

MINUTES of the tenth Annual General Meeting of the Botanical Society of Britain and Ireland (BSBI) held at 7.15 pm. on Thursday 16th November 2023 as an electronic meeting. These are draft minutes until adopted at the 2024 BSBI AGM.

1. Chair's welcome, opening remarks and apologies

Chris Miles, the Board of Trustees Chair, introduced himself and said that the meeting was being held electronically again to enable members to join without travel. He explained how the meeting would work, including the use of a polling system for voting, question and answer box for questions and comments. 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 for replies but information and links will be added so keep looking at it. Use the question and answer box to nominate or second a proposal and make sure to put your name in the box. 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, Chair of the Finance Committee who would present the Annual Accounts and Steve Gater, Hon. Gen./Company Secretary, who would take minutes of the meeting. Twelve members had requested and submitted proxy votes which would be added to online votes accordingly. He thanked all involved in organising this AGM. 74 participants joined the AGM, the meeting was quorate. Pete Hollingsworth sent apologies The Chair explained that everyone was warmly welcomed but that only BSBI members could vote in the elections.

The meeting was recorded for note-taking purposes.

2. Approval of the Minutes of the last AGM on 17th November 2022.

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 ninth AGM of the BSBI held on 17th November 2022 was proposed by Maria Long, seconded by Kylie Jones and approved by members (61 (100%) for, 0 against, 0 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.

A copy of the Annual Review of the Botanical Society of Britain and Ireland, covering the year to 31 March 2023, was available online and hard copy had been posted to members.

The Chair wished to commend the review of last year's achievements to March 2023 that was sent out in September. He went on to say the following. Julia (in her talk just before the AGM) has outlined in some detail things that have happened this year. I just want to say a few things to reinforce why this has been a successful year.

Board members have continued to focus on achieving the ambitions set out in the Strategy and they worked with the Country and Standing committees to maintain the increasing activity in training and learning, data and science and communications – there is a lot available for members and non-members.

Of course, we saw in March the Atlas launch – 20 years of recording effort, by 8500 recorders visiting 99% of Britain and Irelands hectads, which amounts to over 178,000 days, collecting 26 million records. The Board worked with the other committees and staff team in planning the launches in each country and, of course, the production of the online atlas and a 2-volume Atlas (1,318 copies sold up to 31 March 2023) and summary reports (made available to all Vice County Recorders). Good press coverage raised the profile of BSBI.

The Board approved the move to bring FISC in-house and its development on a self-sustaining basis. Likewise, we agreed Identiplant be brought in house and being developed on the same self-sustaining basis. We are most grateful to Sue Dancey, Sarah Whild and Brenda Harold for developing and agreeing to transfer of these invaluable resources.

We ran full programmes of field meetings in each country, delivered a complete spectrum of training opportunities including, for example, the Aquatic Plant Project in Ireland and many others, continued to produce our excellent publications, delivered many training and informative talks available either live, or subsequently on You tube and increased our media presence.

The Board has strengthened the staff team to better support our active recorders and to reach all members; in particular, a Countries Support Manager co-ordinating the work of the country officers, including now a new Botanical Skills officer in Northern Ireland, and at the same time strengthening our support to our active recording community in England and Wales, a new Training Officer to support the FISC and Identiplant growth, and most recently a new Data Support Officer to support development and use of the DDb, our plant database.

Membership grew 12% to March 2023 and has continued to grow to over 4000 for the first time since the Atlas launch suggesting a growing interest in plants and what we do. The full range of BSBI handbooks has been converted to e-books and made freely available to VCRs and referees and we continue our other brilliant publications like the British and Irish Botany Journal and our in house membership publications Just briefly looking at what we are planning next year;

As well as continuing the things you expect to see, the Board will shortly sign off a new Science Strategy setting out our priorities for data gathering and its use. This will be published in the new year together with the national survey projects our recording network can engage with. One of the work streams we have already started will be a new GB Redlist based on the data in the 2020 Atlas. In the new year we will set out national survey projects our recording network can engage with. Another will be further development of the botanical heat mapping to try to pre-empt damage to important plant communities. We will continue to challenge damaging proposals with a national impact in all countries, backed up with data and a letter from our President. We will also develop further our own recording app to link record gathering directly to our DDb.

