

Annual General Meeting
Berkshire, Buckinghamshire and Oxfordshire Wildlife Trust
Saturday 13th October 2018
10.30am, at The John Henry Brookes Building at Oxford Brookes University, Gipsy Lane,
Oxford, OX3 0BP.

Berkshire
Buckinghamshire
Oxfordshire



Dear Member,

I look forward to welcoming you to our AGM and Conference, to be held once again in the John Henry Brookes Building at Oxford Brookes University, which has proved in past years to be an excellent venue.

The AGM in the morning is the business part of the day but it includes, importantly, an occasion for us all to celebrate the many achievements of the Trust over the past year and Estelle Bailey, our Chief Executive, will be giving her full illustrated report, showing the many ways in which our work continues to benefit wildlife. And at the end of the meeting, we will once again be celebrating the work of our wonderful volunteers with the presentation of the annual volunteer awards.

One of the important functions of the AGM is to consider nominations for the appointment of Trustees. The Board takes very seriously the importance of having the right mix of skills and experience among Trustees to ensure good governance of the Trust. This year, knowing that our current chair of the Finance and Audit Committee, Andrew Noel, would be retiring at this AGM, we advertised in April in Wildlife News and more widely for potential trustees with financial expertise and, once again, we invited applications from farmers or landowners with experience of managing land for the benefit of wildlife.

Following its usual procedure, the Nominations Committee first considered the written applications from external candidates and those existing Trustees whose term of office was due to end this year but who wished to stand again; it then interviewed those who best seemed to suit our current needs. The Committee recommended to the Board that the following nominations should go forward to the AGM: myself, Jane Cotton and Frances Brindle (as re-appointments) and Graeme Thompson and David Cairns (as new Trustees). The Board is pleased to recommend these candidates to the membership. In addition to Andrew Noel, one other Trustee, Chris Burgess, has also decided to stand down from the Board and I would like to thank both of them for the very considerable contribution that they have made during their period of tenure.

If you are reading this notice prior to the AGM date and are unable to attend but would like to vote, you can access instructions for electronic voting by clicking the "Notice of AGM" link on our website at www.bbowl.org.uk. If you have received these papers by post, simply use the enclosed Proxy Form. Members are able to appoint a proxy to attend, speak and vote at the AGM in their place; a proxy need not be a member but must vote according to the instructions given by the appointer on the Proxy Form. Proxy Forms must be received at BBOWT HQ at least 48 hours before the AGM.

If you wish to put a question to the Board please submit it in advance to Jade Sturdy, PA to the Chief Executive, jadesturdy@bbowl.org.uk at least one week prior to the AGM, in order for the Board to be able to provide a full explanation on the day.

I hope to see you on Saturday, 13 October.

Barbara Muston, Chair

AGENDA

1. Apologies for absence
2. Minutes of 56th Annual General Meeting: 14th October 2017, and Matters Arising
3. To receive and consider the report of the Chief Executive

4. To receive and consider the report of the Board of Trustees
5. To receive and consider the Audit Report and Financial Statements for the year ending 31 March 2018
6. To elect/announce the results of the election of Trustees/Directors
7. To appoint Honorary Vice Presidents
8. To appoint Auditors for 2018/19
9. Any other business (**items to be received at Trust HQ one week prior to the meeting**)

AGENDA ITEM 1 – APOLOGIES FOR ABSENCE

AGENDA ITEM 2 – MINUTES OF THE 2017 AGM

56th ANNUAL GENERAL MEETING

BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST (Charity Number 204330, Company Number 680007)

SATURDAY 14th October 2017 AT 10.30 AM

OXFORD BOOKES UNIVERSITY, THE JOHN HENRY BROOKES BUILDING, OXFORD

MINUTES

Present 162 members attended the meeting

Chair Sir Clive Booth (CB)

CB introduced Tim Lowth (TL), Honorary Treasurer
Barbara Muston (BAM), Company and Honorary Secretary
Estelle Bailey (EB), Chief Executive

1. Apologies for absence

Apologies were received from; Hugh Mellor CBE, Trustee Chris Burgess, David Cairns and Martin Spray.

