

**Annual General Meeting
Berkshire, Buckinghamshire and Oxfordshire Wildlife Trust
Saturday 12th October 2019
10.30am, John Henry Brookes Building, 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.

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. Our Chief Executive, Estelle Bailey, will be giving her full illustrated report, showing the many ways in which our work continues to benefit wildlife. We will also be celebrating the work of our 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, in order to fill an obvious gap, we advertised in the April edition of Wildlife News and more widely for potential trustees with expertise in ecology and nature conservation.

Following its usual procedure, the Nominations Committee first considered 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: Joanna Simons (as a re-appointment) and Mike Pollard and Chris Mees (as new Trustees). The Board is pleased to recommend these candidates to the membership. We also have three Trustees retiring from the Board: Paul Hayter, James Gillies and Diana Nettleton. Diana was co-opted on to the Board in December because of her farming experience but has decided not to stand for a full term at this time. Tim Lowth, our former Honorary Treasurer, retired from the Board in April following his handover of that role to Graeme Thompson. I would like to thank all the retiring trustees for the very considerable contribution that they have made during their period of tenure.

I too have decided to stand down as Chair. When Joanna Simons, who has been my Vice-Chair during the year, was originally appointed to the Board, she was also seen as a potential future Chair. Following the Nominations Committee's interview with Joanna, it recommended to the Board both her re-appointment as a trustee and her suitability as Chair. The Board has therefore asked Joanna to take on this important role.

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.bbowt.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@bbowt.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, 12 October.

Barbara Muston, Chair

AGENDA

1. Apologies for absence
2. Minutes of 57th Annual General Meeting: 13th October 2018, 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 2019
6. To appoint Auditors for 2019/20
7. To elect/announce the results of the election of Trustees/Directors
8. To appoint President and Honorary Vice Presidents
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 2018 AGM

57th ANNUAL GENERAL MEETING

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

SATURDAY 13th October, 2018 AT 10.30 AM

OXFORD BOOKES UNIVERSITY, THE JOHN HENRY BROOKES BUILDING, OXFORD

MINUTES

Present 130 members attended the meeting

Chair Barbara Muston (BAM)

BAM introduced Tim Lowth (TL), Honorary Treasurer
John Pulsinelli (JP), Vice Chair
Estelle Bailey (EB), Chief Executive

1. Apologies for absence

Apologies were received from; Prof Dieter Helm, Chris Burgess, Jane Cotton, Mick Jones, Sir Clive and Lady Booth.

2. Minutes of the 56th Annual General Meeting, Saturday 14th of October, 2017

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

Two members abstained from the vote.

Proposed: Sir Paul Hayter

Seconded: Tim Lowth

Matters arising: There were no matters arising

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.

EB also discussed the Oxford to Cambridge Expressway and announced that a press release would be issued shortly.

4. Report of the Board of Trustees

BAM reported that since the AGM in October 2017, the Board had met for four quarterly meetings; in December 2017 and March, August and October 2018. The Board also had two additional meetings in May and July. These meetings had been supplemented by two Away Days, in January and September. 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 2018/19 had been approved.

Other issues discussed at this year's meetings had included:

- Linking the Landscape project
 - Duxford Fundraising Report
 - BBOWT Visitor Centres
 - Complaints Log
 - Impact Measures
 - Wildlife Trust Development Strategy
 - Trust's Budget for 2018/19
 - Charity Governance Code
 - Audited Accounts
 - Health and Safety Report
 - Strategic Plan
 - AGM
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- **Major Projects** – Key projects for the year were: Linking the Landscape Berkshire HLF Project (Berks), Wild Oxford and Wild Banbury (Oxon), Wild Trax (Bucks), Earth Explorers (Bucks), Duxford (Oxon) and Windsor Great Park Environmental Centre (Berks).
 - **Land Acquisitions** – Duxford Old River had been successfully acquired in October 2017. The land amounted to 46.5ha and had been purchased for £575,000. An extension to Lamb's Pool had been gratefully received as a gift from Bill and Barbara Crabtree in January 2018. The land was to be known as Woodford Bottom. The owners of Ardley Quarry had been looking to dispose of the site which was currently managed under a management agreement by BBOWT. BBOWT expected to enter into a leasehold agreement with them in the near future.
 - **Leases** – BBOWT had worked with the Hampden Estate to obtain a new lease or management agreement for Windsor Hill Nature Reserve which was of SSSI quality. Discussions had lapsed in 2016 but it seemed likely that they would restart in the next financial year following a restructure of the estate.
 - **Reserves Disposals** – The lease of Bray Pit had been officially terminated in January 2018. Notice had been given to the owner of Westwell Gorse Nature Reserve of BBOWT's request for a larger management contribution in January 2018. This was likely to result in the disposal of the nature reserve in the next 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 had 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 had approved the following revised documents:

Policies:

Terms and Conditions of Employment
Volunteer Policy
Fundraising Policy
Complaints Procedure
Environmental Policy Statement
Disaster Recovery Plan
Privacy Policy
Cash Handling Procedure
Financial Reserves Policy
Investment Policy

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 Annual Accounts, noting the key figures. Overall BBOWT's income for the 2017/18 year was £6.1 million, which was a slight increase on the previous year. BBOWT's expenditure had been £5.6 million; this was slightly less than the previous year and £0.5 million less than BBOWT's income. TL explained that BBOWT's net assets totaled £14.9 million. However, the majority of these funds were tied up in long term assets (mainly nature reserves and other property, plant and equipment) and these funds were therefore not readily available if we should require them to resolve financial challenges in the short to medium term. BBOWT therefore set itself a target figure for free funds to retain against a potential downturn in its financial fortunes. This target was calculated by looking ahead at potential problems that might arise and assessing how much it could cost to rectify them, should they happen. Currently this level stood at £1.3m. BBOWT's free funds position of £2.8m at the end of the financial year was ahead of this target, although our projections identified potential reductions into the future.

TL invited questions on the Statement of Financial Activities.

Rita Gregory asked TL to explain the changes made to the way BBOWT reported on endowment funds. TL explained that BBOWT had examined funds that we thought were endowment funds and had concluded they should not have been treated as such. This related to funds of £22k which had now been transferred into general reserves, where they should have been originally. This meant that at present BBOWT had no endowment funds.

Roger Dobbs asked for clarification as to why the charitable activities expenditure figure shown on the Statement of Financial Activities had dropped over the past 2 to 3 years. TL explained that this comparison can be affected by the way in which we are required to account for the acquisition of nature reserves. For accounting purposes, the acquisition of nature reserves (while *bona fide* charitable expenditure) must not be charged to the Statement of Financial Activities. Instead it must be treated as the purchase of an asset (increasing the balance sheet value of our Nature Reserves). In 2017/18 we bought Duxford for £0.6m. While this does not appear in the Statement of Financial Activities, it is expenditure of charitable funds. So, to get a like-for-like picture we should take this into account. In 2015/16 the equivalent expenditure was only £0.2m. Adjusting the two years shows an overall expenditure position (in the Statement of Financial Activities and elsewhere) almost on a level, rather than dropping significantly.

David Mancey noted that the membership figures had increased over the past 3 years but were down in the current year; he wondered about the reason for this. TL answered that it had become increasingly difficult to recruit members with changes to the data protection regulations and the regulations around fundraising having become a lot stricter. Eight local Wildlife Trusts had created a company called Wildlife Fundraising Central, which undertook membership recruitment for us. The organisation worked very well and we hoped it would continue to do so in the future.

