

**Minutes of the 33rd Annual General Meeting
at the Springfield Country Hotel, Wareham
Saturday 28th April 2018 at 9.15am**

1. Welcome and notification of resignations

Cecilia Bufton, interim Chairman, welcomed everyone to the meeting as interim Chairman, appointed at the Council meeting on 18th April 2018. She introduced the members of the Board present – Rosemary Day (interim Vice-Chairman), Alec White (Hon Treasurer), Catherine Penny, David Ross and informed the meeting that:

- Gail Goodwin (appointed member, had resigned from the Board as she had taken on a new full time job)
- Sandra Tognarelli (Ex Officio Vice Chairman, had resigned from Board)
- Mike Buffin had resigned as Chairman of the Council and Board, but importantly, had agreed to remain a Trustee

Cecilia said that Mike and Sandra had both put an enormous amount of time and effort into Plant Heritage and Gail had recently joined the Board, all as volunteers just like so many others who give their time and skills to the cause of conserving plants. She asked the AGM to record a vote of thanks to them for all they have done for Plant Heritage over many years and in so many ways.

Cecilia also announced that Plant Heritage would be saying goodbye to our CEO, Sarah Quarterman. Appointed in April 2014, Sarah was the first person to hold the role of CEO at Plant Heritage and she had led the charity through a significant period of change during her tenure. Sarah had been responsible for all day to day operations, staff management and day to day financial management. She had supported the Board undertaking a strategic review of the charity and introducing a nominations committee to oversee Trustee and other volunteer appointments. This would be her last AGM as CEO but she expressed the hope that Sarah would join us in the future as an active Member. The AGM recorded a vote of thanks to Sarah.

2. Message from the Plant Heritage Patron – HRH The Prince of Wales

The CEO, Sarah Quarterman, read a message of support to the AGM from the Patron of Plant Heritage (see over).



Plant Heritage

CONSERVING THE DIVERSITY OF GARDEN PLANTS



CLARENCE HOUSE

As Patron of Plant Heritage, it gives me great pleasure to congratulate you on all you have achieved over the past forty years.

I became your Patron twenty-six years ago because I shared your particular concern that a significant part of our Nation's rich and much-loved horticultural heritage was at risk of disappearing. The National Plant Collections were then - and indeed still are - at the heart of what you do. They are living plant libraries representing the diversity of our cultivated plants, which is why I am so proud to be the custodian of two such collections (*Fagus* and *Hosta*) and to be part of a community of plantsmen and women who are passionate about protecting the diversity of our rich flora.

There is still a considerable amount of work to be done to raise awareness of the importance of maintaining the genetic diversity of cultivated plants. But the international recognition of their socio-economic and cultural value in Aichi Biodiversity Target 13 was a significant step forward.

This is an exciting time for Plant Heritage, which is now recognized as a leader in plant conservation, while also continuing to evolve. Allowing for more flexibility with smaller, more focussed collections seems eminently sensible, as is making plant conservation more accessible to all with the Plant Guardian scheme and dispersed collections.

Without your efforts there would be no national, regulated, accredited conservation of cultivated plants. This puts you in a unique position to facilitate the work of much larger organizations such as botanic gardens, the National Trusts and the Royal Horticultural Society, and I know that your research has allowed them to prioritize plants for conservation which might otherwise have been lost.

Ladies and gentlemen, it is so important that you continue this vital work and I can only wish you all a most constructive and enjoyable weekend in Dorset.

HRH The Prince of Wales

3. Apologies for Absence

Received from: Mike Buffin (Trustee), Jim Marshall (Trustee), Harvey Stephens, Sonia Chapman, Rosemary Buisseret, Caroline Stone, Gene Fryatt, Julia Thornton, Maragert Headen, Coraal Bell, Philip Oostenbrink, Doug and Linda Smith, Mike Hughes, David Knott, Gareth Manning, Peter Westbrook, Margaret Stone and Anne Mathieson.

