

To All Members of Friends of Westonbirt Arboretum

Dear Members,

Annual General Meeting – Wednesday 22 May 2019, 6pm in the Great Oak Hall

We look forward to seeing as many members as possible at our AGM on 22 May. Please ensure that you bring your membership card with you for registration.

Whilst the business of the meeting will start at 6pm, we invite you to join us from 4pm for refreshments followed by a special behind the scenes tour and talk from our Propagator Penny Jones and new Dendrologist Michal Dvorak, who has recently joined us from Kew Gardens. Just before 6pm we will gather back in the Great Oak Hall for the formal part of the meeting.

Please find enclosed the following papers that you may want to look through before the meeting:

- Formal notice of the AGM with Agenda
- Minutes from the 2018 AGM
- A proxy form which you can use should you be unable to attend the AGM in person

Charity Trustees

This year the trustees who are due to retire, as required by our articles of association, are John Hammond, Margaret Headen and Malcolm Potter and we thank them all for their work and support over the years.

Mike Howarth has completed his first term of office and has been formally elected by the board for a second term. We welcome three new trustees to the board, Beth Bottrill, Martin Green and Rachel Walker, each of whom will introduce themselves to members at the AGM.

Proxy Voting

We hold the right to include a proxy under section 324 of companies act 2006. If you are unable to attend the meeting please make your voice count by exercising your vote using the enclosed proxy voting form. You may choose as your proxy either the Chair of the meeting or a named person you know will be attending. Your proxy is entitled to speak on your behalf in discussions, as well as voting on anything requiring a vote.

The completed form needs to be sent back to reach us by Sunday 19 May at the latest; this does not stop you coming to vote in person should you find that after all you are free. Do please read the notes on the proxy form carefully before filling it in.

I look forward to seeing you on 22nd May.

Yours sincerely

Mike Mintram
Chair of Trustees

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Friends of Westonbirt Arboretum will be held on Wednesday 22 May 2019 at the Great Oak Hall, Westonbirt Arboretum GL8 8QS, starting at 6pm for the following purposes:

AGENDA

Welcome, introductions and apologies
(Mike Mintram - Chair)

1. To be received and adopted – minutes of 32nd Annual General Meeting
2. Matters Arising
3. 2018 annual review of the Charity
(Mike Coe – CEO)
4. To be presented - 2018 Annual Report and Accounts
(Martyn Smith – Treasurer)
5. To be approved – appointment of Auditors for next financial year
(Martyn Smith – Treasurer)
6. Introduction to new and re-elected Board members
(Beth Bottrill, John Green, Rachel Walker and Mike Howarth)
7. 2018 review of the arboretum
(Andrew Smith – Director)
8. Any other business

PROXY FORM

Annual General Meeting of Friends of Westonbirt Arboretum

Date of Annual General Meeting: 22 May 2019

Venue of meeting: Great Oak Hall, Westonbirt Arboretum, GL8 8QS

Full name of member

Membership number

Member's address

I appoint as my Proxy (please tick one option)

the Chair of the meeting

the person named below

I hereby appoint the person indicated above as my proxy to attend, speak and vote on my behalf at the above mentioned General Meeting of Friends of Westonbirt Arboretum and at any adjournment of that meeting.

Resolutions to be proposed	For	Against	Vote Withheld
1. To agree the minutes of 32nd Annual General Meeting			
2. To approve the appointment of Bishop Fleming as auditors for the next financial year			

I instruct my proxy as indicated above. Unless otherwise instructed, the proxy may vote, or abstain as he or she sees fit in relation to any business of the meeting.