Roger Kemp asked whether the majority of our nature reserves were freehold or leasehold and whether, with the cash funds BBOWT had, it could change them all to freeholds if possible? TL explained that the majority already were freeholds. Converting those that were leaseholds into freeholds would be

problematic. The majority of people who leased reserves to BBOWT were doing so because they wanted to hold onto the freehold themselves. Roger Kemp added that BBOWT had had the leasehold for Butlers Hangings but had lost it. TL responded that he did not know the specifics for that reserve but BBOWT had a set of criteria that had to be considered when it was looking to acquire reserves or dispose of them and he suspected that Butlers Hangings had not met the requirements needed for BBOWT to continue leasing it. TL added that he had been involved with the Trust for a number of years and could not recall BBOWT ever losing a leasehold reserve because the lease had not been extended by the owner.

Clive Phillips asked if the figures had taken account of inflation. TL confirmed that all figures were the actual amounts spent and that previous years' figures had not been restated to take out the effect of inflation.

Bob Cowley asked whether a sum of money had been set aside in the budget to cover the possible legal action against the Ox-Cam expressway and, if so, what sum would this be? TL answered that no sum had been set aside in the current year's budget. In the budget for next year, an amount for the expressway would almost certainly be included. EB added that a cap of £10k would be applied if BBOWT did decide to proceed with a Judicial Review. BBOWT would be getting pro-bono support and the lawyers that were involved had been advised that BBOWT would help with fundraising to cover the costs involved if BBOWT were to proceed.

The financial report for the financial year ending 31 March 2018 was unanimously APPROVED.

One member abstained from the vote.

Proposed: Frances Brindle Seconded: Robin Buxton

6. The Appointment of Auditors

TL explained that the Board had been very happy with the service haysmacintyre had provided in 2018 and recommended their reappointment.

BAM invited 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: Frances Brindle

Seconded: Nick Hards

7. Election of Trustees

James Gillies reported that the Nominations Committee, chaired by Jane Cotton, had met several times during the year to organise and lead the process of recruiting two new Trustees. This year, the Trust had advertised for applicants with expertise in finance and risk and, after a process of application and interview, the Nominations Committee had recommended David Cairns and Graeme Thompson to the Board. In addition to their roles on the Board; David Cairns would also become Chair of the Finance and Audit Committee and Graeme Thompson, Treasurer Designate.

Three current Trustees: Barbara Muston, Frances Brindle and Jane Cotton, all with highly relevant skills, had come to the end of their current 3-year term and had applied for a further 3-year term. After interviews with the Nominations Committee all three were recommended to the Board.

JP confirmed that the Board had endorsed the three Trustees seeking re-election and the two new candidates seeking to be elected as Trustees.

All three candidates seeking to be reelected, Barbara Muston, Frances Brindle and Jane Cotton, were *proposed* by John Pulsinelli and *seconded* by Tim Lowth. Each appointment was voted on and *APPROVED* by the membership.

Both candidates seeking election, David Cairns and Graeme Thompson were *proposed* by Barbara Muston and *seconded* by Tim Lowth. Each appointment was voted on and *APPROVED* by the membership.

BAM added that there were two Trustees who were seeking retirement, Andrew Noel and Chris Burgess. BAM thanked both for their service to the Trust.

8. Re-appointment of Honorary Vice Presidents

Four Honorary Vice Presidents were coming to the end of their term: Lady Wood, Sir Henry Aubrey-Fletcher, Dr Robin Buxton MBE, DL and Professor Dieter Helm CBE. All had expressed their wish to stand to be re-appointed. The Board fully endorsed all four candidates.

The membership elected Lady Wood as Honorary Vice President.
Proposed: Barbara Muston Seconded: John Pulsinelli

The membership elected Sir Henry Aubrey-Fletcher as Honorary Vice President.
Proposed: Barbara Muston Seconded: John Pulsinelli

The membership elected Dr Robin Buxton MBE, DL as Honorary Vice President.
Proposed: Barbara Muston Seconded: John Pulsinelli

The membership elected Professor Dieter Helm CBE as Honorary Vice President.
Proposed: Barbara Muston Seconded: John Pulsinelli

9. Any other business

BAM answered the following questions that had been submitted to BBOWT prior to the AGM:

Maidenhead and its surrounding villages and rural areas include over 100 priority species and over 80,000 people, many of whom love wildlife and are BBOWT Members. Can the Board please advise us how BBOWT plans to support the wildlife and wildlife lovers of Maidenhead?

