

MINUTES OF THE 84th ANNUAL GENERAL MEETING OF THE BRITISH TRUST FOR ORNITHOLOGY

The 84th Annual General Meeting of the British Trust for Ornithology was held by videoconference on Saturday 8 November 2023 at 2:00pm. The Chair of the Board, Prof Zoe Davies, presided, and 124 members attended remotely.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from 18 members.

2. MINUTES OF LAST MEETING

The minutes of the 83rd Annual General Meeting held on 3 December 2022 were approved, *nem con*.

3. TRUSTEES' ANNUAL REPORT AND ACCOUNTS

Prof Davies introduced the Trustees' Annual Report for the year ended 31 March 2023, highlighting the leading role that BTO was playing in providing robust scientific data to support the protection and restoration of species, and to deliver for birds, nature and people, and drawing attention to the ambitious strategy for 2023-30.

A short film entitled *BTO in 2023*, highlighting some of the significant achievements of the year, was shown, followed by a video message of welcome and thanks from the President, Frank Gardner.

The Honorary Treasurer Mrs Jane Miller introduced the Accounts for the year ended 31 March 2023, giving an overview of income, expenditure and reserves, and highlighting the roles of members, volunteers, supporters and partners in ensuring a continuation of the strong financial position she had inherited from her predecessor Ian Packer, in the face of challenging economic conditions.

There were questions from attendees on the defined benefit pension scheme liability, staff salary disclosures and the potential uses of artificial intelligence in bird monitoring, following which a resolution to receive the Trustees' Annual Report and Accounts for the year ended 31 March 2023 was agreed, *nem con*.

4. TRUSTEE ELECTIONS

The terms of office of Debby Reynolds and Simon Marquis expired on 31 December 2023, and there was one additional vacancy.

Prof Davies expressed the Board's appreciation of Dr Reynold's invaluable contribution to the Trust as a board member for the last eight years, the maximum term for trustees.

The Board proposed that Simon Marquis be re-elected to serve a second four year term of office ending on 31 December 2027, and this was agreed, *nem con*.

Following an open recruitment process conducted by the Governance, Safeguarding & Inclusion Committee, the Board proposed that Dominic Buscall and Stephen Willis be elected to serve a four year term ending on 31 December 2027, and this was agreed, *nem con*.

5. APPOINTMENT OF AUDITORS

The Board proposed that Ensors Chartered Accountants be re-appointed as auditors to the Trust, and this was agreed *nem con*.

6. AMENDMENT TO ARTICLES OF ASSOCIATION

The Board proposed an amendment to the Articles of Association of the Trust to give the Board an explicit power of delegation for the admission of new members and the fixing of membership subscriptions, in accordance with accepted practice. The Trust's legal advisors had advised that while the Board could reasonably claim an implied power of delegation it was preferable to make this explicit in the Articles.

In response to an observation from a member it was noted that the subscription was now flexible rather than fixed, and in practice new members chose to be generous in the amount they gave.

The Board proposed the following as a special resolution:

‘That the Articles of Association be and they are hereby amended by the addition of the following Subclause (6) to Article 7:

7. (6) The Board may delegate the admission of new Members and the fixing of membership subscriptions to the Chief Executive Officer of the Trust.’

The resolution was put to the vote and approved by the requisite three fourths majority.

There being no further business the meeting was declared closed at 3:45pm, following which the members attending were afforded an informal opportunity to ask questions of the trustees and staff present.

..... Chair