

Annual General Meeting of The Henry Doubleday Research Association (known as Garden Organic)

DRAFT Minutes of the 34th Annual General Meeting held at 2.00pm on Friday 17 September 2021 via Zoom at Garden Organic, Ryton Organic Gardens, Coventry, CV8 3LG – the AGM was recorded

Present

Trustees: Margaret Eyre (Chair); Steve Howell (Treasurer); Andrew Collins (Vice-Chair); Judy Wayne (Vice-Chair)

Executive Team

Fiona Taylor (Chief Executive); Julie Court (Chief Operating Office & Company Secretary)

40 members of Garden Organic joined virtually via Zoom

1. Introduction and Welcome by Margaret Eyre, Chair of the Board of Trustees

- 1.1. The meeting was chaired by Margaret Eyre (ME), Chair of the Board of Trustees who introduced those on the top table; Fiona Taylor (FT), Chief Executive Officer; Steve Howell (SH), Treasurer; Andrew Collins (AC), Vice Chair; Judy Wayne (JW), Vice Chair; Julie Court (JuC), Company Secretary.
- 1.2. ME welcomed all the Garden Organic (GO) members, who had joined via Zoom, to the 2021 AGM of the Henry Doubleday Research Association, known as Garden Organic (GO). It was noted that the circulation of advance notice of the AGM was posted to all via The Organic Way.
- 1.3. ME presented her key personal highlights from 2020, and in particular it was noted that:
 - 1.3.1. Lockdown had hit just as the Heritage Seed Library sowing was underway, so the team had to learn to adapt, which included working out a way to continue growing on site safely, and setting up all sorts of new processes, including growing in their own gardens and allotments.
 - 1.3.2. Our Finance Team, and our Membership Team were both sent home, with the task of continuing to deliver vital services to members and the wider organisation without all the facilities of the office, which they stepped up to admirably using home printers and endless trips to the post office. We had a surge in new members joining, which both teams supported with enthusiasm and professionalism.
 - 1.3.3. Our community projects switched seamlessly online. With just a few training sessions for our volunteers, online Zoom workshops were quickly put into place, and helped continue the benefits of social inclusion right when people needed it the most. To meet this unprecedented demand for advice, our Knowledge Transfer Team quickly adapted our training programme, switching all our courses to virtual sessions.
 - 1.3.4. Our Marketing and Communications team switched their priorities, and shared blogs and advice for people in extremes of situations - from quick organic growing tips for busy key workers, to larger projects for people furloughed or stuck at home.
 - 1.3.5. Campaigning continued, with Garden Organic inputting into key stakeholder groups including the newly-formed Pesticide Forum, the English Organic Forum and the peat forum, to name just a few.

- 1.3.6. Our gardens team built the fantastic garden you've just seen images of at the start of this virtual meeting.
- 1.3.7. ME extended her grateful thanks to our members, for your support, patience and words of encouragement through the year, which I know meant so much to the team during some of the most difficult times.
- 1.3.8. These achievements are just a selection from a busy and positive year, and all took place under the close stewardship of CEO at that time, James Campbell (JaC), who she was pleased was with us today. Not only did JaC lead the charity through this time, but he did so with the health and wellbeing of our staff his number one priority. As you'll be aware, JaC has moved on from his position at Garden Organic. We will be taking a moment to formally thank him later in this AGM, and we will also hear from his successor, Fiona Taylor (FT), CEO

2. Apologies for Absence

- 2.1. The Chair passed on apologies from 92 members who had given their proxy votes to the chair. It was confirmed that with those present in the room the meeting was quorate.

3. Minutes of the 33rd AGM held Friday 18 September 2020 at Ryton Organic Gardens, Coventry, CV8 3LG

- 3.1. The minutes of the 33rd AGM were posted on our website. Paper copies were available by post if requested.
- 3.2. The minutes of the 33rd AGM held on Friday 18 September 2020 were confirmed as a correct record. The Chair asked for a proposer to formally approve the accuracy of the minutes. The proposer was James Campbell and the seconder was Adam Alexander. The minutes were formally approved as a true record.

