

NOTICE OF ANNUAL GENERAL MEETING

The 106th Annual General Meeting of The Royal Zoological Society of Scotland will be held in the Education Lecture Theatre of RZSS on Wednesday 22 May 2019 at 7pm. RZSS President Ian Marchant will preside.

Business

- a) Adoption of the minutes of the Annual General Meeting held on Wednesday 23 May 2018
- b) Matters arising
- c) Presentation of the 106th Annual Review
- d) Chairman's report of developments since 1 January 2019
- e) Presentation and adoption of the financial statements for the year ended 31 December 2018
- f) Reappointment of auditors: the board of trustees recommends Henderson Loggie
- g) Resolution on membership subscription rates
- h) Election of members to the board of trustees
- i) Q&A
- j) Vote of thanks
- k) Presentation by Dr. Charlotte Macdonald, Director of Conservation and Living Collections

Please note

Admission to the Annual General Meeting will be strictly on the proof of payment of membership for 2019. All members are kindly asked to ensure that they bring a valid membership card to ensure entry to the AGM. Please enter the Zoo via the Members' Gate.

2018 AGM MINUTES

Minutes of the 105th Annual General Meeting of the Royal Zoological Society of Scotland, held in the Education Lecture Theatre of RZSS Edinburgh Zoo on Wednesday 23 May 2018 at 7pm.

Present

Ian Marchant (President)
Sandy Batho
Karen Blackport
Mary Bownes
Peter Budd
George Brechin (Vice Chair)
John Fitzgerald
Karen MacEachern
Alan Miller
Tom Mitchell
Jeremy Peat (Chair)
Roger Wheeler

And 97 members of the Society

Apologies

James Brown
Kerry Falconer
Maria Frizzoni
Deborah Long
Andrea Nolan
Richard Rutnagur
Ian Wall

Introduction

The meeting commenced at 7pm with a welcome from the President Ian Marchant (IM) to the 105th Annual General Meeting. IM explained that he was looking forward to exciting developments in the year ahead. IM introduced Chairman Jeremy Peat (JP), Chief Executive Officer Barbara Smith (BS) and Honorary Treasurer Dr Tom Mitchell (TM) and gave an overview of the business section of the meeting.

Business

a) Adoption of the minutes of the Annual General Meeting held on Wednesday 24 May 2017

The minutes were proposed by George Brechin, seconded by Joan Furmage and adopted.

b) Matters arising

With regard to improving accessibility for disabled visitors at Edinburgh Zoo, IM reported that he had hosted a consultation with members in February, which was also attended by JP. We are hoping to introduce Changing Places at Edinburgh Zoo initially and have identified some funding. Our mobility vehicle contract has also been renewed for another year. We have invested in new wheelchairs, a number of staff have had disability awareness training and we are considering further suggestions.

c) Presentation and adoption of the 105th Annual Review

BS thanked staff and volunteers for all of their hard work, focus, professionalism and achievements and shared highlights of the past year. These included our most successful rockhopper breeding season in a quarter of a century at Edinburgh Zoo, while Highland Wildlife Park had celebrated the birth of Hamish, the first polar bear to be born in the UK for 25 years.

Giant panda breeding attempts had been paused for 2018 to provide an opportunity to take further learning from our experiences and those of our partners around the world. BS updated members on the development of the Society's new five-year strategy *From Empathy to Action*. We aim to become world leaders in conservation – and we are well on our way, with our teams involved in cutting-edge work here in Scotland and in more than 20 countries across the globe.

Activities in 2018 had included continued efforts to reintroduce the beaver in Scotland and projects to protect the Scottish wildcat, pond mud snail, natterjack toad, the Pallas's cat in Central Asia, chimpanzees in Uganda and giant armadillos in the Pantanal. BS said she was delighted to visit the Budongo field station to see first-hand the outstanding work taking place there.

It was reported that the first Giant Lanterns of China event at Edinburgh Zoo had been fantastically successful, with 83,000 visitors attending, 20,000 more than had been budgeted. BS said everyone had been saddened by the loss of our colleague and friend Lynda Burrill, who passed away after a long battle with cancer. Lynda had been a keeper at Edinburgh Zoo since 2005 and was passionate about her work.

