



Minutes of the Annual General Meeting (AGM) 2023

Hybrid event – Saturday 16th September 2023

Jean Matthews (BCT Chair) welcomed everyone and asked for members to sit in the middle of the room, and for any non-members present in the room to sit on one side of the room so it is easier for vote counting. She also covered some housekeeping rules for Zoom (explained basic zoom controls, and asked members to remain muted) and asked if all voting members in the room had pink voting cards. Kit Stoner (BCT's CEO) and Joe Nunez-Mino (BCT's Director of Communications and Fundraising) proceeded to count how many voting members were in the room (displayed by raising pink voting cards up).

Jean Matthews chaired the meeting and covered both Zoom and in-person rules for voting:

- For members in the Zoom room, you will remain muted but if you have a question/comment relating to the AGM proceedings or need to raise a point of order, please use the chat by writing 'QUESTION' or 'POINT OF ORDER' and a member of staff will ask you to unmute yourself so you can ask the question/raise the point of order. If you would rather not speak in public, you can put 'READ' in capitals at the beginning of the question and the moderators will know to read it out themselves. If you do speak, please introduce yourself first so this can be recorded in the minutes. If you are here in the hall room and need to raise a point of order, please raise your hand and say, 'POINT OF ORDER.' The AGM proceedings will pause, and a microphone will be brought to you.
- There will be time for questions before each resolution is brought to a vote, so please wait if you have any questions about the resolution, and you'll get the chance to ask them.
- For the Zoom room, while the AGM is taking place, please reserve the online chat for AGM related questions only. If you need technical assistance please email members@bats.org.uk or call 020 7820 7181. You will be able to catch up with people in the online chat at the end of the formal business for a bit should you wish to do so.
- Any non-members here or on Zoom, please remember you cannot propose, second or vote for resolutions.
- A reminder for family members: If you have a family membership and your respective family member is also attending the AGM, please amend your Zoom name so it is clear there are 2 people voting (e.g. Smiths x2 or Smith & Brown). If you need help with this, please contact a BCT member of staff to ask for help.
- We'll be voting on 8 resolutions and for each a member needs to propose it to go to a vote and a second member needs to second it:
 - If you're on Zoom and wish to propose a resolution, please use the 'Chat' and write 'I PROPOSE' or speak up if you are in the room
 - If you wish to second a resolution please use the 'Chat' and write 'I SECOND' or speak up if you are in the room

- If you are on Zoom and wish to propose or second a resolution make sure you are sending the message on the chat to everyone rather a private message to other participant
- Please also note that your Zoom name must be valid (i.e. it needs to display your first and last name)
- If you're in the hall room, put your pink card up if you wish to propose/second a resolution, and say 'I PROPOSE' or 'I SECOND.' The first person to type/shout will be the proposer/seconders will be announced by the Chair or a member of staff.
- We will then ask for members to vote for each resolution. If you are on Zoom you will see a poll pop up on your screen and you simply need to select the option that suits you on the screen. So it is recommended that you have the speaker view option selected. You can change this either on the right or left hand side of your screen, depending on which device you are using. So there should be a test poll appearing for the Zoom people, and you can click yes/no and submit it. It doesn't give you an option to abstain on this one though. If you are in the room, voting is by a show and count of pink voting cards. And we've all got our cards now, I think, and we've got 2 proxy votes.
- For the Family members on Zoom: if each member within a Family Membership wishes to vote differently please do not answer the poll and use the chat to let BCT know what each of your votes will be (e.g.: John Smith votes in favour and Mary Smith abstains).
- If for some reason you get disconnected during the AGM or have missed voting on a resolution (and you do wish to continue to vote), please call 020 7820 7181. AGM proceedings will pause briefly for 5 minutes until you are able to re-join so we can count your vote. When you reconnect again you will be placed in a waiting room and then a member of staff will let you in as soon as it is suitable. If you are unable to connect within 5 minutes of being disconnected the member of staff that is with you on the phone can give you instructions on how you can dial in.

