

## **ANNUAL GENERAL MEETING 27 AUGUST 2020**

### **NOTICE OF ANNUAL GENERAL MEETING**

The 107th Annual General Meeting of the Royal Zoological Society of Scotland will be held online by Zoom on Thursday 27 August 2020 at 7pm. RZSS President Ian Marchant will preside.

### **AGENDA**

- a) Adoption of the minutes of the Annual General Meeting held on Wednesday 22 May 2019
- b) Matters arising
- c) Presentation of the 107<sup>th</sup> Annual Review by Chair of Trustees and report of developments since 1 January 2020
- d) Presentation and adoption of the financial statements for the year ended 31 December 2019
- e) CEO report from 1 June 2020 onwards
- f) Questions from members
- g) Election of members to the board of trustees
- h) Reappointment of auditors: the board of trustees recommends Henderson Loggie
- i) Resolution on membership subscription rates
- j) Wildcats presentation by Dr Helen Senn, Head of Conservation and Science Programmes
- k) Vote of thanks

## **2019 AGM MINUTES**

Minutes of the 106th Annual General Meeting of the Royal Zoological Society of Scotland, held in the Discovery & Learning lecture theatre at Edinburgh Zoo on Wednesday 22 May 2019 at 7pm.

### **Present**

Ian Marchant (President)

Sandy Batho

Lynne Bell

Karen Blackport

Mary Bownes

George Brechin (Vice-Chair)

Peter Budd

Kerry Falconer

John Fitzgerald

Deborah Long

Karen MacEachern

Alan Miller

Tom Mitchell

Jeremy Peat (Chair)

Richard Rutnagur

And 60 members of the Society

### **Apologies**

Roger Wheeler

Kathleen Dalyell

### **Introduction**

The meeting commenced at 7pm with a welcome from the President Ian Marchant (IM). IM said he was looking forward to exciting developments in the year ahead. IM introduced Chairman Jeremy Peat (JP), Chief Executive Officer Barbara Smith (BS) and Honorary Treasurer Dr Tom Mitchell (TM) and gave an overview of the business section of the meeting.

## **Business**

### **a) Adoption of the minutes of the Annual General Meeting held on Wednesday 22 May 2018**

The minutes were proposed by George Laing, seconded by Joan Furmage and adopted.

### **b) Matters arising**

There were no matters arising.

### **c) Presentation and adoption of the 106<sup>th</sup> Annual Review**

BS (CEO) welcomed all present to the 106<sup>th</sup> annual general meeting. BS said the chief executive would previously have given a speech to summarise the achievements of the previous year and an annual review would have been printed. This year we had taken a more sustainable approach with our first ever annual review video, which was presented to members.

BS said it was fantastic to see so many of our successes from last year, the video format worked really well and feedback had been extremely positive. BS thanked everyone present, stating that the Society relied on support from members, volunteers, patrons and funders.

It was with great sadness that we learned of the passing of honorary fellow and former trustee Ian Aitken, honorary fellow, tribal elder and former chairman of Living Links Aubrey Manning and our former colleague Kathy Sorley, all of whom are missed greatly.

#### **d) Chairman's report of developments since 1 January 2019**

JP thanked staff, members, volunteers, patrons and supporters for all they do for the Society. The annual review video showed a vast range of achievements in 2018 and it was wonderful to see the previous year told so well and in a new and environmentally friendly way.

The Society had been shortlisted for Scottish charity of the year and it was clear to see why given the breeding success at both parks, the enormous increase in visitors at Highland Wildlife Park, where our polar bear cub Hamish was the star attraction, successful Giant Lanterns of China events at Edinburgh Zoo, which had brought in more than 150,000 visitors during what is normally our quietest time of year, and our prominent role in species conservation, particularly here in Scotland, with legal protection for the beaver being a major achievement and a huge credit to all involved.

JP said it is necessary to focus on the extreme challenges which threaten the natural world we all hold so dear and to relate our activities accordingly. A UN-backed study had reported that one million species are at risk from extinction, with the world's biodiversity vanishing fast and the evidence being overwhelming that human activities are behind nature's decline. Through education and conservation, RZSS must continue to emphasise the immediacy of this unprecedented threat and continue to engage, enthuse and inspire the next generation of conservationists.

