

Minutes of the 107th Annual General Meeting of the Royal Zoological Society of Scotland, held online by Zoom on Thursday 27 August 2020 at 7pm

## **Present**

Ian Marchant (President)  
Sandy Batho  
Lynne Bell  
Karen Blackport  
Mary Bownes  
George Brechin (Vice-Chair)  
Peter Budd  
Kerry Falconer  
John Fitzgerald  
Deborah Long  
Karen MacEachern  
Alan Miller  
Tom Mitchell  
Jeremy Peat (Chair)  
Richard Rutnagur

And 104 members of the Society

## **Apologies**

Douglas Hutchinson  
Ken Darroch

## **Introduction**

The meeting commenced at 7pm. Ian Marchant (IM) thanked members for joining by Zoom and welcomed them to this most unusual AGM format due to Covid-19.

To have an accurate count of those joining the meeting, IM asked members to use the raise hand function on Zoom to show if more than one member was logged on to a single device. IM reported that the meeting is being recorded, to aid accurate minute taking.

## **Business**

### **a) Adoption of the minutes of the Annual General Meeting held on Wednesday 22 May 2019**

The minutes were proposed by IM, seconded by Jeremy Peat (JP) 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.

IM explained that there would be three presentations: Jeremy Peat (Chair) would focus on the annual review; Tom Mitchell (Honorary Treasurer) would present the Financial Statements and David Field (CEO) would introduce himself and report on status of RZSS.

Questions would then be taken in one batch at the conclusion of the three presentations.

### **c) Presentation and adoption of the 107<sup>th</sup> Annual Review**

JP welcomed members and presented the 2019 annual review video, which showed a vast range of achievements, told in an environmentally friendly way.

JP recognised the unprecedented circumstances caused by Covid-19 and highlighted successes, including the beaver now having legally protected status, EU funding for the wildcat breeding centre at Highland Wildlife Park and efforts to save the pine hoverfly.

Michael McSorley, plumber at Edinburgh Zoo, and our membership team had won this year's Heart of the Zoo award, generously funded by the family of the late Rob Ollason (Head of Education). JP said this innovation was an example of the positive culture change introduced by former CEO Barbara Smith, who had moved on from RZSS on excellent terms for a new role.

JP thanked the team who had led the Society following Barbara's departure, with Charlotte Macdonald and James Stewart acting as interim CEOs with support from Ben, Lindsay, Darren, the team at HWP and so many. This was at a time when our parks had closed and almost all our income had been lost. Our animals had been kept safe and some £1 million was raised by donations, adoptions, members and other contributions. Particular thanks were paid to our

patrons, who contributed 25% of the total donations received.

JP said new chief executive David Field, appointed during lockdown, was working very effectively having arrived from the Zoological Society of East Anglia. David had previously worked with RZSS and ZSL.

It was sad to report that the zoo community lost one of its most inquiring minds in April with the passing of Graham Law, who began his career with Glasgow Zoo and helped to develop the first national zookeeper training course before becoming a long-standing member of RZSS' animal welfare and ethics committee, which he chaired from 2004 to 2008.

JP said the financial repercussions of lockdown will be with RZSS for many years and thanked Tom Mitchell and other trustees, including Lynne Bell, Richard Rutnagur, George Brechin and Kerry Falconer, for their support for the finance team.

Describing be on the board first as vice chair and then chair as an honour, JP told members he would be handing over responsibility as chair of trustees immediately after this meeting. JP said in years to come he would like to see RZSS having paid off its debts, with a membership above 50,000, 100 patrons, further breeding success and continued development of education and conservation, highlighting the wildcat and beaver projects.

#### **d) Presentation and adoption of the financial statements for the year ended 31 December 2019**

IM invited TM as Honorary Treasurer and Chair of the Audit and Risk Management Committee to present the financial statements to the meeting.

TM presented a review of the financial results for 2019. Visitor numbers had contracted from around 716,000 in 2018 to 670,100. Income generated from our visitors was stable year on year and income diversification also improved, meaning we were able to achieve an overall increase from £18.3 to £21 million. Cost management was good with increases largely constrained to variable costs. The Society also benefited from improved grant and compensation income.

TM said we were fortunate that debt remained low given the 2020 context of Covid-19 and the closure of both parks. Members could be reassured that the effects of the pandemic were

mitigated to our fullest capability, with a finance group focusing on cash flow, planning and forecasting. Funds had been sufficient to feed the animals and employ staff.

Preliminary forecasts indicated a loss of income of around £8 million and a funding shortfall of just over £5 million. If lockdown had extended beyond July, it would have been a much worse situation with income losses in the order of around about £10 to £11 million and funding shortfalls of somewhere close to £8 million. However, better than expected performance, the kindness of our supporters and members, strong management and cost control means that the impact of the pandemic looked to be around a funding shortfall of around about £3.6 million.

RZSS took advantage of the government's special loan provisions to draw down a £5 million loan, and benefit from 12 months interest free and a capital free repayment free period. The Scottish Government also delivered on a £500K loan, which had been tied into the panda enclosure relocation compensation package from August the previous year, and other small grants had also enabled the storm to be weathered. TM said significant savings need to be achieved, probably in the order of £1 million to £1.5m a year.

The consolidated financial statements were approved by the membership.

#### **e) CEO report from 1 June 2020 onwards**

DF said his first 100 days as CEO had been somewhat bizarre due to Covid-19. Having arrived in June it was a great relief that so much work had been done to stabilise the Society but a lot of work remained.

Re-opening had been remarkably successful, with visitors providing very positive feedback and Highland Wildlife Park achieving visitor numbers comparable to the previous year. DF said this success was thanks to RZSS staff and acknowledged those who had been on furlough.