4. Presentation of Consolidated Financial Statements 2020

- 4.1. The Chair asked the Treasurer to present the Consolidated Financial Statements 2020.
- 4.2. SH advised that the consolidated Financial Statements had been made available on the charity's website, and had been made available by post if required. It was noted that:
 - 4.2.1. The deficit was £8,133 before actuarial movement on the pension scheme
 - 4.2.2. Like so many other charities, we are finding fundraising to be a highly competitive environment.
 - 4.2.3. We have some financial resilience from our membership income which increased to £588k in the year. We also received £296k in legacies.
 - 4.2.4. After a tender process, we selected Aberdeen Standard Capital, to invest £1.3m from the proceeds of the sale of the Ryton site.
 - 4.2.5. We used £133k of the sale proceeds to refurbish the new offices at Ryton Gardens.
 - 4.2.6. We used £302k of the proceeds to pay into our historic pension liability, making the decision to segregate our liabilities from the other employers in the scheme. However, this was still a significant liability for the charity going forwards and was reflected on our balance sheet.
 - 4.2.7. Charities are required to hold reserves to manage any unplanned future expenditure. At the end of 2020, our reserves were below our target of £500k. We are managing our budgets carefully in future to close this gap.

4.2.8. Despite the challenges of the pandemic which impacted so many organisations last year, we are pleased to say our auditors issued us with an unqualified audit report on the accounts.

5. Adoption of the Annual Report and Consolidated Financial Statements for 2020

- 5.1. The Treasurer asked for a proposer to adopt the annual report and consolidated financial statements for 2020.
- 5.2. The proposer was Marjan Batlett-Freriks and the seconder was Keith Walker.
- 5.3. GO members present were asked to vote, and the 92 proxy votes for the chair were noted - this was carried unanimously. The Annual report and Consolidated Financial statements for 2020 were adopted.

6. Appointment of Auditors 2021

- 6.1. The Treasurer recommended along with the agreement of the Trustees, that the existing auditors Wilkins Kennedy be re-appointed as auditors for the coming year. The proposer was Judy Wayne and the seconder was Adam Alexander.
- 6.2. GO members present were asked to vote using the poll that would appear on their screen. It was noted that 91 proxies were received for the chair, and one vote had been received against – the vote was carried. The re-appointment of Azets (formerly Wilkins Kennedy) was approved.

7. Election of Board Members

- 7.1. The Chair advised that each year a number of trustees had to step down from being a trustee under the rules of our current Memorandum & Articles of Association to ensure that there was a constant rotation of trustees. The trustees due to retire in 2021 were Judy Wayne, and Naomi L'Estrange. Both had served two terms as trustees, so were not eligible for re-election, and therefore would be standing down as trustees at this AGM.
- 7.2. The Chair advised that Judy Wayne (JW). JW had served for nine years, with the final three as Vice Chair. Her knowledge and insight over the years had been invaluable, and presented a gift on behalf of the trustees as a small token of gratitude. It was noted that Naomi L'Estrange (NL) had served on the board for seven years. Her professional pension's expertise has been a huge asset on the Board, providing expert advice and clarity to help us improve our historical pension situation. Unfortunately NL had been unable to attend the AGM, but had been presented a gift earlier on behalf of the trustees as a small token of gratitude.
- 7.3. It was noted that Steve Howell (SH) was stepping down from his role as Treasurer, having served the maximum two years. However he had agreed to stay on as a trustee to support our new Treasurer.
- 7.4. A request had gone out to the membership in The Organic Way, via our e-newsletter and a number of other external locations for members to apply to join the Board, but we received no nominations by the closing date. However, we received two nominations after the closing date. The Board had therefore decided to co-opt those two members to the Board and welcome Emma Sayer (ES) and Keith Arrowsmith (KA). Unfortunately KA was unable to be with us today. He would also be taking on the role of Treasurer.

8. Special Resolution to adopt the revised Articles of Association.

- 8.1. AC advised that the revised Articles of Association were posted on our website, and were available by post if requested.

