

Bat Conservation Trust



Minutes of the Annual General Meeting (AGM) 2019

National Bat Conference, Nottingham University, Nottingham

Saturday 7th September 2019

David Gibbons (BCT Chair) chaired the meeting and covered the rules for voting:

- He pointed out that spare AGM papers, annual report and annual review (to be approved at this AGM) were available at the front of the room.
- He advised that as proxy voting had been made available, the Chair would call for a poll on every resolution so that the proxy votes could be included.
- He described the manner of the poll – that it would be by a show of hands (in which the voting card should be held up) to which the proxy votes would be added.
- One of those who had submitted a proxy vote had appointed the BCT Trustee Ani Binet.
- He checked if anyone present had also submitted a postal vote; it was confirmed that nobody had.

49 voting members attended at the start of the meeting and one member arrived after resolution 1 so only voted from resolution 2. One member left the room before voting for resolution 13 onwards and another left before voting for resolution 15 and onwards.

Total proxy votes: 1

1. Apologies for absence

Apologies were received from: Tom Andrews, Robert Upex, Roger Mortlock, and Rupert Lancaster.

2. Minutes of the AGM 2018

The Chair presented the 2018 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 2018 AGM (**resolution 1**)

Proposer: Kirsty Park

Seconder: Joe Nunez-Mino

For [49] Against [0] Abstain [1]

3. Annual Report of the Board of Trustees 2018-2019

David Gibbons, BCT Chair, gave a presentation reviewing the year. He highlighted the following from the Annual Report, in the context of BCT's strategic objectives

Discover:

- In 2018 nearly 2,000 sites were surveyed by nearly 1,000 volunteers, which is more than double the 1997 figure when the NBMP started. We also ran 25 bat detector or sound analysis workshops which provided training for over 350 volunteer surveyors.
- BCT is collaborating on research that addresses our priority evidence needs, including as co-supervisors to two PhDs using NBMP data.
 - Lea Dambly at the Centre of Ecology and Hydrology is using simulations to identify, quantify and correct bias in the NBMP Roost Count survey data.
 - Ella Browning at UCL is investigating spatial patterns in NBMP data using novel statistical modelling techniques, which will inform BCT's approach to monitoring spatial trends. She is also comparing the performance of different acoustic sensors for passive acoustic monitoring, which will inform the development of the British Bat Survey.
- We made two scientific awards in 2018/19.
 - The second recipient of the Kate Barlow Award was Laura Pulscher of the University of Sydney, for her project Assessing the Nutritional Content and Stable Isotope Ratios of Native and Non-native Food Sources Used by the Endangered Christmas Island Flying Fox. The Christmas Island Flying-Fox is critically endangered and is declining. Laura is investigating whether nutritional imbalances, potentially caused by the introduction of non-native plants, could be a significant factor in the decline of the species.

- The Vincent Weir Award was awarded to Liz Rowse of the University of Bristol for her work researching the effects of artificial light at night on bats. She found that the switch from orange low pressure sodium lights to more energy efficient LEDs did not affect species richness or activity of bats. She has also looked at the potential of dimming LEDs to benefit light averse species of bat.
- And of course we had the two new winners for these awards announced at the conference today.

Act:

- BCT continues to develop and contribute towards new professional guidance.
- The 'Bat Surveys for Professional Ecologists: Good Practice Guidelines' continues to have a far reach both through sales of hard copies and the thousands of copies downloaded.
- BCT has also contributed to new bats and wind farm guidance as part of a group led by Scottish Natural Heritage (SNH). This guidance was published in January 2019.
- An updated 'Guidance Note on Bats and artificial lighting' was published in September 2018. This was co-written by BCT and the Institution of Lighting Professionals (ILP). In October 2018 new Eurobats guidance on bats and artificial lighting was published. This was drafted by a panel of experts including BCT and uses the currently available research and knowledge to look at solutions to avoid, mitigate and compensate the negative impacts of artificial light. It is broad international guidance that complements the nationally drafted guidance.
- BCT also sits on the Steering Group for the production of an update of the Bat Mitigation Guidelines alongside a variety of stakeholders including the Statutory Nature Conservation Bodies.
- Back from the Brink has made good progress. You heard from Craig earlier today on how he has been working with over 100 landowners to improve foraging and connectivity around the most isolated maternity roosts for this species. Sonia has also been working with volunteers and landowners on woodland sites in the project.
- BCT continues to be an active member of Wildlife and Countryside Link (WCL), Wales Environment Link (WEL) and Scottish Environment Link (SEL) signing up to consultation responses, briefings, statements and reports on subjects such as