BS said the Society owed a huge debt of thanks to the Binks Trust and long-term supporter Sir Gerald Elliot, who had sadly passed away. The Society also lost Mary MacKinnon, who had provided a great deal of support to the Highland Wildlife Park

d) Chairman's report of developments since 1 January 2018

JP thanked staff, members, volunteers and supporters on behalf of the board of Trustees.

It was acknowledged that poor weather in 2017 had contributed to an operating loss, with investment levels at Edinburgh Zoo and Highland Wildlife Park and the uncertain economic climate also factors. The Society had therefore budgeted pragmatically for 2018.

Nevertheless, there was cause for optimism, with the new strategy setting the Society on a path to becoming an international authority on the conservation of threatened species, supported by a diverse and sustainable business model built around two world class visitor attractions.

JP congratulated the living collections team for the birth of Hamish, whose arrival had helped Highland Wildlife Park achieve record visitor numbers and increase public understanding of the threats faced by the wild polar bear population.

It was recognised that investment is needed to match the Society's ambition, particularly at Edinburgh Zoo, where we have a well-developed site plan, with highlights including lorikeets returning to Brilliant Birds and the planned arrival of giraffes . JP reported that there was likely to be a need to relocate our giant pandas due to proposals to redevelop the former Corstorphine Hospital site next to the zoo.

JP identified funding as the most significant barrier faced by the Society but emphasised that this should not curtail our ambitions, with the Giant Lanterns of China a great example of being innovative in our approach and diversifying income. Soft play was also being considered for Edinburgh Zoo. A ceaseless focus is required to grow our fundraising and membership as our reputation goes from strength to strength.

JP concluded by thanking his deputy George Brechin, the board of Trustees and the Society's membership, stating that, while it may not be easy, we have the opportunity, enthusiasm, ambition, passion and the talented people to take RZSS onto the next level and play a major role in conservation, education and research for decades to come.

There were eleven questions/comments from members present:

1. Iain Valentine, former head of the giant panda programme, was thanked for his contribution to RZSS and wished the best for the future. JP added his thanks and best wishes.
2. It was stated that the Society needs to shout more about its achievements and asked if there should be greater investment in external marketing support. There was a particular concern that public awareness of the Giant Lanterns of China event was not as high as it might have been. It was also asked if the Society receives support from the City of Edinburgh Council. A further point was raised that the recent documentary about the polar bear did not focus enough on the Society's conservation efforts or RZSS as a whole.

BS replied that marketing funds have to be used wisely. We are fully engaged with the Edinburgh Tourism Action Group and used external PR support to help promote the Giant Lanterns event. Ben Supple had recently joined RZSS as Head of Communications and Membership. BS also confirmed that we have recently worked very closely with the City of Edinburgh Council and are making efforts to welcome more international visitors to the site.

3. IM said there would be opportunities at a later point to speak with Ben specifically with regards to marketing campaigns. It was asked if the Society hires out venues for conferences, giving the Royal Botanic Gardens of Edinburgh as an example.

BS replied that the Society has an arrangement with Compass to hire rooms in the Mansion House, with £760k of income having been generated in the past year from corporate clients and weddings. Refurbishment of the building will take place over the next five years.

4. It was asked if the five-year strategy and site plan will increase visitor numbers, which are decreasing and lower than in 2010.

BS replied that plans are in place to introduce exciting new animals and attractions, with the Society's investment in play also positive. It is important to combine having fun at the zoo with the Society's conservation message

JP said that, while it cannot be guaranteed that numbers will rise, the Society is ambitious for the future following a period of under-investment.

5. It was stated that the increase in visitor numbers at Highland Wildlife Park had placed a strain on infrastructure and asked how staffing had been split between the Park and Edinburgh Zoo.

BS acknowledged the pressures on resources and said additional catering, retail, car parking and toilet facilities had been provided. Staff had been recruited in all areas, which would continue for the summer period. Barbara also confirmed that parking facilities, namely member specific parking, would be next on the list for investment.

6. It was stated that living collections staff do not have the facilities to undertake keeping, experiences and training all at once.

BS explained that Edinburgh Zoo had recently hired additional keeping staff and that staff are undertaking the role of the modern day animal keeper, which includes public engagement

7. Future business planning was raised, with Yorkshire Wildlife Park and Five Sisters Zoo given as examples of attractions which had increased visitor numbers. There was therefore growth among competitors. There had been an expectation that the giant panda programme would result in an increase in visitor numbers at Edinburgh Zoo following an initial fall.

