



ANNUAL GENERAL MEETING

MAY 2017



BRINGING CONSERVATION TO LIFE



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NOTICE OF ANNUAL GENERAL MEETING

The 104th Annual General Meeting of the Royal Zoological Society of Scotland will be held in the Education Lecture Theatre of RZSS Edinburgh Zoo on Wednesday 24 May 2017 at 7pm. RZSS President Ian Marchant will preside.

Business

- a)** Adoption of the minutes of the Annual General Meeting held on Wednesday 25 May 2016
- b)** Matters arising
- c)** Presentation and adoption of the 104th Annual Review
- d)** Chief Executive's report of developments since 1 January 2017
- e)** Presentation and adoption of the financial statements for the year ended 31 December 2016
- f)** Re-appointment of the auditors
- g)** Resolution on membership subscription rates
- h)** Election of members to the executive board
- i)** Award of an RZSS Honorary Fellowship
- j)** Vote of thanks

Please note

Admission to the Annual General Meeting will be strictly on the proof of payment of membership for 2017 and members are asked to have their membership cards for inspection on entering the Education Lecture Theatre. Please enter the Zoo through the members' gate.

Following the completion of the business section of the Annual General Meeting, there will be a short presentation by a member of RZSS staff. During this presentation, the board will convene to carry out its statutory business and then will rejoin the members for refreshments.



DRAFT MINUTES

Draft minutes of the 103rd Annual General Meeting of the Royal Zoological Society of Scotland, held in the Education Lecture Theatre of RZSS Edinburgh Zoo on Wednesday 25 May 2016 at 7pm.

Present

John Spence (President)
Sandy Batho
George Brechin (Vice Chairman)
Kerry Falconer
John Fitzgerald
Karen Jervis
Tom Mitchell
Andrea Nolan
Jeremy Peat (Chairman)
Roger Wheeler

And 67 members of the Society

Apologies

Mary Bownes
Peter Budd
Tessa McGregor
Alan Miller
David Taylor
Ian Wall
Natalie Waran

a) Adoption of the minutes of the Annual General Meeting held on Wednesday 20 May 2015

The minutes were proposed by Kerry Falconer, seconded by James Muirhead and adopted by the meeting.

b) Matters arising

There were no matters arising.

c) Presentation and adoption of the 103rd Annual Review

John Spence expressed his sincere thanks to Chris West for his contribution to the Society over the past four years. CDW was then asked to present his review of 2015.

CDW thanked the staff and volunteers of RZSS for all of their hard work, focus, professionalism and achievements across the board in each and every department.

CDW explained that he had mixed feelings, as this was the last AGM at which he would speak. He was to stand down in the summer to be with his family in Adelaide. He suggested that the CEO role was a baton which you ran with for a while and then passed on. As he was retiring, he felt it was more appropriate to present a selection of the highlights from 2015 rather than talk about plans for the year ahead.

CDW reported that our education programmes had engaged with 28,248 people and that membership had reached a record high.

To the collections we added a polar bear, Sumatran tigers and dinosaurs – the latter was something different for RZSS, but with the setting, the trail and interpretation centred round an extinction theme he was pleased to report it had worked well. New walk-through exhibits such as the pelicans and lemurs had also helped enhance the overall visitor experience.

CDW explained that our international reach continued to expand and deepen. We were delighted that Arnaud Desbiez, RZSS's Conservation Project Manager in Brazil, received a Whitley Award (nicknamed a "green Oscar") from Princess Anne for his work on the Giant Armadillo Conservation Project.

The Budongo Conservation Field Station celebrated its 25th anniversary

and the 10th anniversary of RZSS's involvement. CDW explained that the station had expanded from a focus solely on chimpanzees to an integrated conservation project, which included forest conservation and widespread community engagement. Local schools, for example, were heavily involved in the project, and efforts were being made to turn poachers into rangers.

Unfortunately, there was no patter of tiny feet for the pandas during the breeding season. Nevertheless, the Society was carrying out groundbreaking research alongside the likes of Edinburgh University and the Royal Botanic Garden Edinburgh, developing knowledge of pandas and of bamboo. We were also reaching out to Scottish children, teaching them about pandas and Chinese culture.