legislation, planning, crime, Brexit and the 25 Year Plan.

- BCT's Conservation Wildlife Crime Officer (Pete Charleston) is now the chair of the Wildlife and Countryside Link Wildlife Crime and Trade Group. BCT's Wales Officer cum Legislation and Policy Officer (Steve Lucas) co-chairs Wales Environment Link's Governance working group.
- As well as working with other NGOs on delivering broader environmental messages, BCT continues to promote the importance of retaining and strengthening the legislation protecting bats. Promotion of bats and their protection is partly carried out through our Species Champion MPs (England – 3 Species Champions, Wales - 2 Species Champions, Scotland – 7 Species Champions; although since the report was published we have acquired an additional MSP Annabelle Ewing to champion the Daubenton's bat taking us up to 8!). We also try to engage other MPs where possible (for example, taking Kerry McCarthy on a bat walk).

Inspire:

- Our National Bat Helpline fielded 10,875 enquiries about bats in 18/19, providing crucial support to householders, church communities and those who have found a bat in need of help. An additional 2,119 calls came through the Out of Hours volunteer service.
- Bat groups are at the forefront of bat conservation in the UK and remain at the core of BCT; *without support from volunteers, we couldn't achieve our objectives. BCT has a formal relationship with 91 bat groups (69 Partner groups, and 22 Network groups).*
- BCT delivered 29 training courses in 2018-19 for a combined audience of 341 people, including the workshops 'Bats for Bridge Engineers' developed in collaboration with Sustrans, and 'Kaleidoscope Viewer for Bat Groups' adapted from the original Kaleidoscope course in collaboration with Wildlife Acoustics.
- Of course the National Bat Conference returned after a year's break, and we also ran the regional conferences. The South West regional conference was very overly subscribed which led to the start of a pilot scheme to livestream the BCT update via Periscope and film other talks to share with people who were unable to attend.
- We also ran a Wales Bat Workers' Day and two Scottish conferences.

Strengthen:

- It's been an encouraging year for us in terms of our membership, supporters and

volunteers – at the end of the financial year The Bat Conservation Trust had a total of 6,847 members. That includes the support of 38 corporate members and we had an additional 3 life members join in this period.

- In May 2018 we launched a new cuddly brown long-eared bat for Adopt a Bat and our Christmas Adopt a Bat push was the most successful since the inception of the Adopt a Bat scheme.

The Future:

- Be stronger than ever in our advocacy, speaking up for strong policy and legislation protecting bats in these times of very rapid political change.
- Continue to improve the evidence base and to provide solutions for bat conservation.
- We need to increase engagement with and understanding of bats by the public and the media, through our National Bat Helpline, through partnership projects and with the help of the many bat volunteers around the country.
- Continue to invest in fundraising and diversify our income streams.

David thanked all of the members, supporters, funders and partners who make BCT's work possible.

To approve the Annual Report of the Board of Trustees 2018-2019 (**resolution 2**)

Proposer: Tricia Scott

Seconder: Jean Matthews

For [51] Against [0] Abstain [0]

One member entered the room just before this resolution had been approved, which brought the total eligible members present to vote to 50 (+ 1 proxy vote).

4. Annual Accounts and Auditors' Report 2018-2019

Steve Markham, BCT's Trustee deputising for Tom Andrews, provided an overview of the work towards a balanced budget. It was a challenging year for the charity sector:

- Statutory funding was slightly reduced.
- Reduction in project funding and fundraising capacity led to deficit in 18/19 compared to a modest surplus in 17/18.