Total proxy votes: 2 proxy votes (included in the counts for online voters) were received from: Lisa Worledge and Sue Taylor.

Total in-person voting members: 38.

Total Zoom voting members: 6-9 (varied as people dropped off and joined back at various points).

Agenda item 1 – Apologies

Apologies were received from: Pat Morris and Shaun Watker.

Agenda item 2 – Minutes of the AGM 2022

The chair presented the 2022 AGM minutes and asked if there were any amendments to be made. No points were raised and consequently no amendments made.

To approve the minutes for the 2022 AGM (**Resolution 1**).

Proposer: Ruth Waters

Seconders: Matthew Terry

For [41] Against [0] Abstain [4]

Agenda item 3 – Annual Report of the Board of Trustees 2022-23

Jean Matthews, BCT Chair, gave a presentation reviewing some highlights from the annual report for the period April 2021 – March 2022.

Discover:

- So, looking at the National Bat Monitoring Programme (NBMP), while several British bats remain at risk of extinction, good news was confirmed for some – but not all – species this year, showing encouraging continuing signs of slow recovery.
 - Bat populations in the last century showed serious declines, so there is still a long way to go to guarantee the long-term recovery of bats in the UK. However, the NBMP data shows current laws and conservation appear to be successful. As such, it is vital these protections continue.
 - Among the most heartening results from our world leading NBMP, were increases in two of our rarest bats, the greater horseshoe and lesser horseshoe bats that had disappeared from many areas during the 1900s.
 - Counts rose for Natterer's bat, common pipistrelle, and soprano pipistrelle too, whilst other species appear stable overall across Britain, compared to 1999 - Daubenton's, noctule, brown long-eared, serotine and whiskered/Brandt's. However, a closer look shows a mixed picture, with regional variation, which we will be investigating further.
- We made two scientific awards in 2022/23.
 - The 2023 Kate Barlow Award was awarded to Oliver Aylen. His PhD research at the University of New South Wales, Australia, investigates how fenced reserves and artificial bat boxes affect bat predation, food supply and roost sites. Since European colonisation, Australia has been altered by land-use change, the introduction of non-native herbivores and predators, and the removal of native predators. This has had multiple impacts on native bat populations.
 - Joint winners in 2022 were Ella Browning (University College London & Institute of Zoology, Zoological Society London) and Roberto Novella Fernandez (University of Southampton). Ella researched bat population trends in the UK. She identified gaps in the evidence of drivers of bat population change, which showed that the impacts of many purported drivers, such as climate change and protective legislation, were poorly understood. Roberto investigated the trophic ecology of *Myotis escalerai* and *Myotis crypticus* and how local food chains can affect coexistence between these two forest bats.
 - Please note that this photo was taken before the COVID-19 pandemic. Experts advise everyone that comes into close contact with bats to wear a mask to prevent human-to-bat transmission of SARS-CoV-2.
- Professional guidance.
 - Work continued on the fourth edition of 'Bat Surveys for Professional Ecologists: Good Practice Guidelines' and that has now been published in PDF form and will be available as a hard copy in the next few weeks.
 - We also contributed to the Bat Mitigation Guidelines and these too have now been published.

Act:

- Work with the sectors.