The potential reintroduction of the pine hoverfly was a fantastic example of the positive impact we can have on biodiversity by supporting this exceptionally rare species. Our parks provide tremendous opportunities to promote sustainability and we could be proud that Edinburgh Zoo was the first visitor attraction in Scotland to have a deposit return scheme for plastic bottles, which will decrease waste and encourage recycling. All of the energy consumed at Edinburgh Zoo and Highland Wildlife Park is also from renewable sources.

JP said financial sustainability remained the bedrock which will enable us to continue to invest in our sites, engage with an ever-increasing audience and further develop our role as an international leader in conservation. A new fundraising campaign titled Edinburgh Zoo's Big Five would be launched and represent Scotland's most ambitious and globally significant conservation campaign.

Our aim would be to raise approximately £10 million over five to seven years to enable a wide-range of developments here at the zoo, including the return of giraffes, breeding habitats for one-horned rhinos and sun bears, a climate-controlled penguin breeding habitat and a tropical house. This demonstrated our ambition and vision by adding to our visitor experience, highlighting the challenges these species face in the wild and supporting in-situ conservation projects.

JP said giant pandas Yang Guang and Tian Tian were due to move in to their new habitat and would need a short period of time to settle in before being on view over the summer.

RZSS membership continued to grow having reached a record 29,000, which was a significant increase having been below 25,000 at the start of 2018.

There were eight questions/comments from members present:

**Question 1 (in five parts):**

- The arrival of Hamish was an opportunity to engage with the public on conservation issues. How were we going to maximise the opportunity to educate the public?
- Were there any investment plans for Highland Wildlife Park to keep the momentum and ensure an ongoing revenue stream?
- The member was disappointed there had been no public announcement regarding the departure of Douglas Richardson (Head of Living Collections) from HWP - was there an update on his replacement?
- An event like Bricklive Oceans, using LEGO bricks, contradicted our message about the dangers of plastic to the environment. How were we going to address this inherent conflict?
- 12% of TripAdvisor reviews rated Edinburgh Zoo as terrible or poor. How could we focus on improving what goes wrong instead of only focusing on the positives?

**Answer:**

JP replied that Highland Wildlife Park needed investment but was coping well with the recent increase in visitor numbers. We had been successful in getting through to the second round of the Heritage Lottery Fund and had also applied to EU Life for a grant.

BS said staff departures are not announced publicly and a new living collections manager had been recruited. The average lifespan of LEGO bricks is thirty years. Sustainability is an issue we take seriously.

We monitor TripAdvisor and our staff are renowned for their friendliness. The Big 5 campaign would help to improve the visitor experience and customer feedback.

**Question 2:**

A member reported that not everyone uses technology. Would the publication of the annual review in its previous format (paper copies) be reconsidered?

**Answer:**

IM responded that we would look at the possibility of opting-in for a printed version of the annual review but not the same high-quality document as before due to the cost.

**Question 3:**

Had progress been made to improve mobility services around the zoo?

**Answer:**

IM replied that a minibus service was available and the phone number would be on the new guide maps. Visitors are encouraged to ask about their mobility needs when they arrive at the zoo.

The member added asked if scooters such as those at the Botanic Gardens could be introduced.

IM responded that scooters would not cope with the hilly terrain.

**Question 4 (in two parts):**

- What had happened to the land train?
- It is quite disappointing that we have not had a members' talk on Hamish or the Highland Wildlife Park recently. Will there be members' talks again in the future?

**Answer:**

BS said the land train was not fit for purpose even though that is how it was sold to us. We had learned from this and were investing in accessibility at Edinburgh Zoo. BS acknowledged that members' talks were loved and this request would be noted.

**Question 5:**

A member asked if Yang Guang would return to China and be replaced.

**Answer:**

JP said we did not have any plans to do so and our contract with our partners in China was being revisited.

**Question 6:**

A member expressed disappointment that the giant pandas were not mentioned in the Big 5.

**Answer:**

IM said this is because funding had already been secured for their new habitat.

**Question 7:**

Most of the negative TripAdvisor reviews are due to catering, specifically the prices. How would the issue be addressed?

**Answer:**

BS replied that these points will be discussed with Compass at the next regular meeting. Compass benchmark prices with other attractions to ensure that pricing is competitive.

**Question 8:**

A member asked if we would consider a concession rate on membership rates for OAPs or disabled.

IM responded that James Stewart (FD) should consider this and report back.