Signed

Date

Please return the completed proxy form to: AGM 2019, Friends of Westonbirt Arboretum, Westonbirt Arboretum, Tetbury, Gloucestershire, GL8 8QS or email to gillball@fowa.org.uk

Notes

1. We hold the right to include a proxy under section 324 of companies act 2006.
2. Any member may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of Friends of Westonbirt Arboretum.
3. Completing and returning this form will not stop a member from attending the meeting and voting in person, however, in this circumstance the proxy vote will be null and void.
4. Any appointment made using this form may be revoked by the member who made it, by delivering to Friends of Westonbirt Arboretum a signed notice in writing to that effect. To be valid that notice must be delivered before the start of the meeting or adjourned meeting to which it relates.
5. Only one vote per single/joint membership is permitted.

32nd Annual General Meeting Minutes from Saturday 12 May 2018 Westonbirt, The National Arboretum

49 Members attended plus 1 proxy vote

The Chair welcomed members to the 32nd AGM highlighting that the Arb Show was taking place again explaining that the Arboricultural Association is the professional body for all those working with trees. He then introduced Anna-Clare Temple (FOWA's Chief Executive), Jacqueline Dalton (Business Manager) and Martyn Smith, who was appointed by the Board as FOWA's Finance Trustee following Bernard Rymer's retirement last August. The Chair then introduced Andrew Smith (Arboretum Director) and FOWA trustees, and finally welcomed Roger Busby, one of FOWA's long standing Vice Presidents.

A proxy vote had been received from G Grant who appointed the Chair of the meeting to vote in favour of agenda items 2, 6 (excluding re-election of himself) and 7 below.

1 Apologies

Were received from C Burt, M Gobbett, G Grant, P & D Gibson and A Webb.

2 Minutes of 31st Annual General Meeting

S Segar proposed the minutes be adopted, seconded by K Thornton with no-one against or abstaining and therefore carried by the meeting.

3 Matters Arising from the above Minutes - There were no matters arising.

4 2017 Review of the Charity by Mike Mintram (Chair)

In a moment I will ask M Smith to present the 2017 Report and Accounts. Suffice to say they describe another year of success. We welcomed more members and we agreed to increase our support for the Arboretum.

Through membership surveys and informal feedback, we have a clearer understanding of what members would like and FOWA has remained a strong advocate for improving their Westonbirt experience. We have improved the way we communicate and engage with members and worked with the Forestry Commission to provide a better visitor experience and improved access to the Arboretum.

The Charity's three main goals for the future remain:

- To continue to grow our membership;
- To deliver increased support for the Arboretum through fundraising activities;
- To raise the profile of the Charity so that more people are aware of how it supports the Arboretum.

Following the successful completion of the Westonbirt Project, the Charity is focusing on providing support to the Arboretum to enable it to build on the success of the Project and cater for the increase in the number of people visiting. Last year was also a period of transition as the Westonbirt Project neared completion and the Forestry Commission team began to review the success of various projects and lessons learnt.

We have said goodbye and thank you to experienced trustees that have given so much to FOWA and the Arboretum. New trustees have joined and we have all been preparing ourselves for the future; building better engagement with our members and stronger governance for the Charity that is compliant with the latest legislation and industry best practice.

The Charity's trustees are committed to supporting the development of a new forward vision for the Arboretum which capitalises on the unique heritage and botanical resource the collection represents. The Board is working closely with the Forestry Commission to develop this new vision and a 5 year strategy for the Arboretum that prioritises the learning and research opportunities. The collection at Westonbirt has international significance, and the Charity's trustees are keen that the site's resources can contribute to the global conservation and research into the importance of trees in today's world.

The Charity's work would not be possible without the significant support it receives from several different sources; volunteer time, membership subscriptions, donations and direct funding. *As members you are so important to FOWA and Westonbirt. Thank you!*

I'm now briefly going to hand over to Anna-Clare (Chief Executive):

You may remember that at last year's AGM I reported on an excellent year for membership growth, with the Charity ending the year with over 30,000 members. I'm pleased to say that, thanks to the sterling efforts of the FOWA staff team as well as Forestry Commission colleagues and volunteers, we have managed to sustain those membership numbers and grew our membership to just under 32,000. The FOWA team has worked incredibly hard, and I would like to thank them for their dedication and commitment to providing you, our members, with a high level of customer service and professionalism.