On the home front, the beaver and wildcat projects continued to progress, with RZSS bringing its expertise in breeding and *in situ* conservation to the table.

CDW explained that a memorandum of understanding with Nordens Ark in Sweden was being worked up to support our joint project on snow leopards and Pallas's cats, and the Wildgenes lab is doing genetic work to support population development of these threatened cats.

The global challenge of conservation was getting bigger, and we reviewed many of our processes and systems over the course of the year – notably in IT and HR – all contributing to the continued development and strengthening of the organisation.



In closing, CDW wished the Society all the best for a successful future and said he would be watching on from afar. There were no questions.

d) Presentation and adoption of the financial statements for the year ended 31 December 2015

John Spence invited Dr Tom Mitchell (Honorary Treasurer and Chair of the Audit and Risk Management Committee) to present the financial statements. TM took the opportunity to thank James Stewart and the Finance team for the work they had undertaken during the year.

TM then presented a review of the financial results for 2015. In relation to income, he highlighted that total income had reduced marginally from £15.8 million to £15.4 million, principally due to a £1.2 million reduction in income from legacies and donations (in 2014, the Society benefited from income of £500,000 as panda bond-holders generously waived the repayment of their bonds and £250,000 was received from an individual donor). He also highlighted that income from admissions had increased by £700,000 despite the poor summer weather and a reduction in visitor numbers at Edinburgh Zoo, and that income from membership had increased by £100,000.

With regard to costs, he reported that expenditure had been well controlled and that the increase from £14 million to £15.1 million was due principally to an increase of £700,000 in the cost of visitor services and events, a reflection of the cost of the Dinosaurs Return! exhibit. He also explained that an increase in support costs of £200,000 was due to increased investment in IT and was pleased to report increased expenditure on our mission of £200,000.

Attention was drawn to references in the accounts to the restatement of the figures for 2014. TM explained that this was necessary following the introduction of two new sets of

accounting guidelines: a new Financial Reporting Standard (FRS 102) and a new Statement of Recommended Practice for charities (Charities SORP (FRS 102)). These new guidelines have resulted in a number of changes to the accounts, including:

- Income being recognised when it is probable (rather than virtually certain) that it will be received
- Changes to the way in which pension liabilities are calculated
- The inclusion for the first time of a holiday pay liability
- The inclusion of financial instruments intended to reduce exposure to changes in interest rates and exchange rate movements

Importantly, TM highlighted that the overall impact of these changes was that reserves had reduced by £100,000.

One question was received from the audience. Peter Roberts sought an explanation for the increase in employment costs between 2012 and 2015, a period in which staffing numbers had decreased. James Stewart (Director of Finance) promised to look into the matter and to provide a full explanation. A trustee highlighted that the commitment by the board to honouring the living wage will have had an impact.

The Annual Report and consolidated financial statements were then proposed by Margaret Laing and seconded by George Brechin.

e) Re-appointment of the auditors

TM explained that the current auditors, Henderson Loggie, were appointed on a three-year basis with the possibility of an extension of another two years, and that this had subsequently been extended by one further year to support the Society with the new accounting guidelines referred to previously. TM highlighted the need to undertake a tender exercise for the appointment of external auditors

for the year ended 31 December 2016. It was proposed that the appointment of external auditors be delegated to the Honorary Treasurer following a tender process. This was proposed by Tom Mitchell and seconded by Ken Darroch.

f) Resolution on membership subscription rates

Tom Mitchell reported that the constitution requires any change to membership subscription rates to be laid before the AGM. It was explained that we were seeking agreement to increase the rates of subscription with effect from quarter one 2017. The following rates were proposed: a 2.4% increase for adults, a 2.5% increase for joint adults, a 1.6% increase for children and a 2.1% increase for students.

These new rates were proposed by Tom Mitchell and seconded by George Brechin.

The meeting was also asked for agreement for the board to approve specified reductions in the membership rates from time to time.

The increases and discount proposals were both proposed by Tom Mitchell and seconded by Ken Darroch.

Michael Gilbert asked why the Society does not offer a discounted membership subscription for senior citizens. Barbara Smith thanked Mr Gilbert for his question. She explained that membership rates and types were benchmarked against other visitor attractions but promised to take this suggestion forward for consideration.

g) Election of members to the executive board

John Spence explained that there were three trustee positions to be filled by election, and in total four nominations had been received. Biographical details and supporting statements had been published in the papers for the meeting.