- We have continued to work with the different sectors. As well as our work with the built environment and forestry sectors, this year we recruited an Agriculture Officer to engage with land managers and farmers. The role will enable broader work with farmers at a time when the sector is moving through great transition. How the land is farmed is crucial in confronting the biodiversity crisis.
- We have been working with the Farm Wildlife and the Nature Friendly Farming Network, agriculture groups of Wildlife and Countryside Link in England, and Wales Environment Link. We are planning more projects with farmers on the ground next year, similar to our work in south and east Devon as part of the 'Back from the Brink' grey long-eared bat project which ended in 2022. As the UK moves away from the European Common Agricultural Policy, BCT's work with farmers and evolving schemes and landowners in England, Wales, Scotland and Northern Ireland is imperative.
- Advocacy.
 - Our policy work has included campaigning, letters, reports and briefings to ministers, and our political Species Champions are helping us bring positive engagement on bat conservation. Policy challenges and opportunities have included key pieces of legislation such as the Retained EU Law Bill, changes to the planning system, Environment Act 2021, Environmental Improvement Plan, United Nations Biodiversity Summit (COP15) and Global Biodiversity Framework. Policy issues continued from last year included Biodiversity Net Gain and Local Nature Recovery Strategies. We have worked on the National Planning Policy Framework, Biodiversity Net Gain, National Parks, Biodiversity Strategy, agricultural policy, offshore energy assessment, wildlife trapping and environmental assessment.
 - We have continued to work closely with other environmental NGOs through the Environment Links, Greener UK and the Better Planning Coalition, to get a strong and effective voice for conservation across the United Kingdom.

Inspire:

- National Bat Helpline.
 - Our National Bat Helpline fielded over 10,800 calls, emails and letters in 2022-23. It provides advice to anyone interested in bats and their roosts. Throughout summer, the team of trained dedicated volunteers on our Volunteer Bat Care Helpline provided out-of-hours welfare advice during evenings and weekends to anyone who found grounded, injured and orphaned bats. They handled over 6,000 enquiries during 2022-23. Helpline staff organised 680 roost visits for Natural England and advised on 1,400 further enquiries not needing a visit. The Natural England casework is an enormously important part of our work and would not be possible without the dedication and flexibility of volunteer bat roost visitors.
- Bat groups.
 - We have increased support for bat groups through more training and resources. And we've showcased their wonderful work through the Mapping the Bat Groups project. We support 84 groups in England, Wales, Scotland, Northern Ireland, Isle of Man and the Channel Islands. Three grant awards were made this year totaling £1,200, plus talks, training, outreach materials, insurance, advice, networking, a monthly bulletin, meetings, regional conferences and the annual Bat Workers Forum.
- Training and conferences.

- We delivered 36 training courses this year, for hundreds of people, online and in person. For example, we held workshops for developers in May 2022 on bats, landscaping and lighting, with Vistry Group. We held a Built Environment Consultants Forum in January 2023 for 150 ecological consultants, on policy and licensing. We trained hundreds of police officers and lectured criminology students at Plymouth University. We held BatFest, the National Bat Conference and Southwest of England Bat Conference as hybrid events together attracting over 500 people.

Strengthen:

- Members, supporters and volunteers.
 - BCT members not only help to fund our work but are our partners in that work. With our members, we work to create a world where bats and people thrive together. Members receive BCT magazines three times a year. Corporate members receive advance opportunities for sponsoring projects, events, and publications. Our popular Adopt a Bat scheme provides an alternative route for supporting bat conservation without becoming a member.

So, looking ahead, Kit presented our new Theory of Change and high-level strategy yesterday in her update. Some members won't have been there, but this will be launched more officially later in the year. Thank you. So, have we got any comments or questions on that before we go to a resolution?

To approve the Annual Report of the Board of Trustees 2022-2023 (**Resolution 2**).

Proposer: Ruth Testa

Seconded: Kirsty Park

For [47] Against [0] Abstain [0]

Agenda item 4 – Annual Accounts and Auditors' Report 2022-23

Ruth Waters, BCT's treasurer, provided an overview of the work towards a balanced budget. It was a challenging year for the charity sector:

- Despite the continued economic uncertainty, BCT has continued its vital work. The economic downturn has meant we ended the year with a decrease in funds, largely due to a loss on investments reflected at the time of our financial statements, and I'll come onto that in a bit more detail in a bit.
- We saw a small deficit in unrestricted funds this year compared to a small surplus last year. Continuing with careful management of our finances, we did however see an increase in project expenditure as well as an increase in staff salary costs in the year 2022/23 with higher cost of living pressures. So, the difficulties in the global financial market mean we will continue our cautious approach to spending and continue to invest in diversifying our income streams.
- **F&A**
 - So, we now do have a Finance and Audit (F&A) committee specifically set up within the Board of Trustees and we also have more experience on the Board of Trustees around finance and accounting which is excellent.