2. Minutes of the 55th Annual General Meeting, Saturday 16th of October 2016

The minutes were APPROVED as a true record of the proceedings and were signed by CB.

Matters arising: Anthony Cheke asked for a further update on the suggestion he made last year regarding BBOWT meeting with smaller conservation groups and attempting to coordinate strategy. NC responded that he had discussed this further with Anthony Cheke after the 2016 AGM. Andy Gunn is the Wild Oxford Project Officer and is well connected with all the various local groups and he is in discussions with them as to whether closer co-ordination is required.

Proposed: Mike Packer

Seconded: Alison Leaf

3. Report of the Chief Executive

The Chief Executive, Estelle Bailey (EB), made her presentation on the activities and achievements of the last year at BBOWT.

4. Report of the Board of Trustees

CB reported that since the AGM in October 2016, the Board had met for four formal meetings; in December 2016 and March, July and October 2017. These meetings had been supplemented by two Away Days; in January and May. There had been a quorum present at each meeting.

At each *quarterly* meeting, the Board had been presented with:

- a report of the Finance and Audit Committee
- a report from the Chief Executive.

At the *March* meeting

- The Trust's Budget 2017/18 was *approved*.

Other issues discussed at this year's meetings included:

- **Away Days** – In January trustees discussed Risk Analysis. In May the focus was on Scenario Planning.
- **Major Projects** – Key projects for the year were: Linking the Landscape Berkshire HLF Project (Berks), Earth Explorers (Bucks), Chimney Meadows Restoration (Bucks), West Berkshire Access Improvements (Bucks), Upper Thames Vision Development (Oxon), Wild Oxford and Wild Banbury (Oxon), Meadow Farm HLF Project (Bucks), Yoesden Wood and Bank (Bucks) and Wild Trax (Bucks).
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- **Land Acquisitions** –The freehold transfer of Cholsey Marsh nature reserve from Linden Homes had been completed; the land and two additional fields, totalling 19.17ha, transferred to BBOWT in April 2016. Ardley Quarry site owners, Viridor, have been looking to dispose of the site, which is currently managed under a management agreement by BBOWT, and subject to agreement around landfill liabilities, we expect to enter into a leasehold agreement in the near future. The Board agreed to pursue options to acquire Duxford Old River, which neighbours the BBOWT Chimney Meadows site, and prepare a fundraising campaign and public appeal. BBOWT had been approached about the potential gift of a small field adjacent to Lamb's Pool and had started discussions about acquiring this extension with the owners who are BBOWT members.
- **Leases** – The lease of Aldermaston Gravel Pits reverted back to its owners Natural England. Hungerford Marsh's lease was released to its new owners, the Town and Manor of Hungerford, who have incorporated the site with their adjacent Freemans Marsh. BBOWT have worked with the Hampden Estate to obtain a new lease or management agreement for Windsor Hill, which is a SSSI nature reserve. Discussions were still ongoing at the year end. The lease at Grange Meadow (Upper Ray Reserves) from Plantlife UK expired during this period but has now been extended for a further 25 years.
- **Reserves Disposals** – There had been no disposals in this financial year.
- **Health and Safety** – The Board receives an annual Health and Safety report, and reviews the Trust's Health and Safety Policy on an annual basis. Jane Cotton acted as the Board's Health and Safety Trustee.
- **Policies and Position Statements** – The Board has a schedule for review of Trust Policies and Position Statements. Since the last AGM the Board approved the following revised documents:

Policies:

Terms and Conditions of Employment
Translocation Policy
Health and Safety Policy
Reserves Acquisition Policy
Planning Policy
Investment Policy
Project Approval Policy
Activities and Access on Reserves Policy
Whistleblowing Policy