- Continued controlled expenditure.
- Net deficit of £282,370. Investment gains of £66,195. Net movement of funds decrease £216,175.
- BCT will continue with strategic approach.
- BCT will need careful control of expenditure and diversification of our income streams to mitigate expected reduction in statutory funding in coming years. Currently reliant on statutory funding for some projects.
- Unpredictable year for investments, but upturn toward end of year produced more positive outcome than expected.
- Invested in strategic projects to secure BCT's long term financial viability.
- The funding climate remains challenging. Statutory funding is particularly pressured with resulting increased competition for funds from other sources.
- Following the restructure to reduce expenditure four years ago, the senior management team, the finance and ops team and the fundraising/comms team have been significantly under capacity and this was not sustainable.
- Therefore, Trustees last year took a decision to invest in three areas – a Head of Operations, fundraising, and additional comms support.
- We have yet to fully realise the investment in fundraising capacity as we only successfully recruited a fundraising officer focusing on trusts and grants earlier this year. We will be looking to boost both our comms and fundraising capacity in the coming year.
- We will continue to budget an average of 6% investment income per year, which allows us to plan more strategically.

Member Nils Bouillard: how does BCT plan to diversify its income?

Joe Nunez-Mino, Director of Communications and Fundraising: We are looking at new ideas for fundraising and getting more creative with our fundraising (for example using platforms such as Facebook Fundraising which brought in £1000 alone in June with no additional effort from BCT staff).

We are also working with a fundraising consultant who is looking at corporate sources of funding.

The investment in the comms department means we will be able to not only engage more with supporters but do more fundraising too.

The challenges in income regarding statutory funding is not just a problem for BCT. Other organisations are feeling the pressure too.

Member Edward Wells: how does this income loss fit with BCT's balance sheet and resources?

David Gibbons, Chair: this is all detailed in the annual report. We have a £2-2.25 million in investments so we have a good buffer that helps with our deficits.

To approve the Annual Accounts and Auditors' Report 2018-2019 (**resolution 3**)

Proposer: Nils Bouillard

Seconded: Ed Wells

For [50] Against [0] Abstain [1]

5. Appointment of Auditors

Trustees continue to be generally satisfied with the overall level of service provided by our current Auditors, Sayer Vincent, however they feel it is time to seek comparative quotations from other firms.

To authorise the Trustees to choose Auditors for next year's audit (**resolution 4**)

Proposer: Bob Cornes

Seconded: Gail Armstrong

For [51] Against [0] Abstain [0]

6. Auditors' Remuneration

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

Proposer: Tricia Scott

Seconded: Richard Crompton

For [51] Against [0] Abstain [0]

7. Revisions to the Memorandum and Articles of Association

Proposed additional wording is underlined, proposed removed wording is struck through, proposed amendment to existing text is in bold

Steve Markham: The Trustees feel as if the process to inform members about the AGM Agenda, more specifically about the amendments to the Memorandum and Articles of Association, was not as clear as it could have been. Therefore, the Trustees proposed there should be a vote to see if resolutions in agenda item 7 should be voted on at this AGM (if not, then they would be carried forward to the

2020 AGM).

Member Greg Carson: Shouldn't this be to discuss and vote on the resolutions?

David Gibbons: Yes, he confirmed that was the intention of this additional vote.

Member Ed Wells: Not happy about the process but would like to proceed anyway. Ed Wells proposed that we vote on the resolutions in the 2019 AGM.

Proposer: Ed Wells

Seconded: Peta Marshall

For [51] Against [0] Abstain [0]

Proposal 1: re Clause 3. of Memorandum

The point of this proposal is that "the British Isles" is a contentious term which is generally understood to include the Republic of Ireland. Bat Conservation Ireland has a similar function in the Republic of Ireland to the function that BCT has in the UK, and the older wording appears not to recognise this. The term "the British Islands" is sometimes used to cover the UK, the IoM and the Channel Islands but it is not widely understood. Retention of "elsewhere in the world" retains the potential international interests of BCT. We propose amending the wording as follows.

