

## **ANNUAL GENERAL MEETING 18 MAY 2022**

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

The 109th Annual General Meeting of the Royal Zoological Society of Scotland will be held online by Zoom and in person at Edinburgh Zoo on Wednesday 18 May 2022 at 6:30pm. RZSS President Ian Marchant will preside.

### **AGENDA**

- A) Adoption of the minutes of the Annual General Meeting held on Wednesday 19 May 2021
- B) Matters arising
- C) Presentation of the 109<sup>th</sup> Annual Review
- D) Chief Executive's report
- E) Presentation and adoption of the financial statements for the year ended 31 December 2021
- F) Questions from members
- G) Appointment of members to the board of trustees
- H) Appointment of auditors
- I) Resolution on membership rates
- J) Vote of thanks
- K) Presentation: Launch of 2030 RZSS Strategy

## 2021 AGM MINUTES

Minutes of the 108th Annual General Meeting of the Royal Zoological Society of Scotland (RZSS), held online by Zoom on Wednesday 19 May 2021 at 7pm.

### Present

Ian Marchant (President)  
Sandy Batho  
Lynne Bell  
Karen Blackport  
Mary Bownes (Chair)  
Peter Budd  
Kerry Falconer  
David Field (Chief Executive)  
John Fitzgerald  
Deborah Long  
Karen MacEachern  
Alan Miller  
Tom Mitchell  
Richard Rutnagur  
Roger Wheeler

And 128 RZSS members

### Introduction

The meeting commenced at 7pm. Ian Marchant (IM) thanked members for joining by Zoom and welcomed them to the 2021 AGM.

IM reported the sad news that George Brechin, elected as Chair of the Board in August 2020, had passed away in October. IM said that we had all lost a good friend and colleague in George, who was a great supporter of RZSS.

George had helped steer RZSS through difficult times and had brought to each and every challenge the benefit of his long experience in public service and wisdom. He will be greatly missed. Members were invited to take a moment to remember George.

## Business

### **a) Adoption of the minutes of the Annual General Meeting held on Thursday 27 August 2020**

The minutes were proposed by IM, seconded by RZSS Chair Mary Bownes (MB) and adopted by the meeting.

### **b) Matters arising**

IM reported that all matters arising were either covered in the remarks or had been closed off.

### **c) Presentation and adoption of the 108<sup>th</sup> Annual Review**

MB welcomed members and presented the 2020 annual review video, which showed a vast range of achievements.

In response to the Covid-19 pandemic, MB said that RZSS continued to put the welfare of animals and staff first. To cope with the financial difficulties, our charity had to make best use of resources and the aim during this period was to go back to the mission and reflect and refocus on what RZSS is about.

Success in fundraising has been both conventional, with detailed plans and projects winning support against a lot of competition, as well as unconventional, by crowdfunding with a prize draw that had been hugely successful.

MB thanked members, patrons, adopters, volunteers, trustees, partners and everyone who supported RZSS throughout 2020 and continues to do so, we could not be more grateful. MB also thanked staff for their support, commitment, dedication and passion.

### **d) CEO report of developments since 1 January 2021**

Chief Executive David Field (DF) reported that RZSS had come through this storm in better shape than could have been hoped for, but the recovery was very fragile with rising cases of the Delta variant of Covid and the potential of more lockdowns very concerning.

The greatest challenge coming up over the next 12 months would be how our charity starts re-paying the emergency Covid-19 loans secured.

DF said it had been amazing to see so many people coming back to the parks enjoying the animals and the experience and getting crucial social and family time.

Thanking staff, DF said it had been a tough experience for everyone who had worked throughout and those on furlough. RZSS had maximised visitor attendances and the visitor experience thanks to the agility and dynamism with which the team had responses to ever-changing regulations.

The people of Scotland had been generous in their support, from children sending in pocket money to foundations and corporate gifts.

DF reported that the loan period for the giant pandas would come to an end in December 2021. RZSS was talking with colleagues in China but nothing had been decided.