ANSWER: The Wildlife Trusts' Living Landscape schemes aim to create landscape-scale areas for wildlife which are 'bigger, better and more joined up'. BBOWT has identified a Living Landscape in East Berkshire which encompasses the diverse area that you describe. Berkshire's Living Landscape Community Engagement Manager has been working with partners and local stakeholders to devise a vision for the Living Landscape and identify key objectives. These include aspirations to increase tree cover, improve grassland and riparian habitats and increase connectivity for species to move through the landscape. These aspirations will be met by: working on our existing landholdings, forming new partnerships with landowners and other organisations, and facilitating action in community groups. We hope to be able to publish a more detailed document in the next few months. We are pleased that Wild Maidenhead has been one of the stakeholders involved in helping us to develop our vision and we hope to continue to work with them to further develop the project and during delivery.

This project will complement the work that we do to raise the profile of wildlife in the planning process in the Royal Borough of Windsor and Maidenhead, and the education work we do at our Environmental Centers at Woolley Firs and Windsor Great Park.

It is worth noting that of 2,547 schoolchildren visiting Woolley Firs this financial year, 644 were from the Royal Borough of Windsor and Maidenhead and 3 schools have sent 64 children to Windsor Great Park.

Also 385 children have attended sessions of Nature Tots Maidenhead at Woolley Firs and 107 at Windsor Great Park. And there have been 14 family event days, involving 385 children as well as after school Rangers clubs involving 126 children.

The Financial Statement shows that £30,000 was spent by BBOWT on Windsor Great Park. The new education and outreach centre is a fine facility, but isn't the Crown Estate wealthy enough to afford its own conservation and outreach work?

ANSWER: BBOWT's partnership with the Crown Estate has resulted in a fantastic facility at Windsor Great Park which has already exceeded targets for the number of children who have benefitted from BBOWT's excellent environmental education, including, in this financial year so far, 84 children from 3 Maidenhead schools.

BBOWT is the delivery partner in this agreement. We have the expertise to lead the project to develop the environmental centre and its grounds, to employ a member of staff and to deliver the education programme.

This work is based on a 'full cost recovery' model. This means that BBOWT has no net expenditure on this project; the Crown Estate covers all direct and indirect costs including staff time, line management and office costs. Although it does show up on our accounts, all BBOWT expenditure is repaid in full by Crown Estate.

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

Graeme Thompson, Honorary Treasurer, will present the report on the Financial Statements for the year ending 31 March, 2019 and the Auditors' Report.

AGENDA ITEM 6 - APPOINT AUDITORS FOR 2019/20

The Finance and Audit Committee will recommend Auditors for the year 2019/20.

AGENDA ITEM 7 – ELECTIONS OF TRUSTEE/DIRECTORS TO THE BOARD 2019

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

Joanna Simons (*Trustee since 2016*) *Proposed: Graeme Thompson Seconded: Barbara Muston*

Joanna has a background of senior leadership in the public and voluntary sectors having been chief executive of two local authorities and a national charity. She now mixes consultancy in the voluntary sector with her charitable interests. Her interest in wildlife conservation began as a teenage volunteer with the British Trust for Conservation Volunteers, and in the 1980s she helped to set up the London Wildlife Trust where she was subsequently a council member. Joanna became a BBOWT trustee in 2016 and is also Chair of Experience Oxfordshire.

