

Bat Conservation Trust

Minutes of the Board of Trustee Meeting

26th April 2010

Present: Ian Dunbar
Richard Crompton
Annmarie Hanlon
Julia Hanmer (Chief Executive)
Tom Andrews (observer)

Kate Jones
Steve Parker
Sarah Escott
Karen Haysom (Dir. Conservation)

Introductions

All present introduced themselves and welcomed Tom Andrews who was attending as a prospective trustee. Tom works for the Soil Association, and has a background in the Wildlife Trusts, and Raleigh International amongst many others. Tom is based in Wales and hopes to support BCT through his experience in communication, fundraising, environmental project management and organisational strategy/development.

1. Apologies

Gareth, Gail, Michael, Nick (Nick joined the meeting by phone for agenda item 10)

2. Minutes and matters arising

Kate – publicised the Vincent Weir award and so far 4 submissions have been received. There was thought to be more time for applicants – closing date TBC.

AOB - Vacancies on the Board

New Trustees with the following skill sets are required to ensure that BCT has a wide skill-base to draw on. These include:

- Fundraising.
- Small business development.
- International experience / contacts.
- High level policy and also high level contacts (possibly filled by a VP/patron rather than Trustee).
- An ecological consultant.

Tom offered to approach a potential contact with landowner and National Trust interests and Richard offered to arrange a meeting with potential consultant candidates. Meetings have already been scheduled with prospective trustees with consultant and with international experience which are being attended by Ian, Kate and Julia.

Minutes of previous Meeting

These were approved and can be published on website.

3. BCT Report

Julia introduced the report.

Review: Partner groups – very positive meetings taking place.

Julia suggested that engagement with 70-80 % of BGs will have been achieved by the end of this year (on target). BCT Appeal response also very heartening, including donations from groups previously not closely involved with BCT.

Bat Life Europe – A meeting has been arranged to finalise the memorandum and Articles with Tony Hutson later this week.

JNCC Support for NBMP - A contract is close to agreement for four years funding, with a slight increase. Julia was pleased that a four year contract is being offered.

Planning issues – Steve Parker and Lisa have prepared a pack for bat groups regarding planning issues which has been released.

New Bat Species - *Myotis alcathoe* bat found in the UK takes species numbers to 17. The Leeds and Sheffield University's research attracted excellent press coverage.

Natural England Appointment - Kat Walsh is starting as NE's Senior Specialist for mammals, replacing Tony Mitchell Jones.

Regents Park bat walk – Is being arranged for potential VIP guests and potential funders.

Bats and – a Church of England / Statutory agency working group has been established and BCT is not an invited member. Trustees discussed a recent meeting with representatives of the working group in which one idea was to provide specific training on church issues for volunteers to ensure that the best possible advice can be given. A forum hosted by Church Buildings Council is being held in the autumn, and National Trust (David Bullock) may be able to figure-head at the event in partnership with BCT, and English Heritage. BCT is working to support the positive image of bats within this process.

4. Financial update

The financial position is looking healthy, particularly due to brought forward funds.

Reserves policy will need recalculating to ensure the necessary levels are maintained.

Tom made an observation that a little more annotation of the management accounts may be helpful to make understanding the document easier. Similarly a move to a cost centre approach would show the separation between restricted and unrestricted costs more clearly.

Budget - a number of points were explained for clarification mostly relating to allocation of funds between different departments.

Investments – The BCT fund held by VWT has now been transferred to BCT and as this is a permanent endowment it cannot be counted as reserves. The more recent expendable endowments can be counted as reserves, though their value will vary and the principle behind these particular donations is to provide income to support our core costs. Kate pointed out that the expendable endowments are unrestricted, and therefore a different use could be found for the capital (as part of

strategy) e.g. buying a building to accommodate the BCT team, support for a significant project. It was decided keep the expendable endowments outside of reserves for the time being and consider the most appropriate use over the coming year(s).