- **Nominations Committee** – The Nominations Committee, chaired by Jane Cotton, had met several times during the year to organise and lead the process of recruiting a new Chair following CB's retirement. After a process of application and interview the Nominations Committee recommended Barbara Muston as Chair and the Board unanimously approved this. There were no obvious gaps in the skills of the current Board; therefore, we had decided not to recruit externally in 2017. But we did expect to seek new Trustees in 2018, with finance and risk experience, possibly to Chair the Finance and Audit

Committee and/or a farmer or land owner who farmed for the benefit of wildlife. Three current Trustees with highly relevant skills had applied for a further 3 year term. After interviews with the Nominations Committee, the Board was pleased to recommend these candidates for re-election at the AGM. (This is covered further under item 6.)

5. Financial Report for the year ending 31 March 2017

TL expressed his thanks to Andrew Noel for his chairmanship of the Finance and Audit Committee. He also thanked Rachel Powell and Patrick Taylor for their work along with the other members of the Finance team.

TL gave a detailed presentation on the financial report, noting the key figures. Income for the financial year was £6.1million with £2.5 million raised from membership subscriptions. Total expenditure had reduced slightly in 2016/17 to £5.6 million. TL explained that BBOWT's net assets total £14.2 million however, the majority of the funds held by BBOWT were tied up in long term assets (mainly nature reserves and other property, plant and equipment) and that these funds were not readily available if we should require them. Nonetheless BBOWT was in a reasonably comfortable financial position, but the Board constantly looked forward and monitored trends to ensure BBOWT could meet its future commitments. We currently had surplus free funds, although this was likely to decline and therefore we needed to ensure that we did not spend more than we had coming in.

Slides from the presentation would be available on the website directly after the meeting.

The Chairman invited questions on the financial report.

Monika Schiffer asked where the staff salaries were contained within the tables shown. TL responded that the majority were within the 'charitable activities' figure within the expenditure graph, however some were also included in the 'looking after membership' figure for people whose role fell within this remit.

Anthony Cheke asked about the significant decline of the 2016/17 'other designated funds' compared to previous years. TL explained that we had changed our accounting practice to designate funds only if we knew specifically how they would be used.

Martin Webster asked, if there was concern regarding free funds, whether at future AGMs, members could be shown future projections. TL responded that the projections used going forward were very cautious and that the current projection showed a decline over the next 2/3 years. Legacies and Grants may be higher than projected however we knew that some of the funds were vulnerable, for example, our Agricultural subsidiary funding, which currently came from the EU. There was risk associated to each line of income. The income membership generated was unlikely to fall significantly in the short to medium term, however grant income may diminish.

Charles Hussey asked about our investment strategy. TL explained that BBOWT did not have a lot of investments, and that it had a cautious investment strategy. Our investment income in 2016/17 was £125,000. John Pulsinelli described BBOWT's approach to ethical investment.

The financial report for the financial year ending 31 March 2017 was unanimously APPROVED.

Proposed: Sir Paul Hayter KCB LVO

Seconded: Michael Smith

The Chairman also invited questions on non-financial matters.

There were no non-financial questions.

6. Election of Trustees

CB explained that, in accordance with the Trust's constitution, three Trustees had come to the end of their 3-year terms this year, John Pulsinelli, Ian Davidson and Tim Lowth; all were eligible for re-election for a further 3-year term.

The Nominations Committee had met with the existing trustees seeking re-election and, following careful review, it had recommended all three to the Board for endorsement.

All three candidates had been endorsed by the Board and were *proposed* by Barbara Muston and *seconded* by Clive Booth. Each nomination was voted on and *APPROVED* by the membership.

CB added that there were two Trustees who were seeking retirement, Mike Packer and himself. CB thanked MP for his service to the Trust over the past 3 years.