DRAFT MINUTES

JS indicated that each candidate would have an opportunity to introduce themselves and talk to the meeting.

Voting slips had been distributed and members were asked to vote for up to three candidates. JS intimated a correction to the AGM voting papers in relation to the casting vote – he explained that, in the event of a tie, the casting vote would be given to the Chairman and not the Vice Chairman (as specified in the papers).

Graham Scott (Board Secretary) was to act as Presiding Officer. As Peter Budd was in China on business, a short video clip he had recorded earlier was played; John Fitzgerald, George Reid and Roger Wheeler were then asked to address the meeting, after which members were asked to complete and return their ballot papers.

After the counting had been concluded, GS re-entered the meeting to announce that Peter Budd, John Fitzgerald and Roger Wheeler had been re-elected to the board. JS thanked all candidates for standing.



h) Chairman's report of developments since 1 January 2016

John Spence introduced the Chairman, Jeremy Peat, to the meeting to give a report on recent developments within the Society. JP thanked staff and volunteers in all departments for their contribution over the course of 2016.

JP explained that this was a time of great change. At this AGM, the Society was saying farewell to both its Honorary President and its CEO. JS had been a hugely positive influence on the Society for the past decade. He had been a tremendous advocate for the members and supporter of the board.

JS had always been available as a source of wise counsel and there were always

times when such counsel from a wise, experienced and empathetic source was highly desirable.

JP then sincerely thanked JS for everything that he had done for RZSS and for its members. JP reported the good news that we had found a most worthy successor: Ian Marchant, former CEO of SSE, Chair of Wood Group and Maggie's Centres, environmental campaigner, lover of animals and a strong supporter of conservation.

JP said the Society was sorry to see Chris West leave after four years at the helm, but fully understood why he and his wife Di wished to return to Australia to be with their children, as they await the births of their first two grandchildren. Everyone at RZSS wished the West family all the very best for the future.

JP reported that the process of seeking a successor to CDW with the required professional and personal skills had already begun, and that an appointment would be made later in the year. In the meantime, the Society was in safe hands with Barbara Smith (formerly Managing Director) stepping up to the role of acting CEO.

JP reported that as a conservation charity RZSS spends almost £2 million each year on vital *in situ* and *ex situ* projects, working in over 20 countries around the world. CDW had previously covered the highlights for the year just gone, but exciting future developments in this field included:

- Scottish Wildcat Action – RZSS was leading on the conservation breeding and genetic testing side of the project
- Pine hoverflies – one of our lesser-known conservation projects, RZSS was working alongside RSPB and SNH, using our husbandry skills to undertake a captive breeding programme to assist the recovery of one of Scotland's most at-risk species

Amur leopard conservation – off-show breeding enclosures were being developed at the Highland Wildlife Park

- Giant Armadillo Conservation Project – our work was expanding into the Cerrado, one of the world's most threatened habitats
- Scottish Beaver Trial – the Trial was now complete and we were awaiting a decision from Scottish Government on the species' long-term future
- Partula snails – a release back into the wild was scheduled for later that year
- Academic research – RZSS staff produced some 40 scientific papers in 2015

JP reported that Tiger Tracks would open in the summer at Edinburgh Zoo. This was a brand new, modern and dynamic enclosure for our pair of critically endangered Sumatran tigers, and when finished it would be around three times the size of its predecessor. New arrivals confirmed at the Zoo included red pandas, and potential options for 2017 included bringing snow leopards and Pallas's cats into the collection. A key task for the new CEO would be to complete the site planning at Edinburgh Zoo alongside preparation of a strategic plan for the Society.

JP reported that fantastic work continued at the Highland Wildlife Park, and visitor numbers were ahead of budget. Time would tell if Victoria the polar bear was pregnant, but if she was she would give birth in spring 2017. Highlights from the new births at the Park included the wonderful wolverines, with wolf cubs anticipated and the possibility of snow leopards to follow. In addition, JP explained that RZSS was working with the Heritage Lottery Fund and Highlands and Islands Enterprise on a major redevelopment project for the Park, catering for more visitors and telling the story of Scotland's wildlife and wider environment.