- As a sub-committee of the Board of Trustees, the Finance and Audit Committee will assist the Board in its duty to oversee BCT's financial management, investment management, and statutory external audit functions.
- **Auditors**
 - Unhappy with the performance of our auditors for the last three years, we underwent another review and reappointed our old auditors Sayer Vincent. This year's audit ran smoothly and cost us significantly less (£9.5k) than the previous auditor's quote (£16k) for this year, so there's been an improvement there.
- So just a little more detail on the figures, for the year ended 31 March 2023, income was £1,689,685 (2022: £1,632,007) and expenditure was £1,773,272 (2022: £1,595,153), leading to net deficit for the year of £83,587 (2022: surplus £36,854).
- Taking into account losses on investments of £253,771 (2022: losses of £57,186), the net movement in funds for the year was a decrease of £337,358 (2022: a decrease of £20,332). And you can see from these diagrams the proportion of income and spend. So we expended a lot on projects and research costs which is where we like to be making an impact.
- **Going forward 2022/23**
 - Investment policy**
 - Investments total £2,369,739 (2022: £2,580,593) on 31 March 2023. The aim of these funds is to provide a steady additional annual income stream to support our work, helping to reduce the risks associated with our reliance on project funding. Both this and the prior year were unpredictable in terms of investments and global stock markets were severely impacted by continued impacts of the COVID-19 pandemic and the Russian invasion of Ukraine.
 - For budgeting purposes, BCT assumes a 6% total return per year to take into account market fluctuations. Investments are expected to meet our ethical criteria with returns reported on via a benchmark.
 - Investments**
 - BoT are currently reviewing the management of our investments with an aim to achieve better performance and bring them more in line with current ESG opportunities. We are now in a good position to go forward and make decisions over the next couple of months in that space.

To approve the Annual Accounts and Auditors' Report 2022-23 (**Resolution 3**)

Proposer: Matthew Terry

Seconded: Cerys Bradley

For [45] Against [0] Abstain [0]

Agenda item 5 – Appointment of Auditors

Following a significant proposed increase in fees from HW Fisher, we undertook an auditor review and invited quotes from three additional auditors. We appointed Sayer Vincent for the 2022/23 audit and were satisfied with the service. We are likely to use them again and would like to request that members authorise the Trustees to choose Auditors for next year's audit. To authorise the Trustees to choose Auditors for next year's audit (**Resolution 4**).

Proposer: Annika Binet

Seconded: Colin Green

For [46] Against [0] Abstain [1]

Agenda item 6 – Auditors’ Remuneration

To authorise the Trustees to determine the Auditors’ remuneration for next year’s audit. (**Resolution 5**).

Proposer: Ruth Waters

Seconders: Ann Gleave

For [47] Against [0] Abstain [0]

Agenda item 7 – Proposed addition to the Memorandum and Articles of Association, article 3

Article 3 of the Memorandum and Articles of Association sets out the Objects which govern BCT’s work and activities. The current Objects are broad but do not currently reflect BCT’s commitment to Equity, Diversity and Inclusion (EDI). We want everyone to have the opportunity to engage with bat conservation. We would therefore like to propose adding the following subclause (v) at the end of Clause 3. New proposed text is shown as underlined.

3. The objects for which the Charity is established are, for the benefit of the public, to promote the conservation and study of bats in the UK, the Isle of Man, the Bailiwicks of Jersey and Guernsey and elsewhere in the world, and to disseminate information relevant to these objects. In furtherance of the said objects, but not further or otherwise, the Charity shall have power:

Clauses a) to u) to remain the same....

v) to act with due regard to its commitment to championing Equity, Diversity and Inclusion throughout all of its work and to act in accordance with the Charity’s EDI Statement of Values. *

(Resolution 6).