4. Appointment of Proxies

The following attendees were appointed proxies (representing group in brackets):
Brian Young (Ayr & Arran), Helen Moorcraft (BBO), Rosemary Buisseret (Cambridgeshire), Mike Squires (Devon), Gaby Reynolds (Dumfries & Galloway), Penny Ross (Gloucestershire), Katherine Thompson (Guernsey), Janet Wright (Kent), Lyndsey Pink (Hampshire), Catherine Penny (RGE), Chairman (South East Scotland), Linda Eggins (Worcestershire and Warwickshire).

5. The Minutes of the 32nd Annual General Meeting at the Crowne Plaza Hotel, Harrogate Saturday 6th May 2017, were accepted as a true record.

6. Matters Arising

There were none.

7. Chairman's report:

Cecilia Bufton gave the following report on behalf of Mike Buffin:

Plant Heritage is the world's leading garden plant conservation charity. Our mission is to conserve the rich diversity of garden plants grown in the United Kingdom and Ireland. As a charity Plant Heritage is funded through membership subscriptions, donations from individuals and industry, sponsorship and donations from charitable trusts. Our work is spearheaded by a network of National Plant Collection Holders who come from all walks of life and live across the length and breadth of the British Isles. Our National Plant Collection holders are supported by a dedicated National Office Team and a regional network of volunteer Plant Collection Coordinators.

During 2017 there were changes within the Board of Trustees: Ros Burnley and Robert Rice resigned as Trustees due to other ongoing commitments; Dr. Doug Smith, Sue Dawson retired following over six years of continuous service. The Board, supported by the Nominations Committee, recruited Cecilia Bufton, Rosemary Day, Catherine Penny and Alec White (Honorary Treasurer) - all elected to the Board. Alan Ratcliffe remained on the Board to facilitate the induction of the new Treasurer, Alec White. The Trustees agreed a code of conduct for Trustees.

As part of the Fit for Growth we continued our review of its governance, membership and information technology. Three Advisory Panels were constituted to support the Board in delivering in key strategic areas of Plant Conservation, Resources and Skills and Membership and Supporters. External consultants, appointed as part of the governance and membership review, undertook an extensive

membership survey to understand their views. During 2016/17, the focus for the Board of Trustees was the governance structure, membership and IT. The aim of the governance review was to create a streamlined structure that will reduce bureaucracy, raise the profile of Plant Heritage by ensuring National Office and the Trustees work more effectively supporting the delivery our 2015 – 2020 Strategy, and our charitable aims.

Our Mission is to conserve the rich diversity of garden plants in the UK and Ireland but this would not be possible without the hard work undertaken by our Members and National Plant Collection Holders and Trustees who all volunteer their time and expertise to support and spread the word of our pressing work. So, I would like to record the collective thanks of the whole Board to them all. 28 new National Plant Collections were accredited in 2017 and as at 31st October 2017 there were 633, of which 288

were Horticultural, 295 Reference and 50 Historic collections, with 19 having been awarded Scientific status. In November 2016 we held the first Collection Holder's Conference for 18 years, at the Hillside Centre at RHS Wisley. 100 Collection Holders and Coordinators attended the one- day event. Talks focussed on topics such as plant health and breeding, as well as short talks from five Collection Holders on aspects of being a collection holder, as well as a general discussion forum.

In 2017 we successfully applied for a trademark for Plant Guardian®, as the scheme launched in 2013 grew to over 100 members conserving just under 1000 plants. These represent conservation at the grass roots and are sometimes a back-up stock for National Collections. The

2017 Plant Exchange saw 1200 plants exchanged and 19 Groups participated in the scheme. Of those, 300 threatened plants were highlighted by the Plant Guardian scheme as “red label plants”, rare in cultivation. The Trustees are grateful to Lloyd Kenyon for the significant work that goes into organising the scheme.

The two issues of the Plant Heritage Journal published had a renewed focus on the work of collection holders undertaking conservation in action and how education in the widest sense is at the heart of what we do as we conserve. We are grateful for the continuing work of our Editor Clare Hogan in delivering this publication. The Collection Holder News Blog keeps National Collection Holders informed of news and information on legal, policy and regulatory matters. There were 34 posts during the year as well as the quarterly Collection Holder e-newsletter to signpost workshops, events and blogposts.