*The Annual Review was adopted by the meeting.*

#### **e) Presentation and adoption of the financial statements for the year ended 31 December 2018**

IM invited TM as Honorary Treasurer and Chair of the Audit and Risk Management Committee to present the financial statements to the meeting.

TM presented a review of the financial results for 2018. Performance had been impacted by poor weather in the first quarter of the year, with visitor numbers down at Edinburgh Zoo. However, Highland Wildlife Park had record visitor numbers due to the birth of Hamish, the first polar bear cub to be born in the UK for 25 years.

Expenditure had increased, principally due to the lantern festival and additional pension costs. On a positive note, membership income increased following a successful reactivation campaign.

Overall, the Society achieved a net surplus of £0.6m in 2018.

Looking forward in 2019, TM reported that we have invested in a customer relationship management system and we will now need to purchase new equipment.

The annual report and consolidated financial statements were approved by the membership.

#### **f) Re-appointment of the auditors**

TM recommended to the membership that Henderson Loggie should be retained as the Society's external auditors and this was agreed by the membership.

### **g) Resolution on membership subscription rates**

TM reported that the constitution requires any change to members' subscriptions to be laid before the AGM and that it was proposed to increase membership subscription rates with effect from 1 July 2019.

<b>Category</b>	<b>2018</b>	<b>2019</b>
Adult	£65	£70
Joint Adult	£102	£110
Child	£32	£35
Student	£47	£50

It was proposed to freeze all life-time membership subscriptions.

This was agreed by the membership.

### **h) Election of members to the executive board**

IM explained there were three trustee positions and four nominations had been received, therefore an election was required. Biographical details and supporting statements had been published in the papers for the meeting for the four nominees – Sandy Batho, Graeme Buchanan, Deborah Long and Alan Miller.

After the ballot papers had been counted, Jamie Davidson from Henderson Loggie provided the results to IM, who reported that Sandy Batho, Deborah Long and Alan Miller had been re-elected to the Board. He also thanked Graeme Buchanan for his nomination and hoped that he could perhaps become involved in the Conservation Advisory Group going forward.

### **i) Vote of thanks**

IM thanked Barbara Smith, the board, management, staff and volunteers for their hard work and commitment to the Society and wished them continued success. IM also thanked Gillian Wishart (Executive Assistant) for co-ordinating the arrangements for the meeting. There being no further business, the meeting was declared closed.

Dr Charlotte Macdonald (Director of Conservation and Living Collections) was invited to give a short presentation to the meeting and at the end of the talk the new board will leave to hold a short meeting at which the Chair and Vice Chair would be elected.

The President and the Board members joined members for refreshments.



## TRUSTEE NOMINATIONS

Peter Budd, CBE

Proposed by: George Brechin

Biography:

Peter is a Civil/Structural engineer who has designed and developed major infrastructure projects worldwide. He worked with Arup for over 50 years retiring as a Director and now supports the company in a consulting capacity.

Arup is an independent firm of designers, planners, engineers and technical specialists offering a broad range of professional services focused on sustainable infrastructure development. Founded in 1946 by Ove Arup, the company now employs over 12,500 technical staff worldwide.

Peter is recognised internationally as a China specialist. His first projects in China were constructed in Shanghai and Dalian in the 1980s. Since then he has been involved in the development of major airport infrastructure in China and globally.

Peter has held elected office on the boards of UK trade promotion and professional organisations. He has served on Court at the University of Edinburgh and remains involved in the University's international activities. He served on the Governing body of Manchester Metropolitan University and is presently serving on the Board of the Courtauld Institute, University of London, and most importantly, is a serving Trustee of RZSS.

Peter has advised the UK Government on trade matters and has served on a number of trade development groups advising Ministers. He was appointed CBE in 2017 for services promoting British trade in China.

His family home is in Fife where he lives with his wife Margaret. Their four children are Graduates of Scottish universities and have now flown the nest.

Supporting Statement:

I joined the Board to use my Chinese and political relationships to deliver Tian Tian and Yang Guang to Edinburgh. I have supported the Society's relationship with China and helped deliver projects and strategy. There is much remaining to be done to shape and support a robust sustainable RZSS, to conserve endangered species and to educate and delight future generations. It would be an honour to continue to serve to achieve this as a Trustee.