The Board is acutely aware that the Society continues to rely on the time and expertise freely given by many people. Our annual report and accounts set out in detail how the value of this exceeds our income and running costs. I think Anthony will say something more about this shortly.

Remember it's not too late to nominate someone who has impressed you with their work for botany in Ireland or UK at the local or national level. Look at the nominations web pages. Nominations need to be with us by 31st December..

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 2023. The document had been prepared by Julie Etherington and examined by WMT LLP, BSBI's Auditor. It had been sent to members and posted on the BSBI website.

Anthony introduced himself as a BSBI Trustee for the last 5 years and Chair of the Finance 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.

Anthony spoke to a sequence of slides.

After a yet another eventful year it is a pleasure to speak with you again regarding the Annual Report and Accounts for BSBI for the financial year 2022/23.

Those members with a photographic memory might have spotted that I have acquired a new role/title, I now speak with you not only as a Trustee but as Chair of the Finance Committee. The reasons for this change will become evident as we progress through the report.

In previous years, BSBI underwent an Independent Examination as required for small charities. Last year BSBI had its first statutory audit because our income passed >£0.5M.(538K), as required by OSCR (Scottish Charity Regulator). Such an audit should provide a greater reassurance as to the rigour of our processes and our financial viability to members, partners and other interested parties as BSBI grows. The audit was undertaken by WMT (Williamson Morton Thorton LLP), and the outcome was good. An unqualified audit report that the Accounts gave a true & fair view of BSBI's affairs as of 31 March 2023. Prior to that, the Finance Manager and Finance Committee undertook the equivalent of a risk assessment to ascertain that at the end of the financial year, 2023 BSBI was a 'A Going Concern'.

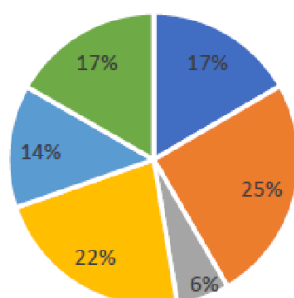
I am pleased to reassure members that BSBI passed that test and is 'A Going Concern'.

Three specific enhancements have been introduced into the Annual Report and Accounts

Fundraising – BSBI now monitors its fundraising performance by calculating the actual return on our investment (RoI) for the year under review. The Trustees are pleased to report that overall, for every £1 spent on fundraising we raised £2.34: an RoI of 2.34.

Income Diversity – Some charities are reliant on just one- or two-income streams which can be risky if one dries up. BSBI's strategy is to diversify its income streams; as you can see, the pie chart has 6 colours (1 colour = one stream, e.g., grants or subscriptions) & is nicely balanced.

BSBI Income Categories - Actual 2022/23



- Grants
- Botanical Conferences & Courses
- Donations (inc associated Gift Aid)
- Botanical Data Interpretation & Access
- Subscriptions (inc associated Gift Aid)
- Other

The work of the BSBI membership - Whilst the work of BSBI staff, is exemplary it amounts to approximately 3,078 days a year. As in a number of charities, one can divide members into supporters and active participants, and we need both. There are at least 20 different ways of participating in the work of the BSBI. We have totalled the active membership of the BSBI and this adds approximately to 11,000 days' work a year, a ratio of 1:3.6. and days volunteered in 2022/23 are valued at a vast £1.7M.

BSBI's Journey to Long-term financial sustainability

The Board of Trustees reports Net Expenditure of -£154k (2022: -£18k) for the year under review; an Operating Deficit of -£84k plus investment losses -£70k (2022: Operating Deficit -£41k plus investment gains £23k)

Looking further within these numbers, the Board reports a modest Operating Deficit on the Unrestricted General Fund (BSBI's continuing operations) of -£27k for 2023 which is a slight deterioration vs the £3k Surplus reported 2022, however it is in line with the Board's budget and expectations and BSBI continues its long-term trend of progress towards delivering the Society's operations in a financially sustainable manner as shown below:

	2023	2022	2021	2020	2019	2018	2017	2016	2015
Operating Surplus (Deficit) on the General Fund £000 *	(27) *	3	(15)	(25)	(33)	(61)	(146)	(128)	(178)

*This, together with the deficit of (£56k) on the Unrestricted Strategic Development Reserve and the small deficits on other reserves together comprise the total net Operating Deficit of (£84k) as per the SOFA.