7 workshops were facilitated by our staff covering Botanical Photography, Research, Seed collection, identification and storage and 2 on the new topic of Social Media usage, as well as 3 workshops in Persephone plant records database led by the volunteers of the Persephone administration team.

Our website www.plantheritage.co.uk continues to be the main way we provide online information about the National Plant Collections around the country, how to apply for a Collection or register a Plant Guardian, and also information about our 33 regional groups and their activities. Meanwhile press coverage of Plant Heritage's activities was included in The English Garden, The Plantsman, The Garden, Gardens Illustrated, Garden News and The Horticulturist. Press releases are issued about all new Collections and other projects, and we have good visibility in the mainstream gardening publications. A number of Collection Holders have featured on Gardeners' World and have been interviewed on local radio. We were pleased to note that the press are beginning to link Plant Heritage with 'National Collections', though changing this perception is still a work in progress.

In 2017 the Plant Heritage had a central position within the Floral marquee at the Hampton Court Palace Flower Show and was a major showcase to the public for the National Collections. We took a stand at the inaugural RHS Chatsworth Flower Show and with the support of a number of volunteers from the local Groups, including 10 Collection Holders, we staged a specimen plant display focusing on regional National Collections, Plant Guardians and 'missing' genera with no national collection, winning a Silver-Gilt medal. Interest in the display was strong with the result that 40 new members joined. A number of regional groups put on a display at the major regional flower shows run by the RHS as well as major events such as RHS London Shows, RHS Malvern Spring and Autumn Shows, Gardeners' World Live, Gardening Scotland, Harrogate Flower Shows, Shrewsbury Flower Show, Southport Flower Show, RHS Tatton, to name but a few.

Most Groups also held Plant Fairs which not only raise funds for the charity but were used to raise awareness amongst the public of the existence of Plant Heritage and the conservation work carried out by Collection Holders and members. We continue to inform the public of our work primarily through these exhibits and thank the volunteers for their hard work in organising these events. The financial outcome for the year in the undertaking of charitable objectives saw overall income achieved of £381,239 (£429,469 in 2016) and expenditure of £400,296 (£416,845 in 2016).

8. Presentation of the accounts

Alec White referred to the accounts which had been distributed before the meeting and asked if there were any questions. John Sirkett (Cornwall) asked for more detail on the 'related party transactions' note 22. Alec said that this referred to senior management remuneration (post meeting note – this was incorrectly reported as a related party transaction, which is used to report related external transactions, of which there were none in 2016-17, and the accounts were updated accordingly).

9. Appointment of Independent Examiner

Alec White said that a process was underway to tender for the Independent Examination of our accounts and that the CEO had obtained 3 quotes, including from the current examiner, which the Board would review and present a recommendation to the July Council meeting.

10. Approval of the Fit for the Future Strategy and change to Articles of Association

Cecilia Bufton gave a presentation which had been previously presented to Council on 18th April and then circulated along with a summary version for sharing with group committees and members. The presentation had originally been prepared for the March 2018 Board meeting and included an assessment of the governance arrangements of Plant Heritage, financial position at national office and strategies to address deficits in both as follows:

- Proposed actions in this plan are considered a realistic strategy to recover our position. In the longer term, our objective must be to ensure that Head Office operates with a neutral or surplus annual cash position and therefore its budget is primarily set by unrestricted income
- The Board has taken executive control of finances on an interim basis until finances are under control and cash flow is stabilised. All non-essential expenditure has been frozen or deferred; freelance work will need to be managed carefully; professional advice is being taken where appropriate and a review of financial controls and processes is underway. The use of technology to streamline some processes (direct debit collection and receipt bank), is being planned for in national office and will be rolled out to Local Groups

- The charity's assets and resources to be used in the best possible way for their beneficiaries: the Board must ensure that in future, restricted income will not be used to fund general operating costs. Even if it is permissible under the terms of the grant, such funds will be used to fund specific activities and will not be relied upon to fund ongoing costs. Uncertain income, such as donations, grants, sponsorship and legacies should not form part of the core operating budget for Head Office – any funds received from these sources should be used for specific tasks/projects and/or purely for conservation
- This involves ensuring there are defined areas of responsibility for local groups, clear lines of authority and regular reporting. The proposed new structure for the Head Office, abolition of Council and increased involvement of volunteer Members in actively directing the work of the Charity (via the Panels), are considered as opportunities to improve the transparency of authorities and reporting.