Sadly we said goodbye to C Hewer towards the end of 2017, but we were delighted to welcome J Shute to the team as Membership Manager. Jane has focused very much on improving the partnership working with our Forestry Commission colleagues as well as reviewing the benefits that our members are able to enjoy to ensure good customer service and that our membership continues to offer value for money.

As Mike has mentioned, we carried out a brief membership survey at the end of last year and are pleased that over 90% of our members believe that membership represents good value for money. Throughout the year we have also introduced new ways of keeping in touch with you, such as our members' monthly e-news and were proud to launch our new website at the start of the year. We also refreshed our members' magazine. The team put a lot of time and effort into bringing our members engaging information and the latest news about the Arboretum and we are getting great feedback regarding these new communication channels, and the survey also showed high levels of satisfaction with our magazine.

You may have heard about new data protection laws, General Data Protection Regulation, coming into effect in just a few weeks. We take our members' privacy and rights very seriously, and spent much of 2017 ensuring that we would be able to comply with the new legislation. You may already have noticed that we now send out information from the Forestry Commission on their behalf, instead of sharing members' contact information.

For 2018 we have brought in some additional resource to support the Visitor Services Team at the Welcome Building, ensuring that there is additional presence at weekends and other busy times to help welcome members, support new member sign-ups and answer membership queries. We have introduced new corporate membership packages and are working closer than ever with our Forestry Commission partners to promote membership.

Our Fundraising Team secured nearly £100,000 worth of funding, from a wide variety of sources. With 2017 being a transition year and focus on successfully completing the Westonbirt Project, there have been fewer projects on site requiring funding. One project that was launched is the Westonbirt Wood Centre. The project comprises the renovation and conservation of a number of heritage buildings beside Skilling Gate to create suitable premises from which a wood centre could operate. Formerly cow barns, some of these buildings have fallen into disrepair and, as a prominent heritage feature within the landscape, restoring them had become a priority. Fundraising for this project began towards the end of the year and we have been delighted and humbled by the level of support that our members and donors have shown. We have so far raised nearly 20% of the overall £150,000 target from individual supporters, which is fantastic. Our fundraising efforts will continue throughout this year and we will be approaching trusts and grant-making foundations as well. I'd like to thank all that have supported this project so far.

Volunteers are the backbone of Westonbirt, and there is virtually nothing that happens on site without volunteer involvement or support. The vast majority of volunteers are members of the Friends and last year the Arboretum benefitted once again from around 25,000 hours of support from volunteers – which is equivalent to around 14 full time members of staff. Volunteers support conservation and tree care work, engage our visitors with knowledgeable guided walks and family events, support concerts and Enchanted Christmas and ensure participants of the community work can enjoy Westonbirt as much as we all do. We are so grateful to all they bring to the site and are aware that we couldn't manage without them.

During 2017 I think we all became aware of our responsibility to minimise our impact on the environment. I know a number of members have raised concerns about the magazine; I am pleased to say that the polywrap it is mailed in is recyclable (at local supermarkets for example), though throughout 2018 we will be considering other ways in which we can reduce the impact of our magazine on the environment, focusing on ways to improve our sustainability and environmental impact that also offer value for money and cost effectiveness. I'm aware that members have raised the question of more durable membership cards at previous meetings. We continue to look into this, including the costs of sourcing cards made from biodegradable materials. We will need to look carefully at costs as well as compatibility with the systems used by the Forestry Commission at the Welcome Building, which may be upgraded next year.

5 **2017 Report and Accounts by Martyn Smith (Finance Trustee)**

M Smith presented an overview of FOWA's year-end accounts, confirming that its financial position is strong. He explained that FOWA is both a company limited by guarantee and a charity and therefore its accounts conform to both the Companies Act and the Charities SORP (Statement of Recommended Practice). He confirmed that FOWA had received an unqualified report from the auditors, Woodward Hale, for the year ending 31 December 2017.