7. Re-election/Election of Honorary Vice Presidents

Two Honorary Vice Presidents were coming to the end of their term: Hugh Mellor CBE and Roger Dobbs. Both had expressed their wish to stand for re-appointment. The Board fully endorsed both candidates.

The membership re-appointed Hugh Mellor as Honorary Vice President.

Proposed: Barbara Muston *Seconded: Clive Booth*

The membership re-appointed Roger Dobbs as Honorary Vice President

Proposed: Barbara Muston *Seconded: Clive Booth*

BAM took the Chair and proposed to the membership that in consideration of Sir Clive Booth stepping down as Chair the Board would like to propose his appointment to the position of Honorary Vice President.

The membership elected Clive Booth as Honorary Vice President

Proposed: Barbara Muston *Seconded: John Pulsinelli*

8. The Appointment of Auditors

TL explained that the audit had been put out to tender, and that the existing auditor, haysmacintyre, had proved to be the best option, and that the Board recommended their reappointment.

CB asked the AGM to re-appoint haysmacintyre.

The membership *APPROVED* the re-appointment of haysmacintyre as the Trust's auditors.

One member abstained from the vote.

Proposed: Reg Tipping

Seconded: John Pulsinelli

9. Amendments to Memorandum and Articles of Association

BAM reported that the Board had completed its review of governance, initiated in 2015. The Memorandum and Articles of Association had been reviewed, and after consulting with the Trust's solicitor, the Board had concluded that some minor amendments would be beneficial in order to reflect legislative changes and to modernise language in line with the Charity Commission's new Model Articles in some respects.

BAM invited questions from the members.

Anthony Cheke asked for further clarification regarding Article 4.9 which states that BBOWT can raise funds but not through taxable trading. TL confirmed that all of our trading was within the allowed limits and agreed to look further into this wording.

BAM explained that the Board was seeking approval for the amendments by way of a Special Resolution, requiring a majority of 75%.

The amendments to the Memorandum and Articles of Association were *APPROVED*.

Three members abstained from the vote.

Proposed: Tim Lowth

Seconded: John Pulsinelli

Graham Johnson stated that he had abstained because he had not had sufficient time to review the documents as he had only seen them on arrival at the meeting. BAM responded that the documents had been available to members prior to the AGM on the BBOWT website.

10. **Any other business**

The Chairman invited questions from the members.

Richard Hall referred to Graham Johnson's previous question regarding the availability of papers and asked if the Report and Accounts for 2016/17 could be added to the website as he would have liked to review it prior to attending the AGM. Wendy Tobitt (WT) confirmed that all the papers for today's meeting had been available on the website under the AGM entry on the BBOWT What's On section. CB suggested that next year the website should make it clear where the documents relating to the AGM could be found. WT said that BBOWT would shortly have a new website and they would ensure that all Conference documents would be clearly visible.

Charley Miller asked EB if it would be worth mentioning the Youth Advisory Board that BBOWT had been working on. EB responded that BBOWT had noticed that younger people were not attending the AGM and having their voices heard. This was a matter that the Board wanted to address. A questionnaire for staff had been compiled to get their opinions and BBOWT intended to approach young people through colleges and social media, to ask them what they wanted for the environment. BBOWT was planning to set up a Youth Board which would be a forum for young people to come together and share their experiences and put forward their opinions.

No other points were raised and the meeting closed at 11:40am.

AGENDA ITEM 3 – REPORT OF THE CHIEF EXECUTIVE

Estelle Bailey, Chief Executive will present the report to the members.

AGENDA ITEM 4 – REPORT OF THE BOARD OF TRUSTEES

Barbara Muston, Chair, will present the report to the members.

AGENDA ITEM 5 – FINANCIAL STATEMENTS AND AUDITORS' REPORT

Tim Lowth, Honorary Treasurer, will present the report on the Financial Statements for the year ending 31 March 2018 and the Auditors' Report.