"to promote the conservation and study of bats in the ~~British Isles~~ UK, the Isle of Man, the Bailiwicks of Jersey and Guernsey and elsewhere in the world"

(resolution 6)

There was some discussion around this clause. Members asked if the term 'British Islands' had been considered. Trustees confirmed that it was but that although it is a legally recognised term, not everyone recognised the description. The question as to how we would resolve this clause if Scotland devolves was also raised, but it was agreed that we have to focus on the current situation, and amend as needed if the situation changes.

Proposer: Richard Crompton

Seconded: Tricia Scott

For [50] Against [0] Abstain [1]

Proposal 2: re Clause 4(b) of Memorandum

There is unnecessary wording and to improve ease of reading the sentence would benefit from the inclusion of numbers. We propose amending the wording as follows.

“Any Trustee ~~for the time being~~ who is a solicitor, accountant or other person engaged in any profession shall be entitled to charge and be paid all the usual professional charges for business done by them or their firm in the administration of the Charity when instructed by the Board of Trustees to act in their professional capacity on behalf of the Charity, provided that there is at all times i) a majority of members of Board of Trustees who act without remuneration, ii) that the Board of Trustees member does not attend a meeting while their own remuneration is discussed and iii) that the payment of remuneration complies with the relevant provisions of the Charity’s Articles of Association.”

(resolution 7)

Proposer: Ed Wells

Seconded: Roger Jiggins

For [51] Against [0] Abstain [0]

Proposal 3:

Throughout the Memorandum and Articles of Association, to replace the third person singular pronouns (he/she/him/her/his etc.) with third person plural pronouns (they/their/them etc.) and amend the corresponding verb where applicable.

(resolution 8)

Proposer: Gail Armstrong

Seconded: Lisa Worledge

For [51] Against [0] Abstain [0]

The first instances of this are in the Memorandum:

Clause 4(b) and Clause 8

Thereafter, in the Articles of Association:

Articles 5,11(b), 11(c), 26, 29, 38, 38(a), 38(b), 39, 40(iii), 40(b), 43

Proposal 4: re Article 1

Although the term “the British Islands” is used, the current wording then explicitly adds “Ireland”, which fails to recognise the role of Bat Conservation Ireland and, in the context of the paragraph, wrongly implies that BCT deals directly with bat groups in the Republic of Ireland. We propose the following amendment.

“Bat Group” means a group of persons concerned with bat conservation who represent an area in the ~~British Islands and Ireland~~ UK, the Isle of Man and the Bailiwicks of Jersey and Guernsey and are recognised as a group by the Board of Trustees.”

(resolution 9)

Proposer: Shirley Thompson

Seconded: Ani Binet

For [50] Against [0] Abstain [1]

Proposal 5: re Membership

This proposal clarifies the voting rights of family membership in the articles. The proposed new paragraph clarifies that a family membership that includes two adults has the same voting rights as two individual members. If only one adult is included in the family membership, the voting rights remain as one individual member.

We propose a new paragraph between Articles 3 and 4, as follows:

"If two adults completed the family membership application, the membership shall be taken as two individuals. If just one adult completed the family membership application, membership shall be taken as one individual."

(resolution 10)

Members questioned the definition of adult and David Gibbons confirmed it referred to individuals over 18. There was some discussion around whether both individuals needed to have letters sent to them separately and/or whether correspondence should be addressed to both members. The limitations of the current system were explained and it was mentioned that we hoped the new database would be able to cope with this.

Richard Crompton spotted a typo and it was agreed to amend the resolution to read "If two adults completed the..." as highlighted in bold above.

