant from the HLF to enable us to work with professionals to organise our thinking and develop our plans for the future. In June the Board approved the Strategy that emerged from this and hoped that members looked at it on the web site. It has 3 goals. Firstly Growing and sustaining our botanical community through events and training. He had already mentioned how diverse and how many opportunities we offer. We want everyone who comes to us to enjoy wild plants and grow their skills to the level that suits them. Secondly Building our data and its use in Science and Policy. We will continue to focus on collecting scientifically valuable data, support those with the tools to do so and maintain our database. We will make sure that data are used to monitor change and conserve our flora. Thirdly Communicating a passion for plants. We will continue to widen our reach through social media and publications and find ways for people to contribute to our work. We will make sure BSBI and its important work is more widely known.

There is much more detail in the strategy and this will set the direction of travel for the next 5 years at least. Alongside the Strategy we looked at how we run the Society and how to best ensure we can realise the ambitions set out in the Strategy. We have concluded we need to make some changes to our governance structure to improve our organisation, clarify procedure and processes and maximise our decision making. There are a significant number of governance improvements for the Board to undertake and these will roll out over the next few years. But the most significant changes right now are to rationalise the Standing Committees to match the three Goals and to remove Council from the structure. Since 2014 Council has been advisory to the Board. Trustees propose that Council is removed from the Structure and that the Standing and Country Committees have a direct working relationship with the Board. This also means Publications Committee's work is embedded in the Science and Data, Skills and Training and Communications and Engagement Committees. We have discussed this with the President, Committee Chairs and Council over the summer and tried to ensure anyone who is on Publications Committee or on Council has a role on another committee. All have agreed that the changes are logical and will help BSBI move forward. There are answers to many of the likely questions about this on the Strategy webpage.

At this stage I would like to say on behalf of the Board and the President that we are extremely grateful to the work done by those who have sat on Council and Publications Committee over the years and for their understanding and acceptance of the changes proposed. Their work continues in the new structure. The President's role and existence of the Standing Committees is allowed for in other Articles and we will amend our Standing Orders to set out clearly roles and responsibilities. These are significant changes to BSBI structures and have consequently been the subject of discussion for some time. The Articles are the governing document for BSBI and making changes to them is not done lightly and we want to get it right this time so that we are not having to come back to members again for a while.

Of the two changes proposed the most significant is the deletion of the existing Article 10. This removes the Council from our structure. We need to do that to implement the changed governance arrangements which see the Board having a much closer relationship with the Standing and Country committees. This addresses the crucial need to improve decision making in BSBI in order to deliver the new strategy. In deleting this Article some detail is lost from the Articles about how the President is elected and how the Standing and Country Committees operate. However in terms of the Articles remaining our view is that Article 9.10 establishes that we have a President and Vice President and Article 5.3 allows the Board to delegate functions to committees. Most of that detail is contained in our existing Standing Orders - see these at <https://governance.bsbi.org/>. The Trustees have the

power to make Standing Orders (Article 5.4) and the powers to make Rules governing committee proceedings (Article 5.5) and Regulations that set out how BSBI is governed (Article 5.6). If the members approve the changes to the Articles we will be redrafting our existing Standing Orders and bringing all of our Governance arrangements into a new Governance Handbook. The Trustees will be doing this with the Chairs of the Standing and Country Committees and the President. So this is where all of the details will be set out clearly for everyone to see.

One further change we need to make has been highlighted by this year's pandemic. And that is to allow provision for the Board to agree that any meeting can be held electronically. This year the extreme circumstances mean that the Charity Commission is accepting that AGMs are having to be held this way. In the future we would not expect this meeting to happen like this but we need the Articles to allow other meetings to happen electronically if we chose.

In order to make these changes we need to amend our Articles of Association and that can only be done with the approval of you the members. We need to make two changes to the Articles. I will ask for a vote on each.

The Board of Trustees proposed to;

a) Change the BSBI Articles of Association by deleting all existing wording

“10 The Council.....must be promptly reported to Council’

b) Change the BSBI Articles of Association by adding new wording

‘10 Electronic meetings

10.1 Trustees may agree to hold any meeting by suitable electronic means in which all participants may communicate their views, ask questions, and, if eligible, vote.

10.2 In such cases, presence electronically will be deemed as equivalent to meeting in person.’

No questions were asked or comments made.

***Members approved both amendments to the Articles of Association as shown above*** (10.1: 71 for, 0 against, 14 abstained, 10.2: 83 for, 2 against, abstained).

## **7. Election of Trustees.**

The meeting was advised of Trustees reaching the end of their term of appointment and of nominations, and members were invited to elect or re-elect Trustees to serve on the Society's Board.

a) The Board of Trustees nominated for re-election the following Trustees;

Dr Paul Bisson

Dr Chris Cheffings

John Michael Crawley

John Faulkner

b) The Board of Trustees nominated for election the following co-opted Trustee;

Steve Gater

c) The following member was nominated for election by Ian Denholm and seconded by Sandra Knapp;

***Members elected as Trustees***

***Dr Paul Bisson, Dr Chris Cheffings, John Michael Crawley, John Faulkner*** (79 for, 0 against, 9 abstained)

***Steve Gater*** (82 for, 0 against, 6 abstained)

***Mary Dean*** (81 for, 0 against, 7 abstained)

## **8 BSBI Volunteers.**

The Chair thanked everyone for their help to the Society and reinforced the message that this Society is dependent on the work done by many volunteers and that will continue to be the case. Nothing in our new Strategy changes the central role that volunteers have. Some are better known, have formal positions and you can see their names in the Year Book. Many others are less visible but all contribute to how the Society works. The Board extends a big thank you to all of you and will continue to do what it can to support your efforts.

## **9 Any Other Business.**

None was raised.

The Chair concluded by thanking everyone for attending this AGM and hoped that we can all meet in person in 2021. There being no other business, the meeting closed at 1.25pm.

Draft minutes prepared by:

Steve Gater, BSBI Company Secretary, 24<sup>th</sup> November 2020

Approved by:

Chair of the 2019 AGM, XX November 2021

## **SUMMARY OF FORMAL RESOLUTIONS PASSED**

- The Minutes of the AGM held on 23 November 2019 were approved.
- The 31 March 2019 Annual Report and Accounts were adopted by the members.
- WMT LLP, was re-appointed as Independent Examiner or Auditor, and Trustees were authorised to fix the remuneration of the Independent Examiner or Auditor.
- The BSBI Articles of Association to be amended by
  - a) deleting all existing wording “10 The Council.....must be promptly reported to Council’
  - b) adding new wording ‘10 Electronic meetings
    - 10.1 Trustees may agree to hold any meeting by suitable electronic means in which all participants may communicate their views, ask questions, and, if eligible, vote.
    - 10.2 In such cases, presence electronically will be deemed as equivalent to meeting in person.’
- Dr Paul Bisson, Dr Chris Cheffings, Michael John Crawley, John Faulkner, Steve Gater and Mary Dean were elected as Trustees.