AGENDA ITEM 6 - ELECTIONS OF TRUSTEES/DIRECTORS TO THE BOARD 2018

Biographies of the two candidates standing for election and the three candidates standing for re-election. Each of the candidates is recommended by the Board

Barbara Muston (*Trustee since 2012*) *Proposed: John Pulsinelli Seconded: Tim Lowth*

Barbara was elected Chair at the Trustees' board meeting on 6 December 2017.

Barbara is a long-term member of BBOWT and has been a Trustee since 2012. Having a degree in Maths and Economics, she has worked in Government and a variety of roles in regulation in the City of London, developing a particular expertise in international - especially EU - aspects of company law, corporate governance, takeover bids and financial services. She has broad experience of both negotiation and implementation of EU Directives and latterly worked at the Takeover Panel. In 2015, Barbara was appointed as Industry Professor of Law at Queen Mary, University of London.

Barbara has also trained as an actor, completing a Postgraduate Diploma at The Drama Studio London in the mid-1990s. She has appeared in the theatre, in training videos and commercials and has worked as a facilitator in corporate training. In 2009, Barbara completed a Diploma in Wine and is now a judge for the International Wine and Spirit Competition.

Barbara has volunteered for BBOWT for many years as a stock watcher and work party member at the Dancersend and Aston Clinton Ragpits reserves. She is a keen wildlife gardener, birdwatcher and amateur botanist and especially enjoys encouraging the wild orchids in her garden.

Jane Cotton (*Trustee since 2015*) Proposed: John Pulsinelli Seconded: Tim Lowth

After a Geography degree at the University of Cambridge, Jane worked for the Department for the Environment, Fisheries and Rural Affairs and the Department of Transport, initially as a policy advisor. She later specialised increasingly in Human Resources. She was Resources Director of the Charity Commission and then HR Director of the Department of Environment, Transport and the Regions. Her last Executive role was as a Director at Oxfam. In 2015 she began volunteering, including being a Trustee of the Canal and River Trust (CRT) and WWF UK. She is currently a Trustee at WWF UK and at One YMCA.

Frances Brindle (*Trustee since 2015*) Proposed: John Pulsinelli Seconded: Tim Lowth

Frances has a Masters' degree in microbiology. After a brief spell in research, she moved into marketing and worked across a range of industries, most recently as Director of Audiences at the British Library. She was a member of the executive team with specific responsibility for fundraising, web development, communications and commercial revenue.

Prior to joining the British Library Frances was Global Marketing Director at the Financial Times and has held a variety of senior roles in other organisations. She now runs WildCrowd, a not-for-profit crowdfunding website for conservation and animal welfare charities and researchers. Frances has been a member of BBOWT for more than ten years and is passionate about wildlife conservation. She is a keen photographer and enjoys walking in the Chilterns and surrounding countryside. Frances is also a Trustee of the RAF Benevolent Fund.

David Cairns OBE Proposed: Barbara Muston Seconded: Tim Lowth

David's passion for wildlife began when an inspirational biology teacher introduced him to the mysteries of local ponds. During almost 40 years of living in the Chilterns, this passion has extended to encompass wider issues including the safeguarding and enhancement of biodiversity and the countryside. David has done voluntary work for, among others, the Chiltern Society, the Chilterns Conservation Board and on local commons as well as by serving as a parish councillor.

David is a chartered accountant who combines strong technical skills with a pragmatic and cost-effective approach. He has had significant paid and volunteer roles in professional practice, consulting, accounting regulation and academia. He has extensive experience of financial regulation and working with volunteers and staff in diverse organisations. He has served as a co-opted member of BBOWT's finance and audit committee since 2016 and, through his involvement in other charities, is familiar with the broader role of charity trustees and the requirements of the Charity Commission.