The current financial position (as at March 2018) was that a cash flow had been prepared by the Treasurer forecast to year end and £60,000 has been transferred from national office reserves. There is an estimated cash deficit of c£23k at the end of the financial year – which may be avoided if we get some of the grant income predicted. The worst case showed our national office available reserves of c£204k potentially reduced to c£103k by the end of the year; meaning that unless we have cash under control and income/expenditure balanced each month then we will not be able to rely on our reserves much beyond February/March next year. Our current reserves policy has been suspended.

Recovery plan - the following steps were proposed:

- Income increase through Membership fee increased from £30 to £36 from May 2018; promote Friends category for a donation of £100 or more; target Fundraiser to bring in £30,000 by financial year end.
- Reducing costs through restructuring permanent staff ; consider reducing the categories of membership to simplify office processes; review printing and posting the Directory; upgrade of office IT systems to improve staff efficiency
- New Principles for Operation - ideas such as permanent staff and national operational costs are covered in part by membership income & donations and to secure funds for staffing in the long term, new ways of raising money need to be found; fundraiser(s) to be targeted to raise a minimum of X times own costs; publications to be at least cost neutral – funded by advertising; exhibition stands at shows to be at least cost neutral – funded by sponsorship; staff employed as a result of grant income – to be contracted for the period of that income
- Restating the role of national office: raising money for the work of the charity through Fundraising activities; supporting Conservation through setting standards for and awarding the National Collection Holder status, Plant Guardians, support for Group activities; promoting & communicating the work of the charity (shows, educational events, talks, plant fairs, etc); promoting the brand & ensuring message consistency; fully engaging with Members, Friends, Donors and Partners.

Cecilia qualified all of the above with the comment that great plans only work if the process and systems are efficient and sufficient resources are available. Our staff team works on a “shoe-string” with out-of-date systems.



Governance changes: The Board proposed that in order to make communication more effective AND to improve democracy, to abolish Council and replace it with one member one vote, meaning that every single member of the charity can have a say. This is a different style of working and definitive resolutions will be put to the membership as necessary. Each Member will be able to vote by proxy or in person so it will be easier for all to get directly involved. Panels are now fulfilling the role of advising the Board of Trustees. Any Member not already on a panel can apply to join one if they wish. This proposal will require an EGM and change of Articles to introduce changes formally.

Local Groups would continue to be free to organise their own fundraising, education and conservation activities provided these are in line with the Charities objectives and strategy. It is important that Groups liaise closely with staff to ensure that the charity can record all activities so that we can better demonstrate to the Charities Commission the full range and value of our work. Panels and the staff team will issue suggestions and guidance on how Groups could meet current 'campaign' objectives. Meetings between the Board and all Group Chairs once or twice a year are proposed to ensure that the Charity has a strong and national voice. Capitation is being abolished and a new scheme of grant awards to Groups is being implemented based on need. No Group will lose out if they need money for activities. Groups are asked to request an 'operating budget' which will be released. Some Groups will not need this, some will. The idea is that as a national charity, surpluses from part of the country can be redeployed to assist in conservation and activities in other parts of the country. Groups with surpluses will continue to remit their surpluses to Head Office quarterly/annually so that it can be budgeted for and used, if appropriate, to fund other groups/projects elsewhere in the nation. If all groups support this process, the proposal is that Group chairmen and/or AGM can approve the proposed grant awards annually to each of the local area groups to ensure transparency of decision making and part of us being one charity supporting each other and conservation wherever it is required in the country. Groups will be asked to use Xero and Receipt Bank; training and support will be provided. This will give greater transparency and accuracy in reporting/budgeting whilst not requiring access to their funds.