DF said RZSS had been getting a lot of things right over the last 12 months but one of the things that hadn't gone so well was issuing membership cards, with the main issue being the implementation of a new membership system software system, which should make this easier eventually. This would be resolved soon.

We were awaiting the results of a funding application to the National Lottery to support Scotland's Wildlife Discovery Centre, which would transform the visitor experience at Highland Wildlife Park

DF thanked the board and the chair for their support.

## **e) Presentation and adoption of the financial statements for the year ended 31 December 2020**

Honorary Treasurer Tom Mitchell (TM) presented the financial statements.

TM reported that the Finance Working Group had worked alongside the finance team to respond to pressures caused by the pandemic and ensure RZSS was not exposed to unnecessary or excessive risk.

During periods of closure, visitor numbers had been seriously impacted. However, demand when the parks were able to open was very strong and exceeded capacity. There had been very strong financial support from members, individual and corporate donors and various grants. Cost management within RZSS had been very balanced and proportionate.

We had contained potential losses to around £1.4 million, compared with the £5million to £6 million that was prepared for initially in scenario planning. RZSS had increased loan debts by around £5.5 million and was evaluating whether to repay or to invest in revenue generating assets for new attractions for the parks.

## f) Questions

*1. Lynn Kitchen asked if the giant pandas would stay longer if a cub was born. Alternatively, would RZSS attempt to extend the lease even if there was no birth.*

DF said this depended on discussions with colleagues in China. Tian Tian and any cub's welfare would be a key consideration.

*2. Iain Valentine asked, in light of Covid-19 and the impact on finances, what the current financial modelling looked like for RZSS over the next three years. Following on from this, Iain also asked if the Board needed to review and adapt its strategy.*

TM said financial modelling was being run on a monthly basis and also looking to the next four to five years. Multiple scenarios were being considered based on risks. RZSS had borrowed £5 million through the Coronavirus Business Interruption Loan scheme as a far worse year had been expected than transpired.

Visitor numbers had been remarkably strong in the summer. Fundraising activity and membership was at an all-time high. However, costs needed to be sustainable, which was always a key consideration even before the pandemic.

The executive team were working on the strategy and business planning.

*3. Douglas Lynch asked if there were plans to develop a breeding herd of giraffes and if there was any news on a possible pregnancy for Victoria, the polar bear at Highland Wildlife Park.*

DF said we have an opportunity to bring in female giraffes in due course but we specifically chose to begin with five males to ensure the enclosure and habitat launched with real impact.

There was hope that Victoria is pregnant but this would be confirmed much later in the year.

*4. Natalie Nickelson asked if, following the arrival of giraffes, there were plans for a browse management programme, stating there appears to be a growing trend of onsite plantations to cover the majority of browse needs at other zoos.*

DF said there are two plantations at Edinburgh Zoo but these will take time to be ready. Browse will be bought in until then.

5. *Hugh Bartholomew asked how to receive membership cards and when members gate will reopen.*

DF said letters would confirm membership and allow full access to the zoos. Membership cards would be issued as soon as possible.

Members gate had been closed due to the need to manage visitor numbers and the track and trace system. However, the gate would re-open the following weekend on a trial basis.

6. *Peter Roberts asked when sloths would be introduced*

DF said this would be in the summer.

7. *Stephen Harwood asked about strategies relating to the animal collection, developments and education*

DF said RZSS was very grateful for support from the Farmer Foundation which had allowed our online education to continue during the pandemic. Beccy Angus had been appointed Head of Discovery & Learning and this area was going from strength to strength.

The animal collection was being considered in terms of its impact on our strategy. The cost of new facilities was also being reviewed, with some slightly tired, such as the monkey house which is no longer fit for purpose.

8. *Ian Marchant asked what impact the BBC television series had on visitors and staff and if there were plans for similar activities.*

DF said the series was having an incredible impact among staff, for the RZSS profile and donations. It had one of the highest viewing audiences on BBC Scotland. Filming had been completed for series two.

9. *Michael Samuels asked when the lemur walkthrough would re-open*

DF said this would be in the near future when sufficient numbers of stewards were available.