BS replied that Edinburgh Zoo had 560,000 visitors in 2017, including the Giant Lantern of China event. The two zoos mentioned are relatively young zoos so will doubtless experience visitor growth. Representatives from the UK's six largest charitable zoos had recently met and they confirmed they are in a similar position to Edinburgh Zoo. The Society does plan to increase visitor numbers and has an ambitious plan, which could be shared once it had been agreed by the board.

IM said a vicious circle exists, with Edinburgh Zoo's infrastructure needing to be upgraded and an increase in visitor numbers required to create a surplus. Edinburgh Zoo should hold one large event per year to attract new visitors, with visit levels also dependent on exciting new exhibits such as giraffes.

JP said Edinburgh Zoo's site plan is well developed and that a fundraising campaign is required.

8. A member said they had not received any GDPR (General Data Protection Regulations) emails with regard the Society's privacy policy.

Ben Supple reported that consent e-mails had been issued to members and our privacy policy had been updated and was now live. All staff would be invited to attend a training session run by MacRoberts.

9. A member said they had visited Edinburgh Zoo for the first time this year and would not have returned had this been her first experience, with the number of animals in general, the number of large animals, staffing at the panda enclosure, accessibility, entry pricing, interpretation at Budongo and information about the closing time of the koala enclosure the points raised. The member also expressed concerns at the lack of facilities for those with disabilities, with specific focus on handrails on the steeper parts of the hills.

BS said she was sad to hear this feedback and agreed several of the points raised should be reviewed. In terms of pricing, the child ticket had been reduced to below £10, with analysis being carried out to see if this is working.

IM had hosted a mobility consultation with approximately 10 members and engagement had been good, with responses available online. Some points are outstanding, including Changing Places facilities, the land train, the mobility vehicle and new wheelchairs.

With regards to animals leaving the collection, the Society had not initially been able to announce the recent departure of Bertus due to security measures. Improvements were required to enhance the rhino enclosure prior to a new arrival. Site planning is also in place to bring new species into the collection. A volunteer also responded, stating that several volunteers had been on duty that afternoon and suggested making use of the mobility vehicle on future visits.

10. It was stated that there was no animal inventory in the Annual Review.

BS replied that this had been provided online.

11. An update was requested on the land train, with one member stating that members had been told it would be available for Easter.

BS said staff training was ongoing, that there had been issues sourcing replacement parts and the intention was for the train to be available for summer.

The Annual Review was adopted by the meeting.

e) Presentation and adoption of the financial statements for the year ended 31 December 2017

IM invited TM as Honorary Treasurer and Chair of the Audit and Risk Management Committee to present the financial statements to the meeting. IM explained that TM had stood down from his elected position but had agreed to be co-opted for a period of time to ensure continuity while the Society identified a successor, with no other qualified accountant on the board.

TM presented a review of the financial results for 2017. Performance had been impacted by poor summer weather, with visitor numbers down at Edinburgh Zoo and Highland Wildlife Park by 9% and 11% respectively.

Expenditure had increased, principally due to the lantern festival and animal welfare costs. On a positive note, membership in 2017 was one our strongest ever years, with an average of more than 700 new and renewing members joining each month.

There is no escaping that 2017 was a loss-making year for RZSS. Despite our many successes, we had an operating deficit of around £350,000.

TM reported that Edinburgh Zoo visitor numbers were on target at the start of 2018, with Highland Wildlife Park going from strength to strength following the birth of the polar bear cub.

TM explained that the General Data Protection Regulation (GDPR), a European wide regulation, would automatically come into force on 25 May 2018. GDPR is designed to harmonise data privacy laws across Europe, to protect and empower all EU citizens' data privacy and reshape the way organisations approach data privacy.

The Society had appointed MacRoberts LLP as their chosen partner for the implementation project. The MacRoberts Compliance and Regulatory team have a wealth of experience in carrying out data protection audits and in assisting charity clients with data compliance matters generally.

