

**Minutes of the 34th Annual General Meeting
at the Crown Plaza Hotel, Felbridge, East Grinstead
Saturday 4th May 2019 at 10.45am**

1. Welcome

Cecilia Bufton, Chairman, welcomed everyone to the meeting and introduced the members of the Board present: Rosemary Day (Vice-Chairman), David Ross (acting, joint-Hon Treasurer), Catherine Penny, Jim Marshall, Emma Crawforth and Sally Nex. Cecilia also introduced the proposed Trustees, David Ford (acting, joint-Hon Treasurer), Alastair Harris, Helen Triggs.

Cecilia reminded those present that the new Articles of Association require that one third of all Trustees must stand for re-election. Members were notified in the Spring Journal of their right to vote and given details of the Trustees standing for election and re-election. This meeting marked the move to the new “one member one vote” system. A copy of the Annual report was also available on the website by the end of March, as agreed.

2. Apologies for Absence & Appointment of Proxies

None

3. Minutes of the 33rd AGM

The Minutes of the 33rd Annual General Meeting at Springfield County Hotel, Wareham on the 28th April 2018, were accepted as a true record. A member suggested that there was an unfinished sentence on page 9, but this is not evident in the final approved version.

4. Matters arising

There were none.

5. President's Remarks – Alan Titchmarsh

Sussex is a fitting location for a National Meeting of Plant Heritage. It has a heritage of great gardens owned by people of vision who supported many of the plant expeditions of the 19th and 20th century. People such as the three generations of the Messel family at Nymans Garden, Sir Edmund Loder at Leonardslee, Gerald Loder and later Henry Price at Wakehurst Place and the Stevenson-Clarkes at Borde Hill supported the expeditions of explorers like Frank Kingdom Ward, George Forrest and Harold Comber. These plant hunters brought back vast numbers of seed from China, Nepal, Tasmania, Chile, South Africa and New Zealand, many of which were germinated and grown on in these Sussex Gardens. Many still survive today as magnificent specimens, despite the ravages of the great storm of 1987 and the Beast from the East last year. This grand tradition continues even today with expeditions such as the recent British and Irish Botanical Expedition to Tasmania including representation from Nymans Garden, of which you will have heard more yesterday.

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Sadly, this great tradition of growing plants from across the world in the British Isles is being threatened by a host of factors, including climate change, diminishing garden sizes and pests and diseases such as Xylella. For these reasons the role of Plant Heritage as the foremost cultivated garden plant conservation charity in the UK is more vital than ever. It is comforting to know that this proud tradition of plant cultivation and conservation is continuing through the efforts of National Plant Collection Holders and Plant Guardians.

6. Chairman's Report

The work of Plant Heritage spans four decades and in the light of climate change and an increasingly urban society, which values horticulture as important to its health and well-being, the charity's work is as important now as it was in the 1970s, when the charity's founders identified that a significant part of the nation's rich horticultural heritage was at risk of disappearing. There are numerous charities supporting the conservation of nature and artefacts, but Plant Heritage is unique in its aim to conserve the diversity of cultivated plants. We believe that cultivated plants deserve to be a conservation priority; each one contains a unique combination of genetic material and is testament to human effort and inventiveness. Generations of gardeners and plant lovers have used expert knowledge, skill and creativity to breed and cultivate our garden flora.

The first half of the year focussed on assessment of governance and finances as reported at the last AGM, which resulted in the implementation of a short-term plan aimed at securing the charity's long-term future. Work on implementing the proposed actions started in March with the Board taking executive control of the finances on an interim basis and suspending all non-essential expenditure. The short-term aim of getting finances under control and cash flow stabilised has now been achieved. The longer-term objective of ensuring that Central Office operates with a neutral or surplus annual cash position still stands.

Changes to the Articles of Association, agreed at an Extraordinary General Meeting on the 26th July 2018, disbanded Council, which has been replaced by 'one member one vote', meaning that every member of the charity can have a say in the direction of the charity. The Chair's Forum and the three Panels, Membership & Supporters (MSP), Resources & Skills (RSP) and Plant Conservation (PCP), are now fulfilling the role of advising the Board of Trustees. In the second half of the year we added more Trustees and re-organised the work of Central Office around the remaining staff.

Our achievements over this difficult year are a testament to the commitment and skills of our staff and volunteers. Gill Groombridge was promoted to Business Manager to work alongside the new Conservation Manager and Fundraising Manager as a Senior Management Team. The Panels started to deliver on their objectives and plan activities for working groups – smaller teams with a specific focus.

PR has been difficult to maintain with no dedicated resource and a limited budget. A Communications WG is planned. In December, the ITWG was finally given the green light to start work on the website, albeit with a significantly smaller budget.

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The Board would like to record our thanks to those who served as Trustees and stood down in 2017/18:

- Sandra Tognarelli, Gail Goodwin, Alec White and Brian Young
- Thanks to Mike Buffin who is standing down now

We do not forget the work done by these individuals, over many years, volunteering their skills and experience, including the governance review that Mike and Sandra led, the branding and communications work that Gail and Brian carried out and the initial review of the finances undertaken by Alec.

We have re-built the Board so that it continues to represent the membership as well as adding a wide range of experience and expertise. We have long serving Plant Heritage members, Groups Chairs and Collection Holders, joined by Media, Communications, Digital and Business experts. New appointments, to be confirmed in the voting later, are David Ford, Helen Triggs and Alastair Harris. We are currently 10 Trustees and are still actively looking for a Treasurer, a Trustee with experience of Fundraising and a Trustee based in the North

To improve communication with Groups each has been allocated a Trustee who endeavours to attend local meetings and where possible support local activities as well as ensure that any local issues are raised at Board meetings or Panel meetings. Feedback from many Groups has identified issues with recruiting members as well as volunteers to join committees.