Proposer: Stephen Ruth

Seconders: Louise Mapstone

For [46] Against [0] Abstain [1]

* You can read BCT's Equity, Diversity and Inclusion Statement of Values here:
<https://www.bats.org.uk/the-trust/equity-diversity-and-inclusivity>.

Agenda item 8 – Election of Trustees

Existing Trustees

All Board of Trustees members are eligible to stand for up to three consecutive periods of three years, before they must stand down from the Board for at least one year.

Two Trustees are standing for re-election at this AGM and the Board of Trustees is pleased to make the following proposal, for John Randall and Annika Binet, to be re-elected as Trustees for a second and third term respectively. Their bios have been extracted from our website:

<https://www.bats.org.uk/the-trust/team/board-of-trustees/bot>.

- John Randall – nominated for re-election as a Trustee (**Resolution 7**).

Proposer: Joe Nunez-Mino

Seconders: Steve Roe

For [46] Against [0] Abstain [1]

John Randall

John has had a passion for wildlife from his earliest days. He has been a member of the RSPB for over 55 years. After studying Serbo-Croat at London University he joined the family retail business, but his love of nature was never far away, and he was a tour leader for several specialist birdwatching companies at the same time. He was elected a Member of Parliament from 1997 until 2015. During his time in Parliament John put forward the Marine Wildlife Conservation Bill. This ultimately led to the Marine and Coastal Access Act of 2009. He retired from Parliament in 2015 to spend more time campaigning on the issues that mattered to him. He has served as a Council Member of the RSPB and is currently a Trustee of the UK Overseas Territories Conservation Forum, a Vice-President of Fauna and Flora International as well as a trustee of other non-wildlife charities. In 2017 he became Prime Minister Theresa May's Special Adviser on the Environment. Now in the House of Lords, he is a strong advocate for wildlife and conservation. He is really keen to learn more about bats and getting to grips with his bat detector as well as using his business and political knowledge to give bats and their conservation the attention they deserve.

- Annika Binet – nominated for re-election as a Trustee (**Resolution 8**).

Proposer: Steve Parker

Seconder: Kirsty Park

For [47] Against [0] Abstain [1]

Annika Binet

Annika has been an active volunteer bat worker since 2007, first in Australia, then in the Channel Islands and is now based back on the UK mainland where she works as an ecological consultant with a specialism in advanced bat surveys. She has been a member of a selection of UK and CI based bat groups since 2008, served two separate terms as Chair of the Jersey Bat Group, from 2009 to 2011 and from 2015 to 2016, and was a member of the committee of Hampshire Bat Group from 2019 until 2023. Her experience has given Annika a good understanding of the day-to-day operation of a charitable bat group and of volunteer bat workers generally.

Annika founded her own bat research and training non-profit organisation with a small team of research volunteers in order to conduct additional Channel Island wide bat research projects. She has given talks and provided training to volunteer bat workers not just in Jersey but also for the Societe Guernsiais Bat Section in Guernsey and the Alderney Wildlife Trust; as well as giving talks for numerous UK bat groups as well as at regional and national conferences.

Having been based within a small island bat group for 11 years, having connections across the other islands and now being based back on the mainland UK, Annika is in a unique position to understand the concerns of a range of partner groups. In particular, she understands the different concerns of the island bat groups, especially in relation to the small pool of experience, equipment and funding - you cannot just ask a member of a neighbouring county bat group to drive across the border to help with a fundraising, research or training event.

Officer roles

For your information, the Board of Trustees has agreed the following Officer roles for the coming year. This is in line with the change in procedure agreed at the 2019 AGM.

- Jean Matthews – Chair (continuing in the role)
- Steve Roe – Vice Chair (continuing in the role)
- Annika Binet – Secretary (continuing in the role)
- Helen Slinger – Treasurer (new to the role)

Agenda item 9 – Any other notified business

• **New corporate membership category**

Joe Nunez-Mino, BCT's Director of Communications and Fundraising, provided an overview of this new category and the structure of BCT's current and past corporate membership schemes. Joe then opened the floor up to questions.