The Discovery and Learning team had delivered interactive digital sessions which were very popular, conservation videos had received a great response, the online shop had performed well and our fundraising and membership sales had been tremendous.

DF reported that our parks were not eligible for the government zoo emergency fund. Discussions with the Scottish Government continued and RZSS had received a lot of support from across the

political sphere to help our parks reopen and the Society recover. Next year would be incredibly difficult when loan repayments begin. DF said operations will need to be reviewed to ensure we are as impactful and cost-effective as possible.

Male tigers would arrive at both parks and giraffes coming to Edinburgh Zoo would be exciting. The question of pandas remaining would need to be considered over the next 12 months with our contract coming to an end.

DF said RZSS conservation and science work is among the most incredible by zoological collections across the globe and must be protected, with the Wild Genes lab needing to be brought to the fore and Saving Wildcats being a flagship project.

While lanterns had been postponed for 2020, events will be important for the future. The new BBC Scotland television series focusing on RZSS and our parks would begin in September.

DF said it is vital that RZSS regains its pre-eminence within the global zoo and conservation world and this included a programme ensuring our parks look their very best, with animals visible and no rundown areas.

*There were four questions/comments from members present:*

### **Question 1**

Peter Roberts said the board and management should be congratulated as we have the highest membership number ever and the highest total income. Unfortunately, we also have the lowest free reserved figure we have had for about eight years. The policy says we should retain three months of expenses but we had only two months the end of the year which was bad timing in light of the unforeseeable Covid-19. The auditors concluded that there's a material uncertainty that the zoo can continue as a going concern. Referring to the accounts, I see that it says the free reserves figure is low because extra money was spent. I'm hoping that this was a positive board decision that money should be spent at the expense of the reserve policy.

*TM said the conclusion on the going concern is based on the circumstances, not the free reserves position, and reserves policies are always an aspiration rather than an absolute. The auditor has concluded that the circumstances give rise to uncertainty, but there was extensive work undertaken by the finance team around forecasts which were reviewed on a weekly basis*

*on the lead up to the signing of the accounts and stress testing and so we were in a position to recommend to the board that the Society would be a going concern for the 12 months from the date of signing of the accounts .*

There was another aspect of the question in relation to reserves being low due to expenditure.

*TM said there were three strands to this: normal operating expenditure, which is within the delegated authority of the executive; the decision to spend on giant pandas was taken deliberately in the context of ensuring we received adequate compensation for being effectively forced to move the pandas from one site to another; and the giraffe decision was also deliberate reflecting the needs to continue to invest in the park to attract visitors.*

## **Questions 2**

Douglas Richardson suggested there should be additional expenditure on the Christmas party for staff at both parks to recognise their efforts during this difficult time.

*DF said there were a number of ways to ensure that we recognise the contribution of the staff during these unprecedented times.*

## **Question 3**

Douglas Richardson said he had not received his membership card despite having joined nine months previously and 14 months since the move to a new membership system had been announced to members. He asked when this would be resolved.

*Ben Supple said membership card would be issued soon. Moving systems was complex and the membership team shared these frustrations.*

## **Question 4**

Douglas Richardson asked how a safe environment would be create for the proposed reintroduction of wildcats. Would funding received be better spent on a feral cat control programme, surveys of swathes of Scotland that have not been covered and the collection of the few good cats in the wild to put the captive programme on a firmer genetic footing.

*Helen Senn said we should be putting more resources into the in-situ situation, rather than the ex-situ side or captive breeding. Funds from the European Union cover both activities so there is going to be an extensive program of preparing the release site, feral cat monitoring and TNVR. The project is also going to work across Scotland looking at multiple different sites for future*

*releases. It's going to involve working on campaigning for legislative change to do with domestic cat ownership and a variety of other issues. HS will detail some of this in her presentation.*

## **Question 5**

IM asked DF when giraffes would arrive at Edinburgh Zoo.

*DF said this would be decided soon and the new giraffe enclosure may open after Easter 2021.*

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

IM said there were three trustee positions and three nominations had been received, therefore no election was required. Biographical details and supporting statements had been published in the papers for the meeting for the three nominees and Peter Budd, John Fitzgerald and Roger Wheater are re-appointed to the Board with immediate effect.

IM also reported that Jeremy Peat would be standing down from the Board at the board meeting directly following the AGM.

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

IM recommended to the membership that Henderson Loggie should be retained as the Society's external auditors. This was seconded by George Brechin and agreed by the membership.

### **i) Resolution on membership subscription rates**

IM reported that the constitution requires any change to members' subscriptions to be laid before the AGM. Agreement was sought to increase subscription rates with the timing of the implementation at the discretion of the board

<b>Category</b>	<b>2019</b>	<b>20/21</b>
Adult	£70	£75
Joint Adult	£1110	£118
Child	£35	£40

It was proposed to freeze all life- time membership and student subscriptions.

Agreement was also sought for the board to approve specified reductions in membership

subscription rates from time to time.

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

**j) Presentation by Dr Helen Senn**

IM welcome HS (Head of Conservation Programmes and Science) to the meeting, who gave a presentation on the Saving Wildcats project.

**k) Vote of thanks**

IM thanked HS for a very informative presentation and said he looked forward to an update next year. Members were asked if they had any questions on the presentation or on any other topic to please send them in.

IM thanked JP for his seven years as chair and over 12 years on the board. His commitment had been unfailing and he had seen the Society through a challenging period. IM thanked JP on behalf of the Board, members and staff for his support over the years.

IM also reminded the meeting of the new TV series “Inside the Zoo” starting on BBC Scotland on 7 September.

IM thanked members for the support they have given the Society and asked if they have other ideas for funding opportunities to send these in.

There being no further business, the meeting was declared closed.