

Minutes of the 55th Annual General Meeting held on 4th December 2017 at 6.00pm at the Quad, Market Place, Derby

In attendance:

Sue Mayer (Chair)

Nigel Hawkins (Vice Chair)

Peter Bradbury (Treasurer)

Paul Lynch (Trustee)

David Charlton (Trustee)

Phil Shore (Trustee)

Tony Hams (Trustee)

Huw Edwards (Trustee)

Jo Smith (CEO)

87 members (the register of attendees is retained by the Trust for its records)

Stephanie Kershaw (taking the minutes)

The AGM was preceded by a review of the DWT year, introduced by The CEO and with presentations by members of staff. The presentations were followed by a screening of the DWT Annual Review 2016-17 film.

1 Apologies for Absence

Apologies were received from:

Chris Gale (Trustee)

Trevor Hudson (Trustee)

Fred Pickering (Trustee)

Mike Greenwood (Trustee)

Tony Wassell

2 Approval of the Minutes of the 54th AGM Held on 3rd November 2016

The minutes of the 54th AGM were accepted as a true record.

3 Receive and adopt the Trustees' Annual Report and Accounts for the year ended 31st March 2017

The Chair reminded members that the responsibilities of trustees included ensuring that the Trust was properly managed, complied with its aims and objectives and its strategic plan and was financially sound with no mismanagement. She said that the trustees believe that the Trust has a remarkable staff team, led by Jo Smith, and that the strategic plan was executed well, with energy and innovation. Sometimes mistakes are made but the Trust will always be willing to learn from mistakes. She said she firmly believed that without the work of the Wildlife Trust, wildlife would be in a much worse state.

The Treasurer then presented an overview of the Trust's accounts for 2016-17 saying that with total income of £1.75k, this was less than the previous year when total income was £1.94k. Expenditure on charitable activities last year was £1,477k, with total expenditure being £1,814k

There was a deficit of £57k in the year, leaving a balance of funds of £2,576k which means the Trust is in excellent financial position moving into the next year. He said the current financial reserves policy is that the Trust should hold the equivalent of at least three months' core expenditure in reserve.

The Treasurer reported that Baldwins, the Trust's auditors, stated that the accounts provided a true and fair view of the activities for the year, had been properly prepared in line with UK GAAP and in accordance with the requirements of the Companies Act 2006. The Treasurer said that the Trust had a good finance team, with the Head of Finance, Tony Chambers, and his colleagues.

Questions were invited but none were raised.

The Adoption of the Trustees' Annual Report and Accounts was carried unanimously by a show of hands.

4 Determine by special resolution a proposal by the Board for amendment to the Articles of Association of the Trust to simplify the process for re-election of trustees and honorary officers

A separate paper on the proposed amendment to the Articles had been circulated before the meeting. David Charlton (Trustee) explained that the reason for the proposed amendment was to simplify the current rules for election of trustees and honorary officers, the current rule being quite complex. The proposed change will mean that a trustee is elected for a three year period, remaining in office for a maximum of nine years. Honorary officers will be elected from the trustees by the Board, with changes approved at the AGM. The proposed amendments would make the process easier to manage. In response to questions, DC said that the period of 3 years for a term of office had been proposed as good practice. The Chair said that the nine year period maximum rule was already set out in the existing Articles of Association and was in line with Charity Commission recommendations.

Proposed by: Nigel Huish
Seconded by : Huw Edwards

The resolution to amend the Articles of Association was passed unanimously by a show of hands.

5 Election of Trustees

The Chair said a number of trustees were retiring under the rule setting a maximum term of nine years at this AGM. Mike Cox, Treasurer, had retired in March 2017 and been replaced by Peter Bradbury, Director of Finance at the Ashgate Hospice. David Charlton, Chris Gale, Mike Greenwood, Trevor Hudson and Phil Shore also had to retire at this AGM. In addition Sarah Fowler had indicated that she would also stand down at this AGM. The Chair said she would like to record thanks to the Trustees who were retiring and said that they would be missed enormously.

Four new trustees were nominated by the Board. Profiles of these trustees were available at the AGM and on the Trust's website. The new nominations were:

Peter Bradbury - Director of Finance at the Ashgate Hospice
Julie Lane – Head of Finance at the YHS
Jayn Sterland – CEO of Weleda
Dan Cutts – Senior Partner at national law firm, Weightmans

Julie Lane

Proposed by: Valerie Page

Seconded by: Sue Mayer

Jayn Sterland

Proposed by: Sue Jones

Seconded by: Nigel Huish

Peter Bradbury

Proposed by: John Page

Seconded by: Stephanie Kershaw

Dan Cutts

Proposed by: David Charlton

Seconded by: Brian Hobbs

There were no other nominations

The decision to elect the above four trustees was carried unanimously by a show of hands.

6 Appointment of Honorary Officers

Nominations for Honorary Officers from the Board:-

Chair: Sue Mayer

Vice Chair: Nigel Huish

Treasurer: Peter Bradbury

Proposed by: Huw Edwards

Seconded by: Paul Lynch

There were no other nominations

The decision to elect the above Honorary Officers was carried unanimously by a show of hands.

7 Appointment of Baldwins as the Trust's auditors for the year 2017/2018

The Board proposed that Baldwins be reappointed for the 2017/18 financial year.

The decision was carried unanimously by a show of hands and Baldwins were appointed the Trust's auditors for 2017/18

8 Any Other Business (notified in advance to the Trust's Head Office)

There being no other business, the Chair drew the meeting to a close with special thanks to the CEO and staff for their work that evening in making the event such a success.