Graeme Thompson Proposed: Barbara Muston Seconded: Tim Lowth

Graeme trained as a Chartered Accountant and worked for 15 years in the energy industry at Powergen/E.ON with his final role being Finance Director of E.ON's electricity grid business. He was then the Chief Financial Officer at HS1 Limited for six years. Since 2017, Graeme has held several portfolio roles, and is Trustee of a large pension fund and of a charitable trust providing education and medical care in Zimbabwe.

Graeme has loved wildlife from an early age and has travelled extensively in the UK and globally to be awed and humbled by the beauty of nature. He is the proud owner of 16 acres of ASNW woodland in the Chilterns, where after years of neglect Graeme is focussed on improving the habitats for wildlife.

AGENDA ITEM 7 – APPOINTMENT OF HONORARY PRESIDENT AND VICE PRESIDENTS

Honorary Vice Presidents

The following four Honorary Vice Presidents of BBOWT are proposed for a further three year term:

Lady Audrey Wood *Proposed: Barbara Muston Secoded: John Pulsinelli*

Lady Wood co-founded Oxford Instruments plc with her husband in 1959 and remained on the board for 24 years. She co-founded the Northmoor Trust (now the Earth Trust) and the Oxford Trust, and remains a patron of both. She has been a Trustee of BBOWT, and was Executive Chairman of the appeal between 1988 and 1990 which raised £1 million for BBOWT.

Sir Henry Aubrey-Fletcher *Proposed: Barbara Muston Secoded: John Pulsinelli*

Sir Henry is the eighth Baronet of Clea Hall and currently the Lord Lieutenant of Buckinghamshire. He has spent most of his career farming and working in the broadcasting industry, and until recently held the Presidency of the Country Land and Business Association (CLA). He has been a Trustee and Chairman of BBOWT, and has been an Honorary Vice President since 2009.

Dr Robin Buxton MBE DL CEnv FCIEEM *Proposed: Barbara Muston Secoded: John Pulsinelli*

Dr Buxton's background is in ecological research, conservation and environmental management. Since 1995 he has worked with organisations to achieve better governance and build capacity. At the Earth Trust (formerly the Northmoor Trust) he was Warden, Director and Trustee, and Chair of the Board until he retired in 2014. He chaired Wild Oxfordshire from its launch as Oxfordshire Nature Conservation Forum in 1993 until he retired in 2014, and was a Trustee of TOE2, a grant awarding body, until 2014. He has been an Honorary Vice-President of BBOWT since 2006, and was a Trustee and Honorary Secretary for 16 years, retiring in 2004, supporting the organisation's transformation into the highly professional and effective body it is today. He is closely involved with the Chartered Institute of Ecology and Environmental Management, retiring as Vice-President in 2014. He chairs the legacy charity of his late sister Patsy Wood. He is a Trustee of The Ecological Continuity Trust, the Durrell Trust for Conservation Biology at the University of Kent, and is a member of the grant panel of the Future Building Fund at the Oxfordshire Community Foundation.

Professor Dieter Helm CBE *Proposed: Barbara Muston Secoded: John Pulsinelli*

Dieter is an Official Fellow in Economics at New College, Oxford and Professor of Economic Policy at the University of Oxford. He is Chair of the Natural Capital Committee. Dieter has recently completed the Helm Review on The Cost of Energy for the British Government.

Dieter's recent books include: *The Carbon Crunch - revised and updated edition (2015)*, *Natural Capital - Valuing The Planet (2015)*, and *Burn Out: the endgame for fossil fuels (2018)*, all published by Yale University Press. *Green & Prosperous Land* will be published in spring 2019 by William Collins.

AGENDA ITEM 8 – APPOINT AUDITORS FOR 2018/19

The Finance and Audit Committee will recommend Auditors for the year 2018/19.

AGENDA ITEM 9 – ANY OTHER BUSINESS

This is when questions that have been submitted to the Board in advance will be addressed.

A large print version of this document is available on request.
Please telephone 01865 775476 or email info@bbowt.org.uk