Our aim is to run the charity sustainably and in terms of Operational costs that means not running at a deficit. In the financial year ending in March 2023, we were unable to match our 2022 performance of making a surplus with the result being a £27K

operating deficit. This result did not come as a surprise to the Trustees, as we were aware that the focus on putting in place structures which would establish the foundations for BSBI's long term financial sustainability, as outlined in the Strategic Plan 2020-2024, had cost implications. It is quite remarkable that in such a challenging environment of 2022/23, income reached over £0.5 million. Though one needs to note that the net assets at the end of the year were down £154k, another reflection of a challenging operational environment.

Slide 7 SOFA (Statement of Financial Activities)

The SOFA is extracted from the Annual Report & Accounts 2023 which were sent to all of you as BSBI members & which we will be asking you to approve tonight.

SUMMARISED STATEMENT OF FINANCIAL ACTIVITIES (SOFA)	Year ended 31 March 2023	Year ended 31 March 2022
	£	£
Incoming Resources		
<i>Voluntary Income</i>		
Subscriptions and Donations	220,314	186,412
Grants	89,632	90,895
Legacies	291	17,000
Investment Income	20,594	17,910
<i>Charitable Activities Income</i>		
Botanical Data Interpretation and Access	134,199	101,998
Botanical Conferences and Courses	31,368	9,875
Botanical Publications	17,769	35,072
Journal Support and Royalties	24,260	276
	538,427	459,438
Resources Expended		
<i>Cost of Generating Funds</i>		
Membership Stewardship, Fundraising, Publicity and Investment Management	95,406	95,743
<i>Charitable Activities Expenditure</i>		
Botanical Data Interpretation and Access	262,213	258,773
Botanical Conferences, Courses and Education	34,825	(758)
Botanical Publications and Plant Data	131,136	80,204
Governance	98,886	66,866
	622,466	500,828
Net Income (Expenditure)		
Unrestricted Fund Net Income (Expenditure)	(82,986)	(41,080)
Restricted Fund Net Income (Expenditure)	(1,053)	(310)
Net Operating Income (Expenditure)	(84,039)	(41,390)
Gains (Losses) on Investments	(69,675)	23,265
Net Income (Expenditure)	(153,714)	(18,125)

Income highlights

- Subscriptions & donations have risen strongly to £220k. Membership was totalling 3810 at the end of March 2023 and now stands at 4243.
- Investment income has bounced back as dividend policies tightened in the pandemic have now eased though the impact of interest rates and instability in numerous parts of the world have influenced returns. One must also bear in mind the ethical stance of investing in a socially responsible manner protecting the health of the natural environment does limit our ability to maximise investments – a position that the Charity Commission has now recognised as an acceptable approach to the management of funds.
- Botanical Conference & Course income has returned to a more buoyant level (£31k) post Covid.
- Journal Support & Royalties (£24k) reflects Atlas royalties earned on book sales after March 2023 launch.

Costs reflect increased operations, or an improved allocation of costs to an activity (e.g., as noted at page 41 of the AR&A 2023; where pay costs have been reattributed from Fundraising to Membership costs)

Members wishing to know more should email BSBI's Finance Manager, Julie Etherington, at julie.etherington@bsbi.org

Looking ahead we wish to continue to deliver our charitable aims and objectives for future generations, BSBI must be financially sustainable.

You, our members, help BSBI to thrive.

Every membership subscription and donation make a difference to help us:

- Drive a passion for plants.
- Make Botany for All a reality.
- Involve and train even more people to ensure plant data are put at the heart of crucial decisions

A big thank you to an anonymous donor who donated a substantial sum (>£100,000).
A big thank to BSBI supporters.

And the photo on this page says a great deal about how staff and members worked together to produce the 2020 version of the Plant Atlas which has received global accolades. What we need to do is deliver on our strategic objectives so that there will be even more people wanting to be members of BSBI in 20, 30, 40 years' time, capable and willing, in some way or another, to contribute to the understanding and appreciation of wild plants. Thank you.

A question from Heather Garrett was answered by Julie Etherington;

Q: Could the 17% 'other' be described? (in the income diversification pie chart)

A: The 17% includes investment income, royalties and several other income sources.