10. *Stephen Harwood asked about future developments, specifically if these would be practical and if the vision and longer-term plans would be shared.*

DF said a new strategy was almost finished and would soon be put to board for approval before being tested among staff.

Developments would be guided by the experience, rather than cost.

**g) Election of members to the executive board**

Three trustee positions were available to be filled and four suitable nominations had been received, therefore an election was required. Biographical details and supporting statements had been published on-line for Mary Bownes, Karen MacEachern, Douglas Richardson and Richard Rutnagur.

Pre-recorded videos from each of the four candidates were then shown to the membership and voting took place online.

**h) Re-appointment of the auditors**

IM recommended to the membership that Henderson Loggie should be retained as external auditors for RZSS. This was seconded by Tom Mitchell and agreed by the membership.

**i) Resolution on membership subscription rates**

IM explained that the constitution requires any changes to membership subscriptions to be approved by members at the AGM.

Any increases would not be implemented immediately, with the timing at the discretion of the Board. For example, approval was received at the 2020 AGM to increase membership prices, with the timing of the implementation at the Board’s discretion. However, these increases have not come into effect due to the closure of both parks and government restrictions which had either reduced the visitor offer or prevented members from travelling.

Approval was sought to increase membership subscriptions as shown below.

Category	Current price	New price
Adult	£70	£75
Joint Adult	£110	£118
Child	£35	£40

Approval was also sought to freeze life membership and student subscriptions, and for membership prices for all categories to be reduced from time to time with board approval, e.g. memberships paid via direct debit.

The resolution was approved by a substantial majority of the meeting.

## j) Election result

IM reported that the result of the election had now been verified and he was delighted to report that Mary Bownes, Karen MacEachern and Richard Rutnagur had been re-elected to the Board. IM expressed his thanks to Douglas Richardson who was unsuccessful this year. DR's support for RZSS is much appreciated and DF would reach out to keep DR involved.

## k) Award of Honorary Fellowships

IM said that Honorary Fellowships of RZSS are awards given in recognition of significant support to our charity's core objectives in conservation, research and education.

IM reported that five awards would be presented by Mary Bownes (Chair) and David Field (CEO).

George Brechin OBE (posthumously)  
Jeremy Peat OBE  
Dr Fred Babweteera  
Jane Harley and Andrew Rafferty (Strathspey Vets)

(Citations are available on request)

## l) Vote of thanks

IM thanked members for the support they have given RZSS. There being no further business, the meeting was declared closed.



## APPOINTMENT OF MEMBERS TO THE BOARD OF TRUSTEES

### Karen Blackport

#### Biography

Karen is Vice Chair of the RZSS Board, Chair of the Education and Community Group, Convenor/Chair of the Ethics Group, and a member of the Conservation Group.

A biologist by training, Karen has over 20 years' experience in partnership building and business development within the biotech and pharmaceutical industries. During this time, she founded several successful start-up companies, in the UK and at the University of Queensland, Australia and has led several high value company and product acquisitions.

Karen has a MBA and a PhD in Molecular Palaeontology and in 2020, impassioned by the global biodiversity and climate crises, Karen decided to switch careers and is currently approaching her final year of an MSc in Biodiversity, Wildlife and Ecosystem health. She has founded a new charity; Bright Green Nature aims to preserve and regenerate valuable natural habitats, to boost native biodiversity and engage with young people and communities in how to live sustainably and how to adapt to a changed climate. Karen is also undertaking preservation of ancient woodlands along the River Tweed, working with several local organisations to achieve protection of the local biodiversity.

Karen is a Trustee of Scottish Environment Link, a past non-Executive member of the Scottish Association of Marine Science Enterprise and the Scottish Science Advisory Council.

A keen runner, Karen is a passionate charity fundraiser for Downs Syndrome Scotland and Maggie's Cancer Centres. Karen lives near Melrose with her husband and two young children, three dogs, four chickens and a parrot.