The annual report and consolidated financial statements were then proposed for approval by Roger West and seconded by Joan Furmage. They were then approved by the membership.

f) Re-appointment of the auditors

TM recommended to the membership that Henderson Loggie should be retained as the Society's external auditors for two years, with the option to extend the contract by a further two years. This was agreed by the membership.

g) Resolution on membership subscription rates

TM reported that the constitution requires any change to members' subscriptions to be laid before the AGM and that it was proposed to freeze prices for 2018/19. This was agreed by the membership.

h) Election of members to the executive board

IM explained that there were three trustee positions and there were three nominations, therefore no election was required. Biographical details and supporting statements had been published in the papers for the meeting for Karen Blackport, Kerry Falconer and Jeremy Peat, who were duly re-elected to the board.

i) Vote of thanks

IM thanked Barbara Smith, the board, management, staff and volunteers for their hard work and commitment to the Society and wished them continued success. IM also thanked Gillian Wishart (Executive Assistant) for co-ordinating the arrangements for the meeting. There being no further business, the meeting was declared closed. The new board left to hold a short meeting at which the Chair and Vice Chair would be elected. At the same time Suzanne Scott (Head of Discovery & Learning) gave a short presentation to the meeting.

NOMINATIONS AND BIOGRAPHIES

Nomination 1

Mr Sandy Batho, MA (HONS) FCIPD. Nominated by Tom Mitchell.

Biography

Sandy Batho has extensive experience of working on boards of management across many sectors, including charities, public services and private companies over the past 20 years. He has been a Board member of the RZSS since 2012 and Chair of the Society's Nominations & Remuneration Committee since 2014. Sandy is a Chartered Fellow of the Chartered Institute of Personnel & Development and has been a Director of Human Resources (Personnel) in organisations such as the National Trust for Scotland, Babcock International, Esso UK and the Royal Mail. He therefore has extensive experience of people management issues and has been actively involved in the development of staff and volunteers at both the RZSS and the NTS.

Sandy has been regularly involved as both a non-executive Director and an executive HR Director in organisations (including charities) that have complicated issues to deal with commercially or with capital projects or change management and has been credited with helping organisations plan their way around challenging circumstances. He has successfully managed significant change in major entities involving both growth and restructurings and has directly managed large teams and significant budgets of over £1m.

Sandy has a keen interest in animal conservation and ornithology in particular, but keenly remembers his first visit to Edinburgh Zoo aged three when he got very scared after being out-stared by the bison! He has a passion for the mission and objectives of RZSS and wants to continue to help the Society secure these.

Supporting statement by nominee

I have thoroughly enjoyed being a member of the Board for the past seven years and part of the team that helped the Society to a more secure financial footing and successfully promoted conservation programmes, such as the reintroduction of beavers into Scotland. I have distinct skills to bring to the Board in people and organisation development issues, as well as experience of increasing our membership base. I would be honoured to serve again.

Nomination 2

Dr. Graeme Buchanan Ph.D MSc. Nominated by Pippa Thomson.

Biography

A native of Edinburgh, I have had a lifelong interest in the natural world, especially birds and have been a visitor to Edinburgh Zoo since I was a child. After completing a zoology degree at Aberdeen University, I worked on upland birds in the UK before working on conservation projects in Seychelles and Mauritius where I gained experience of the intense management used on Mauritius to recover populations of threatened birds.

After completing a PhD on reed buntings, I began working with the RSPB science team on moorland birds before moving on to international conservation, especially the use of satellite remote sensing in conservation. I remain part of the international science team where I work on a range of topics including the Aichi Targets of the Convention on Biological Diversity, species distributions and conservation priority setting. I remain an active birder and supporter of RZSS.

Supporting statement by nominee

I would bring over 25 years of experience of working in conservation science to Board. This includes experience of the need for robust science to inform conservation, including resource allocation, together with the need for monitoring the impact of conservation activities. I have worked at the national and international level, including on Convention on Biological Diversity.

Nomination 3

Dr. Deborah J. Long Ph.D, BA (Hons) FRSGS. Nominated by George Brechin.

Biography

From February 2019, I have been Chief Officer at Scottish Environment LINK. I lead this network of environmental NGO's in Scotland whose focus is to contribute to a sustainable Scotland through expertise in policy making to conserve, protect and restore wildlife and nature, enabling access to nature and landscapes and defending environmental rights. We do this by working in partnership with the member organisations, the Scottish Government and other key stakeholders.

