

## Annual General Meeting 2018: MINUTES

Minutes from the bgen AGM 2018 held on Wednesday 7th November 2018, 7.00pm in the Whale Hall, University Museum of Zoology, Cambridge.

**Bgen Directors present:** Jane Challenor (Chair), Chris Meakin, Gail Bromley, Susie Kelpie, Felicity Gaffney, Flis Plent, Gill Owen, Jill Baker, Catherine Addison, Cath Weeks, Kate Measures

Sue Dampney, bgen Coordinator (Minutes)

### 1. Welcome and Apologies

Jane Challenor welcomed 50 people to the AGM in the Whale Hall at the Museum of Zoology. Apologies were received from bgen Director from Asimina Vergou.

### 2. Minutes of the 2017 AGM

The Minutes of the 2017 AGM held on 8th November 2017 at The National Botanic Garden of Ireland, Dublin) were available and accepted as a true record of the meeting and no amendments were required.

### 3. Matters Arising

There were no matters arising.

### 4. Annual Report from the Board

#### 4.1 Summary of the Year

Chris Meakin reported on activity since the last AGM:

##### Training Days:

- 26th March 2018 - Biosecurity: Plants, Parks and Gardens RBG, Edinburgh
- 17th July 2018 - All Change, RHS Garden Wisley
- 15th August 2018 - Joint Networking Day – Change, WWT London Wetland Centre
- 13th September 2018 - Visitor Research: how to give your audience what they want, Chester Zoo
- 7th – 9th November 2018 Annual Conference – Talking Plants: How to Communicate Plant Science, Cambridge University Botanic Gardens

#### Annual Conference:

National Botanic Gardens of Ireland: Growing Your audience was attended by 60 delegates and received positive comments including:

*It was a very valuable conference and great to be able to share ideas with other like-minded people and learn a huge amount in return. I'm sure both of us will benefit directly as a result.*

*Just to say I had a fabulous time at this year's Conference - looking forward to next year!*

*It was lovely to meet you and all participants, all activities were great, inspiring and engaging as well.*

Chris thanked the hosts for all their support with these events.

#### 4.2 bgen Board meetings

Chris Meakin reported that the new Workstream structure is now well embedded. Five Board meetings held since the last AGM:

- December 1st 2017 at RBG, Kew
- February 19th 2018 at The LookOut, Hyde Park, London
- May 16th 2018 at RBG, Kew
- September 18th 2018 at Cambridge University Botanic Gardens
- November 6th 2018 at Cambridge University Botanic Gardens

Chris asked that the new workstream arrangements be formally adopted. Proposed Ginger Franklin; Seconded Helen Gill, agreed by all.

#### 4.3 Reference and administrative information

Chris confirmed that Royal Botanic Gardens Kew is still the registered office for bgen and thanked them for this support. The current information held for bgen:

- Charity name: Botanic Gardens Education Network (bgen)
- Charity Registration Number: 1103482
- Company Limited by Guarantee registered in England and Wales Number: 5002731
- Registered Office: 47 Kew Green, Richmond upon Thames, Surrey TW9 3AB

#### 4.4 bgen Board:

Jane Challenor reported that the current bgen Board membership is:

- Catherine Addison, Paignton Zoo -Membership Lead
- Jill Baker, RHS Garden Hyde Hall -Training Workstream
- Gail Bromley, BGCI – Treasurer and Fundraising and Sponsorship Lead

- Jane Challenor, RBG, Kew - Governance Lead
- Felicity Gaffney, Glasnevin Botanic Garden – Conference Workstream
- Suzie Kelpie, RBG, Edinburgh - Training Workstream
- Kate Measures, Heritage Insider Ltd – Past Chair/Communications Lead
- Gill Owen, RHS, Garden Harlow Carr- Training Workstream
- Felicity Plent, Cambridge University Botanic Garden – Conference Lead
- Liliana Derewnicka, BGCI – Conference workstream
- Asimina Vergou, HLF - Fundraising and Sponsorship Workstream
- Chris Meakin, Forestry Commission, Westonbirt Arboretum – Governance Workstream
- Cath Weeks, Forestry Commission, Bedgebury Pineatum – Communications Workstream
- Ledy Leyssen, Royal Parks, Communications Workstream

Additional support has been received from:

- Ginger Franklin, RBG Edinburgh
- Rachel Godfrey, RHS Garden Wisley
- Alan Connor, Forestry Commission Westonbirt Arboretum,

Support:

- Co-ordinator: Suzanne Dampney
- Website: Sarah Dixon, Spider Creative

#### 4.5 bgen membership

bgen currently has 258 members from 29 organisations. Services provided:

- Networking for members
- Adverts
- Reciprocal membership
- Training

#### 4.6 Workstream reports:

Brief verbal reports from the Workstream leads

##### **Cath Weeks, Comms & Membership workstream:**

- Volunteer opportunities: There are now volunteer opportunities advertised on the website to support bgen work and develop your own skills and experience.
- Membership drive: has been reaching out to bgs not already members, emphasising benefits
- Website: needs updating need new photos
- Facebook page and group: now available for networking and sharing information

**Gill Owen and Jill Baker, Training workstream:**

Thanks to everyone who hosted and attended training, and for giving feed back. 2019 programme is a work in progress, looking for host venues.

**Chris Meakin and Jane Challenor, Governance workstream:**

There is now an established cycle of meetings, with clear focus and regular policy reviews. The workstream has also been developing good practice e.g. GDPR, thanks to Ledy Lleyssen for support.

**Gail Bromley, Sponsorship and Fundraising workstream:**

Asimina Vergou is part of the workstream and Susan Allen has been volunteering. No success with bids so far are working on proposals to Fore and HLF, for training at different levels and learning support. Gail urged people to fill in online survey that will go out with a focus on Training.

**5. Report from the Treasurer**

A report from the Treasurer was circulated with the agenda and verbal summary given by Gail Bromley.

**6. Approval of Accounts for financial year 2017/18**

The accounts were circulated in advance and available at the meeting. Proposal to adopt accounts by Cath weeks, seconded by Ginger Franklin, no objections received.

**7. Appointment of Auditor**

Gail recommended that we continue to use Barnbrook Sinclair as appointed accountants and auditors as they offer an enhanced service giving rigour and providing an extra level of checks and balances for our small account.

**8. Resolution 1 – Becoming a Charitable Incorporated Organisation (CIO)**

Chris Meakin reported that the Board, having carefully reviewed changes to legislation in the charity sector, has developed proposals to strengthen the bgen Constitution and adopt a new structure. bgen's current charitable status is that of a Charitable Company Limited by Guarantee. The proposed structural change would be for bgen to become a Charitable Incorporated Organisation (CIO). These changes will require the passing of 2 resolutions. Resolution 1 is designed to change bgen status to a CIO. Resolution 2 is designed to adopt an updated constitution.

The benefits:

bgen, as a Charitable Company Limited by Guarantee currently must comply with dual regulation from the Charity Commission and Companies House which has been burdensome. bgen is also subject to company law as well as charity law in relation to its governance arrangements. The transition will enable bgen to break away from the constraints of company law. In fact, not for profit guarantee companies represent a very small proportion of the companies registered at Companies House.

Becoming a CIO will allow bgen more flexibility than a charitable company limited by guarantee.

As a Charitable Incorporated Organisation (CIO), bgen will only need to register with the Charity Commission and comply with Charity Law. In changing to this charity structure bgen can:

- continue with existing contractors as before
- retain the charity's existing name and number
- retain the charity's existing bank accounts

By adopting a new Constitution, in addition to aligning the constitution with CIO recommendations, the Board proposals provide enhancements to governance including:

- strengthening financial controls
- clearly defined procedures for conducting meetings and communications with members

Chris read out the resolution sent out with supporting papers with AGM agenda in advance of the meeting. All vote for the Resolution, no votes against were received. Chris outlined next steps to make this happen.

## **9. Resolution 2 - Adopting a new constitution consistent with becoming a Charitable Incorporated Organisation (CIO)**

Chris read out the resolution sent out with supporting papers with AGM agenda in advance of the meeting. All vote for the Resolution, no votes against were received. Kate Measures thanked the Governance workstream for all the work that has been done on reviewing the Constitutional arrangements.

## **10. Election and Re-election of Board members**

Re-election of Board members:

- Catherine Addison, Paignton Zoo
- Gail Bromley
- Kate Measures, Heritage Insider
- Susie Kelpie, Royal Botanic Garden Edinburgh
- Felicity Gaffney, National Botanic Garden Ireland



**11. Any Other Business**

There was no further business.