Our Vision for the future

In its 40th year, Plant Heritage needs to re-assert its position as a National Charity working to fund and deliver conservation of the unique gene pool of cultivated plants. We need to be able to articulate our new vision for a sustainable, long-term financially viable and accountable national charity working together to grow its membership, increase plant conservation and lead the national conversation on conservation. We have a working plan that will ensure that the Charity meets the standards set by the Charity Commission.

Questions and comments:

John Sirkett (Cornwall): who can abolish Council? AW: only Council itself and a vote will be put on 26th July.

John Sirkett (Cornwall): Are the panels not advisory? CB: Panels will change to have decision making powers under the specific delegated authority of the Board after the removal of Council. This will be proposed at an EGM convened at the same time as the Council meeting. The Board will be elected directly by members in future at the AGM. RD confirmed that the Board will in all likelihood accept recommendations of panels in the same way as works for the PCC now.

Mike Squires (Devon): One member one vote may be a good idea but relies on excellent communication and there has been no visible presence of the Board in Devon for some years. RD: fair

point, which the new Board intend to address. Communication is going to be electronic not paper based.

Celia Wright (Shropshire): why is the presentation marked confidential? RD: should have been removed as we are trying to make the organisation more open, with the exception of some financial and personnel details.

Gillian Beardsworth (Devon): what will happen if the Council is abolished in July? RD outlined the constitutional changes that were being proposed:

- Removing voting restrictions on members (currently only councillors can vote) to give one member one vote on resolutions
- Trustees to be appointed at each AGM by member vote, including by proxy or electronically
- With the panels in place, Council does not have a role and accountability is clearer
- Modernise voting and communication (currently only by paper in the Articles)
- Nominations Committee will call for Trustee nominations for each AGM, or can be proposed by any member

Marian Badger (Surrey): what happens between July and the next AGM? Members will not be truly represented. RD: Members, including Council representatives have joined panels to ensure Members are directly involved in decision making. The Board want to hear from members and groups. AW said there will be meetings with Group Chairs to increase accountability as a national charity between groups and national office and vice versa.

Clare Hogan (Surrey): what will be the role of Group Chairs? Will panel members keep us informed? We need more definition on how it will work. CB: there will be a transition period and so we will put in place communication meetings of Chairs regionally or nationally.

Margaret Shaw (Shropshire): will there be postal votes? CB – Yes

Marian Badger (Surrey): what are the costs of the extra meetings? RD: there will be some costs but Council costs too much and email proxy voting and communication mean that costs will be reduced. But if it does work, it will be the cost of democracy.

John Sirkett (Cornwall): One member one vote is good in principle but loss of Council is a loss of power for local groups. The Council's role is to thrash out the issues. AW: council has shown itself to be ineffective and a poor conduit for communication. CB: the Board will actively be visiting groups. BY: the issues will be discussed instead at panels.

How will members find out things? Such as who their trustee is? CB via the Journal, e-news and the website.

Cecilia concluded by saying that change is hard but the Board are asking members to work together and all Trustees will be available to be contacted as both area representatives and also working on specific areas of interest as panel members. She asked for a show of hands from the meeting to support, in principle, the strategy the Board was proposing to adopt. Approved in principle by a majority (5 against).

11. Close of meeting: Cecilia Bufton closed the meeting at 10.35 am

Signed: _____ Date: _____

Cecilia Bufton, Chairman

Open Forum

Following the AGM there was an open forum.

1. Lloyd Kenyon (Shropshire): how do you grow membership? RD: by attracting more younger people who have a passion for and love plants. The MSP will listen to suggestions and it is not easy to recruit but the current focus on the environment is an opening. BY said that the new branding with its visual appeal and messaging gave a strong opportunity. It was developed by a working group of volunteers.
2. Margaret Shaw (Shropshire) offered congratulations on the recent article in the Plantsman on Persephone
3. Rosie Lishman (Shropshire): Will not the rise in membership affect recruitment? CB said if it does, the Board will review the position. We want members who are supporters
4. Debbie Beale (East Dorset): Should we change the name of National Collections to Plant Heritage Collections to ensure more visibility on television? CB: worth considering as part of our branding implementation. Jane Huck (Cambridgeshire) commended the work of collection holders on television.