- 8.2. AB gave an explanation of why the revisions were made to the Articles of Association. It was noted that there were three major changes to the articles; reducing the number of trustees (directors), changing the terms of office, and simplifying the retirement process. These were:
 - 8.2.1. Trustees felt that a board of fifteen was bigger than necessary for a charity of our size; eleven was more reasonable, and an odd number had the advantage of making a tied vote less likely.
 - 8.2.2. The existing articles state that one fifth of the directors should retire from office at each AGM. In effect this often meant that a director was forced to retire a year or two before the end of their term of 5 years, introducing an unnecessary sense of uncertainty.
 - 8.2.3. Trustees proposed that, instead of a maximum of two consecutive terms of five years, trustees are elected for an initial term of three years, and can be re-elected for two further consecutive three year terms. There will be no requirement for a fraction of the board to retire at each AGM, so there would now be fixed terms of office.
- 8.3. The number of trustees will have fallen to eight by the end of this AGM – with the two co-opted trustees the Board would stand at ten. The new system would operate without any need for a transition period if the revised article of association were approved.
- 8.4. The other proposed changes were technical:
 - 8.4.1. Termination of membership if a subscription is unpaid - there will now be a grace period of six months.
 - 8.4.2. Quorum for general meetings; the existing wording is unclear.
 - 8.4.3. Notice period for proposing a new trustee - now sixty rather than one hundred and twenty-five days.
 - 8.4.4. Confirming the right of trustees to co-opt someone onto the board - to serve only until the next AGM. The total number of eleven trustees may be exceeded by the co-option.
 - 8.4.5. Removal of a trustee on grounds of physical or mental health; now requiring written opinion of medical practitioner.
 - 8.4.6. Other reasons to remove a director 'in the best interests of the charity'.
 - 8.4.7. Extraordinary board meetings - can be called by just one trustee rather than requiring three.
- 8.5. It was confirmed that with the proxy votes we were quorate. The proposer was Judy Wayne and the seconder was Adam Alexander.
- 8.6. GO members present were asked to vote using the poll that would appear on their screen. It was noted that 90 proxies were received for the chair, and two votes had been received against – the vote was carried, and the revised Articles of Association were approved.

9. Goodbye to James Campbell as Chief Executive of Garden Organic

- 9.1. The Chair advised that before we move on to an introduction to our new CEO, FT, she would just like to take the opportunity to thank JaC, on behalf of the Board of Trustees, for his time as CEO of Garden Organic.
- 9.2. It was noted that JaC took on the role in 2013, during a tricky time for the charity. He calmly steered our organisation through some very choppy waters, carrying out the Board's decision to sell the site with a positive outcome and the support of his team.

Thanks to his hard work and dedication, JaC leaves the charity on a strong footing, with an inspirational garden, a Heritage Seed Library which was more relevant than ever, an expanding programme of training and community engagement, a strong reputation for practical organic growing expertise, and a loyal and stable membership base.

9.3. The Chair took this opportunity to formally thank JaC for everything he had done for Garden Organic, and wished him all the very best for the future.

9.4. The Chair presented a gift to JaC on behalf of the Board of Trustees as a small token of gratitude. He extended his grateful thanks to the Chair, the Board of Trustees, Staff, Volunteers, Members, Supporters and Stakeholders for pulling together to achieve these outcomes and for all their support.

10. Introduction from the new Chief Executive, Fiona Taylor

10.1. FT advised that she was delighted to take on the position of Chief Executive Officer at Garden Organic because she has long believed in the power of gardening to have a hugely positive impact on people's lives. In particular it was noted that:

10.1.1. Joining Garden Organic right now, brings the power of gardening right into focus – because everything we stand for offers tangible solutions in the face of climate change.

10.1.2. One of our aims for the coming year is to vastly improve our website, so we can better illustrate our gardening and growing advice for both expert and beginner gardeners.

10.1.3. She was keen to ensure that Garden Organic is networked with local groups and growing schemes up and down the country...putting gardeners in touch with public gardening spaces so that more people can be involved in local growing initiatives, gardening organically for the good of the wider world.

10.1.4. FT extended her grateful thanks to our community of volunteers – some are working in composting and organic gardening, sharing their skills and expertise! And some are working as seed guardians, without whom we could not keep the vital work of the Heritage Seed Library going.

10.2. FT concluded by thanking all our members and supporters so much for being part of our endeavours to champion the cause of gardening for the good of the planet – to show not just what individuals can do but what we can achieve together.

The Chair closed the meeting.

Chair

Date

For further information, please contact The Company Secretary by email at enquiries@gardenorganic.org.uk or by telephone on 024 7630 3517