The funds managed by our IFA using the Transact platform are invested in ethical funds, and it was pointed out that this has yielded returns lower than the market average due to the exclusions it requires of the investment portfolio. Tom suggested that we approach the finance director at Esme Fairbairn to see how they consider ethical judgements. The point was made that certain traditionally non-ethical funds may in fact not concern us (e.g. smoking). The broader implications of ethical investing would be further investigated.

5. Strategy (Ref. Strategy Key strategic areas spread sheet).

Urgent priorities: (top 4 for this year)

- i) Effective planning / project management and resourcing
- ii) Office space – the HQ office is now at full capacity.
- iii) Science and evidence capture
- iv) People data

A detailed discussion ensued focussing on staff structure, marketing, fund raising and communications. There was a consensus agreement that the current CEO is overloaded, and her role includes too many elements of reporting, fund raising and budgetary control for one individual. A trustee working group to support the CEO was suggested by Tom. Julia said she would like to develop the content first with the senior management team initially, before returning to trustees.

It is intended that the quarterly report will report against the higher level targets, and each of the major working areas will have targets for five years ahead. Tom suggested that it could be tied through to individual work descriptions to enable staff to relate to the organisations strategy. Kate added that this would relate to the funding allocation priorities. Skills can then be prioritised by recruitment and staff development to address these key areas.

6. Good governance:

- Risk management – postponed to next meeting in Gail's absence.
- Memorandum & Articles of Association – proposed amendment of Article 10 to allow introduction of new categories (not fees), was discussed and all present agreed it was worthwhile.

Partner bat group representatives – (article 28) - (partner groups will be able to nominate bat group trustees – up to a total of 4), non-partner groups can nominate, but only ordinary members, not 'Bat Group forum trustees'. Agreed.

Finally, to comply with Charity Commission requirements that trustees do not represent other causes, they will be termed nominees, not representatives. Agreed.

7. Auditors fees

The board (who now determine the Auditors remuneration for each annual audit), were informed that Sayer Vincent are proposing to undertake this years audit for £6k. This was considered to represent good value. All present approved their current quote of £6K.

8. Membership fees

Although our stated intention is to ensure small and regular increases it was generally felt that an increase is not appropriate in the current climate, and all present agreed not to increase fees this year (as was also decided last year). However, other options such as regular monthly contributions could be investigated. In the meantime, alternate options and changes to the governing documents can pave the way for more innovative ways of subscriptions and donations.

9. Vice presidents and Patrons

There was a general discussion about the current and aspirational roles for VP's and presidents. There was agreement that the roles are confused. Trustees were invited to consider the function of the roles and consider potential candidates for these roles. (A paper was tabled listing potential candidates suggested by the staff).

10. Bat Group Feedback

Steve provided feedback from the Midland bat conference, where a feedback workshop & Q&A session held was constructive and showed how BCT priorities fit well with those in the region. Few comments had been received regarding the partnership agreements.

Nick (who joined the meeting on speaker phone) mentioned there was a desire for volunteer development (e.g. building on skills learnt in the Bechstein's project), and this could be used to fit volunteer skills with BCT's strategy. It was agreed that Nick would develop this idea with Gail and Steve and bring a proposal back to the board.

11. Bats and wind turbines

Defra have invited BCT to join the Steering Group for the Bats and Wind Turbines, research project now being undertaken by Fiona Mathews at Exeter University. There was some discussion about how appropriate it is for BCT to be involved and the pros and cons, given BCT's previous involvement with a competing bid for this contract. It was agreed that BCT should be involved as much as possible, but not compromise our position, or that of our trustees and partners. Karen suggested that Paul Racey may be well placed to represent BCT on the Steering group and it was agreed that she would discuss this with him..

12. AOB

Annamarie suggested that we check out the governing documents regarding virtual attendance at meetings (i.e. to ensure that a trustee attending by phone or video conference can be considered part of the quorum) and offered to look into appropriate wording

Annamarie also suggested we add "20th Anniversary" (next year) as an agenda item for the next meeting.

Ian added that he and Kate had conducted Julia's 6 month review. Ian congratulated Julia on her successful first six months, adding that the results of her 360 appraisals had been very complimentary.

Date of next meeting: July 8th 2010