- A few years ago when we had corporate memberships based on turnover, we scrapped them because basically none of the people that were taking out corporate memberships were taking them out at the higher rate. In other words, they were always going for lower rates, so we standardised it across the board and corporate members paid one rate for becoming corporate members. That has operated really well over the last few years. I think we had about 15 corporate members 7 years ago, and we've now got 38 corporate members.
- To give you a bit of background, our corporate membership does not operate in the same way that normal membership does. There is an application process in place so we don't just accept anyone as a corporate member. They have to put in an application, sign a certain level of agreement with our principals, and then we go through a due diligence process before we approve them.
- We want to review all memberships next year, including corporate memberships, but we're also very aware that we want to increase our income and there's more potential for getting more income from corporates, and so we are considering 2 options; either bringing back the old corporate membership structure – that's not what I'm keen on, I'm going to be honest about that, as I don't think it really worked for us – or the other option is to have a corporate partnership agreement.
- This would basically be where a corporate would pay a higher rate and they would get more for their contribution. What I mean by that is that they would get acknowledgements in the form of an advert in Bat News once a year (a half-page advert inside the magazine) and also in our e-Bulletins. There would also be a higher rate of feature on our website. At the moment, there is just a list of people, but if they became a corporate partner, we would make more of a fuss of them. It is a model that other organisations use, so it's not a new model as such, but there are many charities about the same size as BCT that do that. We still have to go through the due diligence process because it would be a closer partnership, and so I just wanted to raise that as a point for discussion to see what people think and if they have any opinions/feedback before we explore this any further.
- **Question from Colin Green:** You mentioned two options – could you explain the original corporate membership structure?

- **Joe:** So, the original corporate membership structure was basically based on turnover, so if (I can't remember the exact figures) you were based on less than £500,000 a year, then you paid £100 a year membership, whereas someone with a turnover of over a million a year would pay would pay membership of £500 a year as an example. It would be a scale of membership levels depending on your turnover. What you would get for that money would be exactly the same, which is basically an acknowledgement on the website, our Bat News magazine 3 times a year and first offer of any sponsorship deals available, and discounts on any training courses. So that was the previous model but thank you for highlighting that. I always compare it to having a restaurant and saying to people that come in the restaurant, "how much do you earn?" and so you would set the price of the meal depending on...which seems fair in some ways but yes.
- **Comment from Daniel Hargreaves:** I agree. I think setting a cost against turnover, a lot of corporates might just have turnover and say it's almost like a balance isn't it, but they're not actually making a lot of profit, and turnover is convening in restricted funds.
 - **Joe:** Thanks.
- **Comment from Colin Green:** I've just got a concern, I suppose about due diligence and making sure that the sponsors are not doing unscrupulous things, and I'd like to make sure that there are enough checks in place for potential new members.
 - **Joe:** It's something we are concerned about and are very careful about when taking not just corporate members but donations. So, we have had donations offered to us from unscrupulous organisations and we've returned those donations if they've already arrived, or we just turn them down.
 - With a corporate member, if one of our corporate members did something that was damaging to bats or bat conservation, we could end their membership at that point, but we absolutely do take every application very seriously, and this is for donations, sponsorship and corporate memberships. How much we can dig into what they're doing is really tricky to do very often, but we do try our very best to do as many checks as possible to reassure ourselves that we should be accepting that money or that contribution.
- So, this is not going to happen immediately, but if anyone comes up with questions later, you can always come up and talk to me or by all means email me. It's not something that's going to appear in a week or two. I just wanted to see what people thought of the idea, and any further feedback is always welcome.

Once the above discussion had come to a close, the official AGM was formally closed after ensuring there were no further questions.

Jean Matthews, Chair

Minutes: Eleanor Jolliffe (Engagement and Fundraising Assistant)