JP was then delighted to make two awards of honorary fellowships of RZSS, first to the Rt Hon Lord Steel of Aikwood KT, KBE, PC, a long-term member and patron who is ever willing to assist with fundraising or developing our relationships domestically and internationally, and secondly to our retiring President, Canon Dr John Spence CBE, DL.

There were four questions from the members:

- Maria Dorrian had heard that the Society planned to use headhunters to fill the vacancy of CEO, which would be expensive. MD stated that the Society required a period of stability and wondered why the board would not consider appointing Barbara Smith and Iain Valentine. JP thanked MD for her question. The board was taking a professional approach to recruiting the right CEO but would certainly consider her point.
- Ann Pirie raised a practical question, asking if – at busy times at the Highland Wildlife Park – members could enter through a separate gate, as this would alleviate queuing. JP and BS agreed to look at this.
- Fiona Begg was interested to learn whether the Society monitors social media and TripAdvisor. Costs of food and drink were frequently mentioned and the cost of a bottle of water was £2.20. BS responded saying that prices were monitored on a quarterly basis and were benchmarked against other visitor attractions but that she would look into this.
- Jill Parton stated that RZSS had reciprocal arrangements with other zoos, but if people visit the Zoo through these reciprocal arrangements they could not book panda tickets in advance on the website. BS responded that she was aware of this as an issue and understood that the new IVES system would help remedy this.

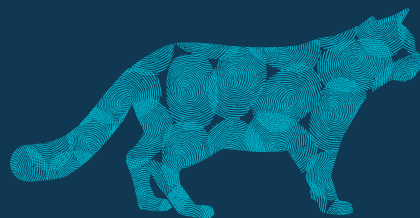
i) Vote of thanks

John Spence took the opportunity to thank Chris West, management, staff and volunteers for their hard work and commitment to the Society and wished them all continued success.

He advocated that the Society be strong and stated that he had full confidence in the members in the room: “be confident and be willing to take risks to allow the Society to move forward”.

JS also thanked Gillian Wishart (Executive Assistant), who had been unfailing in her courtesy and willingness to support him throughout his tenure. There being no further business, the meeting was declared closed.

The new board left the meeting to hold a short meeting at which the Chair and Vice Chair would be elected. At the same time, JS gave a short presentation to the meeting.



Draft minutes of the 103rd Annual General Meeting of the Royal Zoological Society of Scotland concluded.



TRUSTEE NOMINATIONS

Prof Mary Bownes OBE, BSc, DPhil, RSE, FRES, FSB

Proposed by: Roger Wheeler

Biography

Mary has been a successful researcher in developmental biology for many years. She has supervised many PhD students and introduced new courses. She was Head of Cell and Molecular Biology at the University of Edinburgh and later Senior Vice Principal, with responsibility for strategic leadership concerning postgraduates, scholarships, sustainability and social responsibility, widening access, public engagement, and development and alumni.

Mary has been on numerous UK and international committees and panels relating both to research and her various areas of responsibility. She has been on the board of Highlands and Islands Enterprise, the Scottish Association for Marine Sciences, and has been Chair of the BBSRC strategy panel for research and the Young People's Committee for the RSE.

Mary is Director of the Scottish Initiative for Biotechnology Education, which she established to enable schools and the public to engage with emerging issues in biotechnology. Mary set up the Edinburgh Beltane for public engagement for all the universities in Edinburgh, which encourages and supports researchers to engage with the public and has been developing partnerships with key national institutions with visions relating to research, education and engagement, including RZSS. She has served on the board of RZSS for two years.

She has recently retired and is now an emeritus professor and is committed to continuing to serve the wider community in the future. She has been interested in wildlife and conservation for many years.

Supporting statement

I would bring a long-term interest in wildlife, a love of Edinburgh Zoo and the Highland Wildlife Park and a commitment to ensuring they are successful and promote international conservation. My biology research background, experience of boards, charities, membership organisations, governance, strategic and financial management will all be relevant, as is my background in education, widening access, public engagement and fundraising. I am keen to share a variety of networks for the benefit of RZSS.

George Brechin

Proposed by: Tom Mitchell

Biography

A member of RZSS since the early 1990s, George was co-opted onto the board in January 2012 and elected to a four-year term at the AGM in 2013.

