

MINUTES of the ninth Annual General Meeting of the Botanical Society of Britain and Ireland (BSBI) held at 7.15 pm. on Thursday 17th November 2022 as an electronic meeting. These are draft minutes until adopted at the 2023 AGM.

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 said that although we are now able to meet in person again we have decided that using this online technology allows more members to take part in our agm to conduct the business we need to complete. He outlined how the meeting would work, including the use of a polling system for voting, question and answer box for questions and comments. He said that the panellists would keep an eye on that and try to answer questions as best they can and any not answered immediately would be responded to subsequently. The chat feature is disabled. When nominating or seconding a proposal members are able to raise a hand by pressing the hand button on your screen. When asking for a vote a voting pop up will appear on the screen and members will be able to record your vote. He then introduced two other Trustees who would take part in the meeting; Anthony Thomas a Trustee and member of the Investment Committee 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 this AGM and for organising and hosting this year's Botanical Conference on Saturday. 86 participants joined the AGM, the meeting was quorate. The Chair explained that everyone was warmly welcomed but that only BSBI members could vote in the elections. No requests had been received for proxy votes, Tim Rich offered an apology for his absence. The meeting was being recorded for note-taking purposes.

2. Approval of the Minutes of the last AGM on 19th November 2021

Copy was sent to all members in September and was available online. No questions were asked nor comments made.

A motion to approve the minutes of the eighth AGM of the BSBI held on 19th November 2021 was proposed by Mick Crawley, seconded by Robin Walls and approved by members (53 for, 0 against, 3 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 2022 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 Manager, for producing the Annual Review and all others who had contributed.

The Chair started by saying that as Julia Hanmer, BSBI CEO, gave a good update on recent BSBI activity and future plans in her pre-AGM talk I do not intend to say very much here. I

just draw your attention to the Annual Review which you should all have received with the September Newsletter and is available online. It is a good summary and helps you keep abreast of what the Society did in the last year. Over the year in question we emerged from Covid in a good financial position. This has allowed us to sustain or put in place greater support for our activity in each Country, greater support for our database management and its users, enhanced focus on our training opportunities and improved fundraising and outreach work. In the coming year after the 2020 Atlas is launched we will consider what priorities we have for our recording and scientific work and what resources we will need. Despite the restrictions of remote meetings we have continued to improve the running of the society between the Board, the three standing committees, the Country Committees and the staff. Everyone who gives their time on the committees does so to advance the work of BSBI against the objectives we set out in the Strategy. They all deserve your thanks. You would also be very welcome to join them if you can give the time and skills that are needed. Please use the link in the chat box to find out more. I will come back to mention the huge effort that others give to BSBI's work later in the agenda. Members can keep up to date with what is happening by looking at the News and Events pages on the BSBI website. No questions were asked, nor comments made.

4. Annual Report and Accounts

The Chair invited Anthony Thomas to present the Annual Report and Accounts of the BSBI for the year ended 31 March 2022. 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.

Anthony introduced himself as a BSBI Trustee for the last 5 years and a member of the Investment Committee. Trained as a geographer/sociologist, working for over 40 years the charitable sector attempting to increase environmental understanding for, and for 25 years as Chief Executive of the Field Studies Council.

My role this evening is to share/comment upon the Financial Report of BSBI for the financial year 2021 to 2022. For the regular AGM attendees some might recall last year that I quoted from the President's introduction to Annual Report 2020 – 2021.

'This has been a very different year from previous ones. Compared to many charities BSBI has done remarkably well in its engagement with its members – few would have envisaged having in excess of 4300 people viewing a single training event on Dandelions'. As members and supporters will recognise, the 12 months ending on 31st March 2022 have had similar and different challenges with Covid continuing to exert pressures on many businesses and charities with field meetings and outdoor activities still affected. Then the launch of a Russian invasion of Ukraine on 24th Feb and responses to that invasion have had massive impacts on peoples' lives as well as causing turmoil and instability on stock exchanges worldwide.

Against that background it is quite remarkable that I can report that one of the key aims to the 2020 – 2024 Strategic plan was achieved in this financial year- a General Operating surplus. Over the last 8 years we have seen a gradual reduction in the operating deficit from £178k in 2015 to a surplus of just over £3k by 2022 – quite a milestone!