Proposer: Kirsty Park

Seconded: Lisa Worledge

For [51] Against [0] Abstain [0]

Proposal 6: re Article 21

This proposed change will modify the process for selecting the Officers of BCT's Board of Trustees. Currently, Officers are proposed by Trustees and subsequently seek election (or re-election) by members at the AGM whenever an Officer role becomes vacant. From 2020, Officers will be selected (or re-selected) by Trustees annually prior to the AGM and their decision will be announced to members at the AGM. Members will continue to elect Trustees to the Board but will no longer elect Officers from amongst the Trustees.

This change has been proposed for several reasons.

Firstly, it will allow Officers to stand for shorter terms than currently without the need to formally stand down before the normal end of their term. Hopefully, this will encourage interest in these roles among Trustees as it has proved difficult to find Trustees willing to serve as Officers. This was thrown into sharp focus in early 2019 when we initially failed to find a candidate to stand for election as Chair.

Secondly, it will allow Trustees to remove an Officer from their role in the unlikely event that they lose the confidence of the Board; currently this is not possible under BCT's Articles of Association.

Finally, it will potentially allow more Trustees to take on an Officer role, fitting in well with Charity Commission good governance guidance which stresses that all Trustees share equal responsibility for the governance of their charity.

Hopefully, Officers would be content to serve for longer than a year – assuming Trustees are happy for them to do so – for reasons of continuity, and that serving for only a year would be the exception rather than the rule. But at least Trustees would have the option of simply stepping back from the role after a year if they need to which, hopefully, will encourage more interest in Officer roles in the first place.

Allowing members to select Trustees, and Trustees to select Officers is commonplace in charity governance.

We propose the following amendment.

“Business to be transacted at an Annual General Meeting shall consist of approving the Minutes of the previous Annual and intermediate Extraordinary General Meetings; approving the accounts and the report of the Auditors and authorising the Trustees to determine their remuneration; approving the report of the Board of Trustees; appointing Auditors; electing ~~Officers and other~~ members of the Board of Trustees; any other matter of which due notice has been given and any other matters which may be discussed (but not voted on) with the consent of the Chairperson.”

(resolution 11)

Member Nils Bouillard: what will be the process to remove Trustees?

David Gibbons, Chair: the other Trustees will decide the process internally.

Member Jessica Eades: other organisations have a fixed number of trustees but officer trustees on a rotation basis. Couldn't BCT do something similar?

Bob Cornes, Trustee: noted but we can only vote on the proposed amendment.

Member Kevin Wells: likes the proposal as at the moment officer Trustees can resign at any time but Trustees can only be re-elected at AGM and with the new proposal Trustees can be re-elected any time. So should the proposal specify this is both for election and re-election

Bob Cornes, Trustee: no need as the proposal includes both scenarios.

Proposer: Kevin Wells

Seconded: Jessica Eades

For [51] Against [0] Abstain [0]

Proposal 7: re Article 28

The change involves capitalising “Officers”, for consistency with other parts of the document; a clearer definition of the Officers which avoids the inappropriate “comprising”; removing the unworkable and unnecessary restriction on the number of nominees of Partner Bat Groups who can be Trustees; and stating that all Trustees must be members of the Charity. The older wording stated only that the Officers and nominees of Partner Bat Groups must be members of the Charity. We propose the following amendment.

“The Board of Trustees of the Charity shall be composed of up to 12 Trustees, including:

~~(a) the Officers of the Charity, who shall consist of members of the Charity comprising~~ be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.

~~(b) Up to four nominees of the Partner Bat Groups who shall be members of the Charity.~~

All Trustees shall be members of the Charity.

No employee of the Charity may be a Trustee.”

(resolution 12)

Proposer: Lisa Worledge

Seconded: Kirsty Park

For [51] Against [0] Abstain [0]

Proposal 8: re Article 29

The proposed new wording removes an ambiguity; currently, the wording suggests the Board is elected *en bloc* for a three year term, rather than individual Trustees being elected for different three year terms which are not synchronised. This change does not alter procedure, it is simply a clarification. We propose the following amendment.