M Smith reported that income in the year totalled £1,179,000 and with expenditure at £910,000 this gave a net income of £269,000. Unrestricted funds totalled £1,266,000 and restricted £23,000, giving total charity funds of £1,289,000. Year-end cash was £1,718,000. He reported that total income for 2017 was similar to 2016, but with higher membership subscriptions and lower donations. He thanked members for their continuing support. He explained that grant expenditure in 2017 was significantly down on 2016, adding that funds were available but post-Westonbirt Project there has been lower activity and call on funding. He explained that both the Arboretum Access Rights payment and the magazine continue to be significant costs.

M Smith mentioned that there was one unusual item in the accounts. He explained that it has been necessary to make a prior year adjustment. This was due to a recurring error whereby the deferred income was understated and the Charity funds overstated at year-ends. In 2014, 2015 and 2016, the final direct debit subscription income should have been deferred to the next year, but was not. The existence of the errors was discovered in preparing the 2017 accounts, and the 2016 comparatives were restated accordingly. He explained that, though the error was big enough to warrant a prior year adjustment, it was small in proportion to the total income, and was only an error in allocating funds between years.

M Smith thanked C Jacob (Interim Finance Officer), S Carter (Consultant Specialist Charity Accountant) and J Dalton (Business Manager) for their efforts in keeping the books and producing the accounts.

The Report and Accounts were, thereby, received by the members.

6 **Election to the Board by Mike Mintram and Sue Bradley-Jones**

You may remember that both S Bradley-Jones and S Segar stood for re-election at last year's AGM, stating their intention to serve as trustees for one more year. Sadly that year is now up, and today both step down from their roles. Their contribution to FOWA and Westonbirt, after 15 and 19 years' service respectively, can be in no doubt, and the Charity is so fortunate to have benefitted from their support and guidance over the years. As mentioned previously, B Rymer retired from his role as Finance Trustee at the end of last summer, and having served 12 years as a trustee, K Thornton retired from the Board at the end of 2017. Both played a significant role in ensuring the sometimes-difficult interface between the finances of FOWA and the Forestry Commission at Westonbirt worked as well as possible and provided much support to FOWA's Board and staff team. I would also like to highlight Karen's massive contribution to the development and delivery of the Westonbirt Project. We thank them for their time, hard work and support.

As a Charity it is vital that we continue to be able to benefit from a skilled and suitably experienced Board of Trustees, to support the work that the staff team undertake, and to ensure the highest levels of governance. Following a successful recruitment exercise at the end of last year, M Smith, who I have already introduced to you, was appointed by the Board to be FOWA's Finance Trustee. The Board recruited M Ulyatt, who is also a qualified accountant, to add strength to our finance expertise at Board level. Matt was appointed by the Forestry Commission in February this year and therefore is not standing for election.

M Smith was invited to say a few words and a statement was read out from C Burt. We are pleased to recommend M Smith to you for election as Finance Trustee, and C Burt who brings knowledge of project management and IT to the Board. M Headen proposed and S Bradley-Jones seconded that both M Smith and C Burt be elected as trustees, with no-one against or abstaining; this was carried by the meeting.

S Bradley-Jones (Vice Chair) took the Chair for the re-election of both G Grant and M Mintram:

M Mintram was invited to say a few words and a statement was read out from G Grant before recommending that both be re-elected as trustees. This was proposed by M Howarth, seconded by M Potter with no-one against or abstaining; this was carried by the meeting.

J Hammond had agreed to take on the role of Vice Chair with effect from closure of the meeting.

Invite continuation in office

Our President (Christopher Brickell) and Vice Presidents (Roger Busby and Peregrine Pollen) were invited to continue in office.

Special Resolution by Mike Mintram

To introduce the agenda item, M Mintram explained the importance of our Articles reflecting current best practice within the charity sector and that they are fully compliant with both the Charity Commission, Charity Code of Governance and Company Law. FOWA had engaged a specialist Charity Lawyer from Burton Sweet to fully review the Articles.