Prioritising our activities - we will focus our resources (people, time & money)

- talking to those who don't know Plant Heritage
- finding new members
- building a wider audience of general supporters

7. Presentation of the accounts - David Ford & David Ross, Joint Treasurers (acting)

The Annual report had been published on the website on the 31 March and members notified.

2017-18 Results

- Income was £376k and Expenditure was £443k, the Charity as a whole, incurred a loss for the year of £67k
- This follows on from a loss of £19k in 2016-17
- Local Groups contributed £30k to the charity in 2017-18, through plant fairs, events etc.

Treasurers' Report

- There has been a lack of Grant Income over the previous few years. Since the major grant from the HLF (2016) there has only been one significant grant (£25,000 from the Monument Trust)
- Although a major grant has been awarded, (£150,000 over 3 years starting in Jan 2019), it arrived much later than expected and not for its original purpose
- Other major grant applications have been unsuccessful

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- There has also been a loss of long-term sponsorship
- There have been no significant legacies over the previous few years
- Membership has been slowly reducing (although income from subscriptions rose due to increased membership fees)
- Costs of running central office have been rising
- Failure to provide adequate budgets to the Board resulted in poor financial planning

Balance Sheet 2017-18

- Funds in the Charity at year end were £345k
- These funds were roughly equally divided between Central Office and Local Groups

Actions Taken

- Following the resignation of the CEO in spring 2018, the Board decided not to replace this position
- Following the subsequent resignations of the Finance Officer and Communications Officer, these positions were also not filled
- The Finance Officer position is currently being covered by the two Acting Hon. Treasurers saving a significant amount
- The CEO's position is being covered by The Chairman, other board members and senior staff
- While none of this ideal, it was essential to bring costs under control to ensure the charity's future
- A spending review was undertaken. Some overspend was discovered and has been resolved
- It emerged that no investment in office equipment and IT hardware had been made for many years, undermining efficient working. We have started to remedy this and an IT hardware review is underway
- A new website will be launched in the autumn of 2019. This should allow the Charity to communicate better, both internally and externally

Financial Forecast 2018-19

- It is expected that the statutory accounts will show a break-even position for the Charity as a whole
- The Board wishes to see a time where Central Office is self-funding
- The Board recognizes the importance of members & supporters to the Charity's long-term success and hopes that better communications will help to reverse the long term decline in membership
- We are extremely grateful for the continuing support of our members and groups

Approval of reports and Accounts 2018/18

The Treasurer' asked those present to receive and consider the accounts and the reports of the charity Trustees and auditors

Voting – by show of hands, showed unanimous acceptance

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8. Appointment of Independent Examiner

Proposal to re-appoint Warner Wilde and to authorise the Trustees to set the level of the auditor's fees

Voting – by show of hands, showed unanimous acceptance

9. Appointment of Trustees

The Board of Trustees are responsible for the overall governance of the Charity. The Trustees are also the Directors of the Limited Company.

Trustees are appointed by the membership at the Annual General Meeting (AGM). At each AGM, one-third of the directors must retire from office. The directors to retire by rotation must be those who have been longest in office since their last appointment. A director must retire after serving a total of eight years, consecutive or otherwise.

At year end we had 8 Trustees; 3 to stand down by rotation:

- Mike Buffin – not standing again
- Cecilia Bufton & Rosemary Day – standing for re-election

The Board of trustees proposed the following re-appointments:

- to re-appoint Cecilia Bufton
- to re-appoint Rosemary Day

Voting – both were re-elected by a show of hands and with the addition of postal votes received before the meeting

The Board of Trustees proposed appointment of the 3 new Trustees:

- to appoint David Ford
- to appoint Helen Triggs
- to appoint Alastair Harris

Voting – all were elected by show of hands and with the addition of postal votes received before the meeting

10. Nomination of Officers

The Board of trustees proposed:

- Chair - Cecilia Bufton: **Voting:** all for, none against, no abstentions
- Vice Chair - Rosemary Day: **Voting:** majority for, 6 against, no abstentions
- Joint Treasurer – David Ross: **Voting:** all for, none against, no abstentions
- Joint Treasurer – David Ford: **Voting:** all for, none against, no abstentions

11. Questions:

The Chairman opened the floor to questions and comments:

- How many remote votes were received?
16 remote votes
- The results of the postal / online votes were not verbally given at the meeting
This will be done in future
- Why were the votes for Trustees taken “en bloc”? *This is considered normal practice when there are the same number or fewer candidates than positions available*
- Some Members were not clear on who was allowed to vote. *Whilst it was stated in the Journal and at the meeting that each member has a vote (One member one vote), we will specify in future that staff, who are not paid members, do not have a vote*
- Access to the Annual Report, voting and past AGM papers on the website was not easy. *This was acknowledged and will improve with the new website*
- One Member said she knew nothing about postal votes. *It was in the pull-out section back page of the National Journal. Chairs of local groups were asked to spread the word. We are open to hearing about how to keep everyone informed*
- Can we email as well as a method of communicating in future? *Yes, we are working towards getting the emails of every member, but this is not yet complete*
- It is difficult to know who sees the postal votes – is it private? Or a secret ballot?
The ballots were counted by an independent office volunteer who is not a member of Plant Heritage and double checked by Gill Groombridge
- Will the new website be better for voting?
Yes!
- Is there a website review group?
Yes, for the design, formed 18 months ago. A good idea to have one to keep it up to date
- How can members know about and be involved in things such as the website review group?
Please email us if you are interested in getting involved

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12. Any Other Business

A vote of thanks was given to the staff at Central Office.

13. Close of meeting: Cecilia Bufton closed the meeting at 12.20pm

Signed: _____ Date: _____

Cecilia Bufton, Chairman