~~“The Board of Trustees shall be elected to the Board at an Annual General Meeting and shall serve for three years.”~~

(resolution 13)

Proposer: Kirsty Park

Seconded: Liz Ferrell

For [50] Against [0] Abstain [0]

One member left the room just before this resolution had been approved, which brought the total eligible members present to vote to 49 (+ 1 proxy vote).

Proposal 9: re Article 31

The intention of this proposal is to clarify and simplify the statement describing the method by which a Partner Bat Group nominates a member for election to the Board of Trustees. The proposed wording leaves open the possibility that potential Trustees proposed by Partner Bat Groups can be nominated by resolution of the Board of Trustees, as we have been doing, while making it clear that a Partner Bat Group can itself nominate someone for election as a Trustee.

~~“Any two members of the Charity may, in writing (including by e-mail), or the Board of Trustees may by resolution, nominate any member for election or re-election to the Board of Trustees. be nominated for election to the Board of Trustees by:~~

- (a) any two members in writing (including by e-mail) or
- (b) any Partner Bat Group in writing (including by e-mail) or
- (c) by resolution of the Board of Trustees.

Nominations must be received by the Secretary at least six weeks before the date of the Annual General Meeting.”

(resolution 14)

Proposer: Gail Armstrong

Seconded: Lisa Worledge

For [50] Against [0] Abstain [0]

Agenda item 8 – Election of Trustees

New Trustees

Two Trustees, David Gibbons and Tom Andrews, are leaving at this AGM after serving three consecutive periods of three years. David was Vice Chair from 2012 and Chair from 2015, Tom has been Treasurer since 2011; and Robert Upex resigned in May after six years' service. The Board of Trustees would like to record their sincere thanks to David, Tom and Robert for their contribution to BCT.

The Board of Trustees is therefore pleased to nominate Stuart Brittenden and Ruth Waters as Trustees.

One member left the room just before this resolution had been approved, which brought the total eligible members present to vote to 48 (+ 1 proxy vote).

- Stuart Brittenden – nominated for election as a Trustee **(resolution 15)**

Proposer: Roger Jiggins

Seconded: Ed Wells

For [49] Against [0] Abstain [0]

- Ruth Waters – nominated for election as a Trustee **(Resolution 16)**

Proposer: Richard Crompton

Seconded: Shirley Thompson

For [49] Against [0] Abstain [0]

Existing Trustees

All Board of Trustee 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.

One Trustee is standing for re-election at this AGM and the Board of Trustees is pleased to make the following proposal, for Rupert Lancaster to be re-elected as a Trustee.

- Rupert Lancaster – nominated for re-election as a Trustee **(resolution 17)**

Proposer: Liz Ferrell

Seconded: Jean Matthews

For [49] Against [0] Abstain [0]

Officer Trustees

Due to David Gibbons and Tom Andrews stepping down, the Board of Trustees is pleased to nominate Dr Abigail Entwistle to replace David as Chair and Steve Markham to replace Tom as Treasurer. Since Steve was already carrying out the Officer role of Honorary Secretary, the Board of Trustees would also like to nominate Bob Cornes for the role of Honorary Secretary. Since Abi was already carrying out the Officer role of Vice Chair, the Board of Trustees would also like to nominate Prof Kirsty Park as Vice Chair.

- Dr Abigail Entwistle – nominated for election as Chair **(resolution 18)**

- Steve Markham – nominated for election as Treasurer (**resolution 19**)
- Bob Cornes – nominated for election as Honorary Secretary (**resolution 20**)
- Prof Kirsty Park – nominated for election as Vice Chair (**resolution 21**)

A member suggested to vote for all of the above in bulk. Since there were no objections resolutions 18, 19 and 20 were voted as follows:

Proposer: Liz Ferrell

Seconder: Steve Parker

- **For [49] Against [0] Abstain [0]**

Agenda item 9 – Any other notified business

Dr Abigail Entwistle, newly appointed Chair, thanked David Gibbons for all of his years of supporting BCT as Chair, and as a Trustee prior to that.

Minutes: Andreia Correia da Costa (Engagement and Fundraising Officer)