Key changes include:

Joint Membership - Only the lead member will be entitled to vote in future. Following a question from the floor, it was confirmed that this is Company Law.

Nominated Directors - Will no longer exist and neither the Arboretum Director nor any Forestry Commission staff will become trustees as this presents a perception of conflict. A Smith confirmed that both he and the Forestry Commission supported the changes and particularly those relating to Nominated Trustees explaining it is imperative that the Charity is legally compliant. Following a question from the floor, M Mintram confirmed that communication between FOWA and A Smith will continue closely in accordance with the Partnership Agreement. A Smith attends Trustee Panel Meetings including the newly formed Joint Working Panel of FOWA and the Forestry Commission. In addition, both the Arboretum Director and FOWA Chief Executive work closely on operational matters.

Trustee tenure – This enables a regular refresh of trustees with a maximum tenure of 9 years.

Quorum – Will be reduced from 50 to 25. A member pointed out that this change results in the quorum being predominately made up of trustees, staff and some members. M Mintram explained, as with other charities, FOWA struggles to meet the quorum demonstrated at the meeting and reducing to 25 is on advice from the Lawyer. Ideally, trustees would like to see a bigger representation from the membership and consequently the format of the AGM will be reviewed for next year.

Following discussion it was resolved that the Articles of Association of the Company be altered in accordance with the document produced to the meeting. R Busby proposed the Resolution be accepted which was seconded by S Segar. With two abstentions and one against, this was carried by the meeting.

2017 Review of the Arboretum by Andrew Smith (Arboretum Director)

Shuttle – A Smith confirmed that this is currently operating 4 days per week and encouraged more use with an aim to operate 7 days per week. The current 'pilot' is examining the best operating pattern.

Westonbirt Project – The detailed report for HLF released the final £200,000 income. A Smith encouraged the meeting to visit the FOWA website for the report www.fowa.org.uk.

Activity for next 12 months – A Smith detailed current and upcoming activities including developing the Wood Centre, access improvements and signage, a new community and coppice shelter, wild play and an isolation house including staffing support for a Community Project Officer, Project Assistant and Collections Manager. Infrastructure projects are also under consideration including the restaurant building capacity, learning facilities, showcasing science work and the office footprint.

2019 centenary and beyond – A Smith also highlighted the Forestry Commission's centenary year in 2019 and that celebratory plans were underway.

Arboretum Strategy - A Smith informed the meeting that the previous strategy had run to the end of 2017. Following the completion of the Westonbirt Project, the site had gone through a period of consolidation to adjust to new ways of working and the increase in visitor numbers. A new strategy was being worked on in partnership with FOWA Trustees, and it would be very much a joint strategy for both organisations. He went on to say that, whilst the revised charity articles meant that the Arboretum Director was no longer a Trustee of the charity, both organisations remained committed to improving and increasing the partnership working between them. More

joint working mechanisms had been put in place at both strategic and operational levels, and these were already proving beneficial.

Questions were asked relating to; Pest and diseases – A Smith explained that Forest Research manage this important work and that more information with regard to current issues is detailed on the Forestry Commission website; Non-member visitor parking in Willesley to gain free access – A Smith explained that this was recognised and work put in to establish the extent of the problem. Staff could not be deployed at remote boundaries to address this; however, A Smith advised that unpaid visits amount to less than 1%.

9 **AOB** - There was no other business.

The Chair declared the meeting closed at 12.10pm and thanked D & J Alcock and S Hammond for serving refreshments and L Butcher for welcoming the members at the desk.

The AGM was followed by a talk “Invigorating roots for tree health” by the Tree Team’s Andy Bryce.

Signed by Chairman (as a correct record)	Date signed
Issued by J Dalton Issued on 02/06/2018	CharityManagement\AGMs\FOWAAGM\AGMMinutes\12May2018AGMMinutes