Between 2016 – 2019, I led a European funded project, working with 18 partners in 9 countries across Europe, to enable and support people across Europe to grow food and manage their soil and land sustainably. For 14 years, to 2016, I led Plantlife in Scotland, working to deliver conservation of native plants, fungi and habitats, building a strong reputation with policy makers, partners and wider public audiences and promoting the beauty, value and distinctiveness of Scottish nature.

As a Palaeoecologist, my outlook is based in a detailed understanding of ecological relationships that have developed over millennia and are deeply influenced by human activities. Although I use my technical training less, I have focused my energies on project management, leadership and building effective networks. I retain a focus on a strategic long-term vision at the same time as paying close attention to detail. My particular skills are in finding solutions to complex problems and devising strategies to meet ambitious, complex targets. I provide fluent written and spoken presentations and am able to engage and enthuse a wide range of audiences.

Supporting statement by nominee

I bring 16 years of experience in ecosystem and habitat conservation, with a focus on ecosystem health and functioning as well as 16 years of experience in policy making in the environment sector. I interpret ecology, nature and environmental sustainability for a wide range of audiences through different media from print to radio, TV and lectures. I have experience in chairing passionate, ambitious and challenging groups and providing leadership to ensure mutual goals are agreed and met.

Nomination 4

Prof. Alan Miller, BSc, PhD, CPhys, FRSE, FInstP, FIEEE, FOSA. Nominated by Jeremy Peat.

Biography

Alan is Professor Emeritus and part time CEO of the Scottish Universities Physics Alliance (SUPA), a strategic alliance between eight Scottish universities. Born in Dunfermline, Alan is a graduate of Edinburgh (BSc) and Bath (PhD) Universities. As a regular visitor to EZ as a child, as a parent (of 3), and as a grandparent (of 5), Alan has contributed to his family's love and passion for animals, nature and conservation. He was instrumental in the creation of Living Links at EZ in 2008 and in 2015 succeeded Aubrey Manning as Chair of Living Links and Bodongo Trail Research Management Board (RZSS and 5 universities). Alan has been a RZSS Trustees (since 2015); member of RZSS Audit and Risk Committee (since 2015) and Vice President of the Zoological Society of Glasgow and the West of Scotland (since 2016).

Following a successful career in teaching and research in leading institutions in the UK and USA (Heriot-Watt U., U.North Texas, RSRE Malvern, U.Central Florida, U.St Andrews), Alan held senior strategic roles, including Vice Principal for Research (U.St Andrews, 2003-2008), and Deputy Principal and Pro Vice Chancellor for Research (Heriot-Watt University, 2009-2014), and was a member of the SFC strategy committee for research and innovation (2003-2010). He is Fellow of the Royal Society of Edinburgh, Institute of Physics UK, Institute of Electrical and Electronics Engineers USA, and the Optical Society of America, serving on RSE Council (2011-14). Alan is active nationally in science policy, interdisciplinary collaboration and innovation, personal leadership, educational development and public promotion of science.

Supporting statement by nominee

I will continue to support the core objectives of RZSS in conservation, research and education, while improving and making more robust both Edinburgh Zoo and Highland Wildlife Park as first-class visitor attractions. I will use my research, educational development and science outreach networks at national and international level to strength RZSS partnerships across universities, research institutes, strategic alliances, RSE, Scottish Government, office of CSA, science centres, Education Scotland, SSERC, RSE and others.

Resolution on membership subscription rates

The constitution requires any change to membership subscriptions to be laid before the AGM. Membership subscription rates were frozen for all categories in 2017 and 2018.

- a) We seek your agreement to increase subscription rates for the below membership categories, with effect from 1 July 2019.

Category	2018	2019
Adult	£65	£70
Joint Adult	£102	£110
Child	£32	£35
Student	£47	£50

- b) We seek your agreement to freeze all life membership subscriptions, to remain as below.

Category	2018	2019
Adult	£875	£875
Joint Adult	£1,225	£1,225
Senior Adult	£660	£660
Senior Joint	£930	£930

- c) We seek your agreement for the board to approve specified reductions in membership subscription rates from time to time. For example, memberships paid at a reduced rate by direct debit are becoming increasingly important to the Society, providing a stable and reliable income stream.