He is board Vice Chair and a member of the Audit and Risk Committee. An RZSS nominee onto the council of the Zoological Society of Glasgow and the West of Scotland, he has been its President since 2013.

After graduating in Electrical Engineering and Electronics from the University of Glasgow, he joined the Civil Service in London, working in the Department of Health. He moved to Edinburgh in 1988, initially to the NHS in Lothian then to NHS Fife, where he was Chief Executive from 2002 to 2012. He was Chair of NHS Scotland's management side for seven years, leading negotiations with trade unions and professional bodies such as the BMA.

Throughout his NHS Scotland career, he worked to strengthen governance within boards, ensuring clear structures for decision-making and financial control. In NHS Fife he introduced a stronger focus on risk management. He has been active in the voluntary sector in Scotland, both locally and nationally.

Since 2013 he has been a member of the board of the Health and Safety Executive, representing the public interest. He is a member of the board of Food Standards Scotland and chairs the Scottish Teachers Pension Board.

Married with two adult children, George lives in Edinburgh. He was awarded the OBE in 2013.



Supporting statement

RZSS has given many thousands tremendous pleasure and insight into the wonder of our living world. Our challenge is to safeguard that experience for succeeding generations. That means strengthening our role in conservation internationally through education, science and research; developing our parks, creating improved – and weather-proof – visitor experiences; and expanding our reach and impact across all of Scotland's diverse communities. I would welcome the opportunity to use my skills and experience to achieve those goals.

Dr Karen MacEachern BSc, BVMS, PhD, Cert Equine Medicine (Int Med), MRCVS

Proposed by: John Fitzgerald

Biography

Karen is a veterinary surgeon and academic with a longstanding interest in wildlife management and conservation. She has a bachelor's degree in Biology from Towson University, Maryland, a bachelor's degree in Veterinary Medicine and Surgery and a PhD in Veterinary Pharmacology from the University of Glasgow.

Karen worked at the Liverpool Philip Leverhulme Equine Hospital as a lecturer for three years, before moving back to Glasgow in 2000 to take up a position at the Weipers Centre Equine Hospital at the university. Between 2000 and 2003, Karen was active in the charity International Society for the Protection of Horses and visited vet schools in Romania. Recently, she was on the board of trustees and the designated vet for the Glasgow branch of Riding for the Disabled (2004-14).

Karen is Director of Equine Veterinary Services Scotland Ltd, founded 2002, and worked as a racecourse vet for 15 years. Karen teaches many aspects of veterinary medicine and was nominated in 2008 by students and awarded a Teaching Excellence Award. She runs the highly successful outreach programme at the School of Veterinary Medicine, acknowledged by Glasgow University in 2016 with a Reward and Recognition award.

She currently works at the School of Veterinary Medicine and the Institute of Biodiversity, Animal Health and Comparative Medicine, where she runs courses including a master's degree course and final year veterinary electives in Wildlife and Livestock Management. Karen leads wildlife field exercises for students in Scotland and Botswana, where she has research interests in rhino and lion genetics and vulture conservation.

Supporting statement

Since being co-opted in 2016, Karen has been a valuable contributor to board discussions and decision-making. Karen's skill set – with a wealth of relevant experience, particularly in animal welfare, *in situ* conservation, biodiversity and inclusive education programmes – is very complementary to the Society's objectives. Karen has already demonstrated strong and enthusiastic commitment to the Society and, as an elected board member, would continue to help the Society to develop and improve.

John Fitzgerald



MEMBERSHIP SUBSCRIPTION RATES

Resolution on membership subscription rates

The constitution requires any change to membership subscription rates to be laid before the AGM.

- a) We are seeking your agreement to freeze subscription rates for all membership categories. This freeze would ensure that membership prices remain aligned to day ticket prices, which are not due to rise over the same period.

The proposed maximum subscription rates are:

Category	2017	2018
Adult	£65.00	£65.00
Joint adult	£102.00	£102.00
Child	£32.00	£32.00
Student	£48.00	£48.00
AL member	£875.00	£875.00
JAL member	£1,225.00	£1,225.00
Senior adult	£660.00	£660.00
Senior joint	£930.00	£930.00



- b) We seek your agreement for the board to approve specified reductions in the membership subscription rates from time to time.



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