John Fitzgerald

Proposed by: Elaine Cotton

Biography:

I've had a lifelong interest in nature, wildlife and conservation. My B.Sc. Honours degree in Zoology from University College Dublin was followed by five years post-graduate research into fish physiology at Dunstaffnage Marine Laboratory. While my career choices led me elsewhere, my fascination with animals and nature has never diminished.

I moved to Scotland in 1989. For most of the period since, I have worked for Financial Services companies, with the last seventeen years working in Human Resources. I gained my CIPD post-graduate HR qualification from Napier University and am a Chartered Fellow of the CIPD. I have worked for Standard Life since 2010 and manage employee reward (pay and incentives) for over 5,000 employees in almost 30 countries.

I have served eight years on the Board since first elected in 2012. In that time, while never shying away from raising a challenge, I have always tried to make a positive contribution and to bring a member's perspective to the Board's discussions and decisions. Making use of my professional experience, I am on the Nomination & Remuneration Committee and have also worked with senior management on the recent upgrade to our IT systems, which is now thankfully near completion and will start to fully deliver the intended benefits.

I've been a member of RZSS since 2003 and am on the Governing Body of the Saola Working Group. I am married to Natalie (who volunteers with the zoo's gardens team) and we are frequent visitors to both the zoo and HWP.

Supporting statement:

I can analyse complex issues and work with key stakeholders to deliver informed strategic decisions, which I believe are skills appropriate to an effective Board member. Most importantly, however, I'm passionate about RZSS and would continue to work committedly to secure the future of the Society, and to ensure that the zoo and HWP grow as ethical and popular attractions that successfully generate the revenues required to fund the Society's research and conservation work.

Professor Roger Wheeler

Proposed by: John Barrett

Biography:

Roger has served on the Board since 2011. He chaired the Centenary Working Group in 2013, is a member of the Nomination and Remuneration Committee, the Animal Welfare and Ethics Group and the Conservation Advisory Group. He was the 2015 Tribal Elder.

He joined the Society from Uganda where he was Director of Uganda National Parks in 1972 and for the next 26 years was Director of RZSS until his retirement in 1998. He has chaired over 35 organisations and committees, including BIAZA, EAZA and WAZA. A council member of the Zoological Society of London he chaired the Zoo board and was also a Vice President of the ZSL. He has consulted on zoo, wildlife conservation and environmental issues in Uganda, Oman, Indianapolis, Johannesburg and Belfast.

As Deputy Chairman of SNH he chaired the Access Forum, the Beaver Working Group and the Tourism and Environment Forum. He was Chairman of the National Trust for Scotland from 2000 to 2005 and has served as President of the Scottish Wildlife Trust. He was for 16 years a Trustee of Dynamic Earth. He recently stepped down after 10 years as President of the Tweeddale Society and as a trustee of the Tweed Foundation.

He was awarded the William Thyne Scholarship in 1975, an OBE in 1991 for services to conservation and appointed Honorary Professor by the University of Edinburgh in 1993 and an honorary doctorate from the Open University in 2004. Roger has received outstanding achievement awards from UK, European and World zoo organisations. He is a Fellow of the RSE (1985), RSB (1987) a Hon. Fellow of RSGS (1995) and RZSS (1999)

Roger is married with two children and two grandchildren.

Supporting statement:

I am committed to the aims and mission of RZSS and have the knowledge and experience to further contribute to the Board's deliberations in pursuit of these aims. The circumstances created by the recent pandemic and its continuing impact has placed a huge challenge on the efficient operation and development of our collections and our important conservation commitments in Scotland and abroad. My long and relevant experience can, I hope, continue to bring value to RZSS.

## MEMBERSHIP SUBSCRIPTION RATES

### Resolution on membership subscription rates

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

- a) We seek your agreement to increase subscription rates for the below membership categories, with the timing of the implementation at the discretion of the board.

<b>Category</b>	<b>2019</b>	<b>2020/21</b>
Adult	£70	£75
Joint Adult	£110	£118
Child	£35	£40

- b) We seek your agreement to freeze all life membership and student subscriptions, to remain as below.

<b>Category</b>	
Adult Life	£875
Joint Adult Life	£1,225
Senior Adult Life	£660
Senior Joint Life	£930
Student Annual	£50

- c) We seek your agreement for the board to approve specified reductions in membership subscription rates from time to time. For example, memberships paid at a reduced rate by direct debit are becoming increasingly important to the Society, providing a stable and reliable income stream.