One of the significant contributors to this improved financial position has been the continued growth in membership as seen in this slide plus increases in donations, legacies and grants. Trustees and staff continue to reshape the charity and lay foundations of long-term sustainability. * An outcome of the latter, seen in the Summarised Statement of

Financial Activities (SOFA – Statement of Financial Activities) can be seen in the increased expenditure in such areas as governance, fundraising, publicity and membership stewardship.

Before progressing further it is important to note that the Board of Trustees has budgeted for an operating deficit in 2022/23 as a result of the continuing reshaping of the charity and to achieve the aims set out in the Strategic Plan.

The impact of the war in Ukraine has already been mentioned and can be seen in the difference of £180k between the gains of £206k by 2021 (March 31st) and £23k by the end of March 2022. This drop is also a reflection of the progress BSBI is making, with the assistance of our advisers, RBS Brewin Dolphin, for the charity to increase its ethical investments. For example, disproportionately large gains in the oil & gas sector are forgone by BSBI's conscious decision to gradually disinvest for ethical reasons. Surprisingly, as yet, there is no regulatory requirement for charities to invest in an ethical manner, to some degree the past advice has been to the contrary and for trustees to maximise investment for the benefit of the charity.

BSBI's Ethical Position statement can be seen in the AGM Chat box as can the stewardship policy of our advisers, Brewin Dolphin. At the moment we do retain, in a small way, some investments in fossil fuels (approx. 4%) in an attempt, with other charities, to exert a positive influence. If you have any question regarding the 2022 financial result or comments made in this presentation, please contact BSBI's Finance Manager, Julie Etherington – contact details below. After the excellent presentations before the AGM from Prof Mike Crawley and our CEO, Julia Hanmer one might wonder why details of the finances of the charity should interest botanists.

Well, if BSBI can achieve financial sustainability it will be better placed to achieve its other aims of;

- Driving a passion for plants
- Making Botany for all a reality
- Involving and training even more people to ensure reliable plant data is put at the heart of crucial decision making.

Membership subscriptions, donation and legacies are key part of achieving financial sustainability.

Before I end, I would like express thanks to two recently retired Trustees, Prof Ian Denholm and Paul Bisson, for their longstanding contribution to the work of the Investment committee

Anthony ended by saying that no questions on the financial accounts had been submitted in advance of the meeting, no questions were asked during the meeting. If members have any questions on these matters later, please contact Julie Etherington, Finance Manager at julie.etherington@bsbi.org

A motion to approve the Annual Report and Accounts to 31 March 2022 was proposed by John Handley, seconded by Gwynn Ellis and approved by members (57 for, 0 against, 2 abstained).

5 Independent Examiners / Auditors

By reference to company and charity law, and BSBI's Articles of Association, an audit of the 31 March 2023 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 sought tenders this year to test the market

for a firm to undertake the examination of our accounts. Two companies were interviewed, WMT (names no longer used) of St Albans our previous accountants and AZETs. Both were very good but we felt that WMT as a smaller company who knew BSBI just had a better fit to BSBI's needs. Trustees would like to propose that we re-appoint WMT LLP of St Albans as independent Examiner or Auditor whichever is required. Our Partner there will change to Liz Wicks given the retirement of Elizabeth Irvine. Trustees would also like approval to fix WMT's payment.

No questions were asked, nor comments made.

A motion to approve the re-appointment of WMT LLP and to fix WMT's remuneration was proposed by Gillian Humphries, seconded by Julian Reynolds and approved by members (60 for, 0 against, 2 abstained).

6. Members' subscription rates for 2023.

Members were advised of the recommendation made by the Board of Trustees to raise subscription rates for 2023. These have been at the current level for the past three years and we have checked that our new proposed rates remain comparable with other similar societies. We have given this careful consideration as we appreciate that everybody's costs have been rising. There is an explanation on the web page about why we feel we need to do this, like the 25% increase in the cost of the BSBI news and the expansion of services to our members. We have done some things to help, like expanding the definition of Students to all in possession of student card. We need members to stay with us and have introduced the hardship fund to help anyone who is struggling to keep up their membership at the current time. The background and reasons for the proposal were posted on the BSBI website and the new rates for each category clarified. Members were invited to ask questions and comment before a vote to adopt the proposal was taken.