A motion to approve the Annual Report and Accounts to 31 March 2023 was proposed by Martin Rand, seconded by Susanna Reece and approved by members (64 (100%) for, 0 against, 0 abstained).

5 Auditors

By reference to company and charity law, and BSBI's Articles of Association, an audit of the 31 March 2024 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. The £500k income threshold that triggers the need for audit is likely to be repeated in 2023/24 so the Board of Trustees proposes that we re-appoint WMT LLP of St Albans as Auditor.

Our Partner there is Liz Wicks. Trustees would also like approval to fix WMTs 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 Amy Moriarty, seconded by Jo Corke and approved by members (61 (100%) for, 0 against, 0 abstained).

6. Election of Trustees.

The Chair began by thanking Dr Chris Cheffings who must retire after 9 years of outstanding service as a Trustee. The Chair also thanked Steve Gater who is resigning as Trustee, Hon. Gen. Sec. and Company Secretary and has been at the heart of BSBI governance in his time on the board. This leaves four vacancies for Trustees on the Board.

Dr Mary Dean is eligible and willing to be re-elected after serving as a Trustee for 3 years (nominated Helena Crouch, seconded Steve Gater).

Dr Maria Long was co-opted to the Board in March 2023 and is willing to be elected as a Trustee (nominated Mary Dean, seconded Helena Crouch).

Trevor Dines is willing to be elected as a Trustee (nominated Pete Hollingsworth, seconded Maria Long). A biography of each nominee has been circulated to members and posted on the BSBI website.

Members were invited to elect Trustees en block

Dr Mary Dean, Dr Maria Long and Trevor Dines were elected as Trustees (66 (100%) for, 0 against, 0 abstained).

7. Election of President-elect

Prof. Paul Ashton was proposed by the Board of Trustees for the position of President-elect (nominated Mary Dean, seconded Chris Miles). A biography of the nominee has been circulated to members and posted on the BSBI website.

Members were invited to elect the above nominee as President-elect for one year, after which he will serve for two years as President.

Members elected Prof. Paul Ashton as President-elect of the Society.

(69 (100%) for, 0 against, 0 abstained).

8. Election of Honorary members

The Chair explained that The Board of Trustees recommends that members elect as an Honorary Member of BSBI;

- John Faulkner
- Robert Northridge.

A biography of each nominee has been circulated to members and posted on the BSBI website. The Chair added some further comment noting that John and Robert had worked relentlessly to develop and secure funding for projects in Ireland both for the North and South, like the Aquatic Plants Project launched in 2019 and the Botanical Skills Officer (NI) appointed in 2023. They also co-ordinated Atlas 2020 recording in Northern Ireland and parts of the Republic. John wrote the text for the Atlas 2020 booklet Ireland's Changing Flora

Members were invited to elect each of the above persons as an Honorary Member of BSBI by voting en block.

Members elected John Faulkner and Robert Northridge as Honorary Members

of the Society. (65 (99%) for, 0 against, 1 abstained).

9. Recognition of members' active contribution to the work of BSBI.

The Chair explained that at the end of the published Annual Review is a brief thank you for all those who help the Society. He wished to reinforce the message that this Society is dependent on the work done by so many people.

10. Any Other Business.

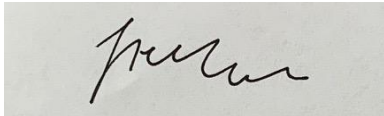
None was raised.

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 Newcastle on Saturday but if you are unable to attend the talks will be recorded.

There being no other business, the AGM closed at 19:54.

Draft minutes prepared by:

Steve Gater, former BSBI Company Secretary, 24th November 2023



Minutes to be adopted at the 2024 BSBI AGM on 21st November 2024

SUMMARY OF FORMAL RESOLUTIONS PASSED

- The Minutes of the AGM held on 17th November 2022 were approved.
- The 31 March 2023 Annual Report and Accounts were adopted by the members.
- WMT LLP, was re-appointed as Auditor and Trustees were authorised to fix the remuneration of the Auditor.
- Dr Mary Dean, Dr Maria Long and Trevor Dines were elected as Trustees
- Prof. Paul Ashton was elected as President-elect of the Society.
- John Faulkner and Robert Northridge were elected as Honorary Members of the Society.