#### Supporting statement

I joined RZSS to bring strong skills and knowledge in scientific partnership building and analytical capabilities to benefit the Society and as we now recognise how closely linked wildlife, environment and societal wellbeing are, these skills have become even more important. RZSS is my catalyst, my passion, and my inspiration. I believe the Society is at a pivotal point to contribute impactfully to these global crises and I am committed to being part of their outstanding work.

## Kerry Falconer

### Biography

Kerry retired from The Royal Bank of Scotland Group after 38 years' service in several areas including Financial Markets, Communication, Retail Banking and Group Office. Her most recent role was Managing Director, Banking for Adam & Company a private banking arm of RBS. She was on Council of the Chartered Institute of Bankers for eight years and Vice President for two years prior to her leaving the financial services industry. She spent six years as Chair of the Scottish Board of the SSPCC, where the focus was on fundraising.

As well as her RZSS involvement she is also a Trustee of a local charity which provides support to under privileged children, helping them with access to employment opportunities. She also provides consultation to an Edinburgh based Wealth management company. Married to Graham she lives in Edinburgh and includes walking, travel, art history and reading in her interests

Kerry joined RZSS board in August 2014

### Supporting statement

My background in financial services and work with other charities has given me significant experience in business management, commercial insight, useful networks etc. I have served as a council member on the RZSS Board (eight years) and as Chair of the Business Advisory Group. There are many examples of where I have used my commercial experience to benefit the society. These include working with a small finance group to provide guidance during the pandemic, providing input on strategy and projects and, making introductions to individuals who have been able to provide invaluable pro bono services.

## Katie Lennox

### Biography

Katie Lennox, a master's postgraduate from Glasgow with a background in animal welfare. From a young age I expressed a desire to surround myself with animals in any way possible. Throughout my high school years, I volunteered in many different animal related charities and businesses. In 2016 I enrolled at Glasgow university studying veterinary science and graduated with a first-class honour in 2020. Having developed an interest in animal welfare I enrolled in a master's degree in animal welfare, Ethics and Law where I focussed my research on the development of welfare assessment tools and ethics. I wrote a paper in which I researched indicators of positive welfare in lab rats with the aim of encouraging the development of more refined welfare assessment tools. In 2022, I graduated with a distinction and received a reward from UFAW for my novel research.

Towards the end of my master's degree, I had the honour of being elected to the RZSS board of trustees and later the Animal Welfare Committee. My positions on the board and committee have allowed me to voice my opinion on the subjects I am most passionate about.

My interests out-with my education include backpacking, kayaking and animal photography. I also thoroughly enjoy art and take commissions from customers all around the world. I have a part time job in Cotswold Outdoors where I demonstrate my interest in outdoor pursuits but ultimately, I am working towards a career in animal welfare.

### Supporting statement

Having attained two degrees in animal welfare and ethics in the last five years I hope to have the opportunity to expand on what I have already offered the board. Additionally, I have a strong understanding of social media marketing through the development and management of social media pages for my art commissions. Being a recent graduate, I can continue to bring a different perspective to board discussions on topics important to the younger generation.

## APPOINTMENT OF AUDITORS

We seek your agreement for the board to appoint new auditors for the financial year 2022.

This reflects best practice for a charity to change auditors after a period of time.

## MEMBERSHIP SUBSCRIPTION RATES

The constitution requires any changes to membership subscriptions to be approved by members at the AGM.

Approval was received to increase membership prices at the 2021 AGM, with the timing of the implementation at the board's discretion. However, these increases have not come into effect.

- a) We seek your agreement to increase subscription rates for the below membership categories from 1 June 2022 (these are the same price increases approved at the 2021 AGM)

Category	Current price	Proposed price
Adult	£70	£75
Joint Adult	£110	£118
Child	£35	£40

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

Category	Price
Adult Life	£875
Joint Adult Life	£1,225
Senior Adult Life	£660
Senior Joint Adult Life	£930
Student Annual	£50

- c) In line with previous years, we seek your agreement for membership prices to be reduced from time to time with board approval, e.g. memberships paid via direct debit.