Category	2020-22 annual rate	2023 proposed annual rate
Individual	£35/€40	£39/€45
Student (under 25 years of age or registered and in possession of a student card)	£15/€18	£17/€20
Longstanding (over 65, member for 10+ years, not in full-time employment, on application)	£25/€28	£28/€31
Family / joint (up to 3 additional members added to above membership, no separate mailings)	£40/€45	£45/€52

A motion to approve the new rates for 2023 as shown was proposed by Mary Dean, seconded by Kylie Jones and approved by members (55 for, 1 against, 7 abstained).

7. Election of Trustees.

Just before the election of new Trustees the Chair wished to record our thanks to Mick Crawley, Ian Denholm, John Faulkener and Paul Bisson who are stepping down from the Board today. Between them they have given many years of service to guiding the Society to where it is today and I am confident they will continue to be active in the work of the Society. Sandy Knapp endorsed this gratitude in the comments box.

We have two new members nominated to join the Board. Their brief biographies are given on the agm web page. Barry O'Kane has been attending Board meetings for the past year and giving our staff advice on digital projects and systems. He brings a unique skill set that is currently missing from the Board. Professor Peter Hollingsworth is Director of Science and

Deputy Keeper at the Royal Botanic gardens Edinburgh. Peter brings us both governance experience and an insight into how we develop our science focus to help conserve our plant diversity. Barry O’Kane, has been nominated by myself Chris Miles and Sandy Knapp and Peter Hollingsworth has been nominated by Chris Preston and seconded by myself to stand for election to the Board. A motion was raised to elect two members as Trustees
Peter Hollingsworth was nominated by Chris Preston and seconded by Chris Miles.

Peter Hollingsworth and Barry O’Kane were elected as Trustees

(59 for, 0 against, 0 abstained and 57 for, 1 against, 1 abstained).

The Chair explained that this leaves two vacancies for Trustees. The Board of Trustees could co-opt a member during the year and he invited anyone with an interest to contact him, Steve Gater or Julia Hanmer to discuss this option.

8. Election of President

The Chair began by saying, firstly can I offer on your behalf a big thank you to Lynne Farrell our retiring President who has served for three years through the difficult period we have just come through. Lynne did a sterling job adapting to online communication though I know that was not how Lynne would have wished it to be. Just a reminder Lynne is giving a talk at our British and Irish Botanical conference on Saturday. Robin Walls added on the “Q&A box his gratitude for Lynne seeing BSBI through the most difficult time.

The Chair reminded members that they elected Micheline Sheehy Skeffington as our president elect last year. The rules require that members confirm their choice of President. There is a brief biography of Micheline’s achievements on the AGM page. She brings considerable experience of botanical teaching and research, field botany and in writing and broadcasting. It is good to have Micheline from the Republic of Ireland as our President, only the second as such.

Members elected Dr Micheline Sheehy Skeffington as President of the Society. (59 for, 1 against, 1 abstained).

9. Election of Honorary member

The Chair explained his pleasure of inviting members to elect Prof Ian Denholm, nominated by the Board of Trustees, as an Honorary Member of the Society. A summary of his contributions to BSBI over the years is posted on the website and many of you will know Ian in different capacities. The Chair invited members to vote to elect Prof Ian Denholm as an Honorary Member of the Society.

Members elected Prof Ian Denholm as an Honorary Member of the Society. (63 for, 0 against, 1 abstained).

10. Recognition of members’ active contribution to the work of BSBI as Volunteers.

The Chair explained that at the end of the published Annual Review is a brief thank you for all those who help the Society. I would just like to reinforce the message that this Society is dependent on the work done by so many people. As a small step in recognising all of the effort people put in for the Society you might have seen that there are a couple of new awards where members can nominate someone they think has done things worthy of special mention. Please look at the awards page on the website and consider nominating someone. You have until the end of December to submit these for this year.

11. Any Other Business.

None was raised.

The Chair concluded by thanking everyone for attending this AGM. We are hoping to see some of you at the British and Irish Botanical Conference in London on Saturday but if you are unable to attend the talks will be recorded.

There being no other business, the AGM closed at 1945.

Draft minutes prepared by:
Steve Gater, BSBI Company Secretary, 22nd November 2022

Approved by:

Chair of the 2023 AGM, XX November 2023

SUMMARY OF FORMAL RESOLUTIONS PASSED

- The Minutes of the AGM held on 19th November 2021 were approved.
- The 31 March 2022 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.
- Prof. Peter Hollingsworth and Barry O’Kane were elected as Trustees.
- Dr Micheline Sheehy Skeffington was elected as President of the Society
- Prof Ian Denholm was elected as an Honorary Member of the Society