Chris Mees *Proposed: Graeme Thompson Seconded: Barbara Muston*

Chris studied zoology at university and his PhD related to the ecology of the British freshwater crayfish. This led to a career in the conservation and management of aquatic natural resources, in particular fisheries, initially in Kiribati with the Overseas Development Administration and then Seychelles with the European Commission. Most recently he has been managing director of MRAG Ltd an environmental consultancy based in London. He has managed and implemented numerous projects and programmes related to natural resource management and was involved in their strategic development and performance

review. He has written and contributed to management plans for fisheries and coastal zones. On behalf of the British Indian Ocean Territory Administration and its Marine Protected Area he has been head of the UK Delegation to the Indian Ocean Tuna Commission, responsible for developing conservation management measures, and monitoring compliance. At home he is a keen gardener, including promoting wildlife areas and a small patch of meadow nurtured since about 2009. He also enjoys walking and the chance to get amongst nature. Chris became a member of BBOWT in 2011.

Mike Pollard *Proposed: Graeme Thompson Seconded: Barbara Muston*

Mike has thirty years' experience of managing and developing nature reserves for the RSPB, including wetlands at Otmoor near Oxford and Middleton Lakes near Tamworth. He has a particular passion for habitat creation, landscape-scale conservation and connecting people to nature. Mike played a major role developing a collaboration between RSPB, Barratt and Aylesbury Vale District Council that is delivering an innovative nature-friendly housing scheme in Aylesbury.

A lifelong supporter of the Wildlife Trusts, Mike is keen to support BBOWT in building our nature reserve network to play a major role in nature's recovery.

Mike has travelled widely in the UK and overseas, visiting some of the wilder landscapes of Europe and working on conservation projects in the Caribbean and South Africa. He is also conservation officer for the Banbury Ornithological Society, a trustee for Wild Oxfordshire and was elected as chair of the Gay Birders Club in 2018.

AGENDA ITEM 8 – APPOINT OF PRESIDENT AND HONORARY VICE PRESIDENTS

President: Steve Backshall

Steve Backshall became BBOWT's president in 2010 and is proposed for a further three years. Steve is a world-renowned adventurer, naturalist, writer and television presenter. You may have seen him on TV shows such as Expedition with Steve Backshall, Big Blue Live, Deadly 60, and Lost Land of the Tiger. He became president of BBOWT because of his passion for local wildlife and enthusiasm for more children to be intrigued and inspired by nature.

Honorary Vice Presidents

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

Martin Spray CBE *Proposed: Joanna Simons Seconded: Barbara Muston*

Martin was the first chief executive of BBOWT, holding the position for 13 years. He moved to the Wildfowl and Wetland Trust in 2004 following a year of part time secondment to the Royal Society of Wildlife Trusts to oversee a period of substantial change. Martin is a member of the IUCN's UK Executive Committee and chair of Wildlife & Countryside Link. He was founder trustee of Pond Conservation (now the Freshwater Habitats Trust), past chairman of the North Wessex Downs AONB Council and chair of the Marine Conservation Society. Internationally he is a member of the Management Committee, chair of the Finance Committee and chair of the Strategic Planning Committee of the East Asian Australasian Flyway Partnership, and WWT International Organisation Partner representative for the Ramsar Convention for Wetlands. He has been an honorary vice president since 2004. Martin was made CBE in 2013 and the same year was awarded an honorary Doctor of Science by the University of Roehampton.

Dr Pam Berry *Proposed: Joanna Simons Seconded: Barbara Muston*

Dr. Pam Berry is a Senior Research Fellow and Leader of the Biodiversity, Ecosystem Services and Climate Adaptation Group in the Environmental Change Institute, Oxford and a Fellow in Geography at Mansfield College. Her research focuses primarily on Europe and the UK and she has a wide range of research topics covering: the integrated assessment of climate change impacts and adaptation, including synergies and trade-offs in sectoral mitigation and adaptation measures and their impact on biodiversity; conceptual aspects of ecosystem services; the links between biodiversity and ecosystem services and the assessment of ecosystem services; nature-based solutions as a way of addressing

societal challenges; and the translation of science into practice and policy through stakeholder engagement. She sits on the Steering group of DG Environment's Mapping and Assessing of Ecosystem Services (MAES)

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