

**Minutes of the 38th Annual General Meeting
(held via video conferencing)
Thursday 27th April 2023 at 6pm**

1. Welcome

The Chairman, Cecilia Bufton, welcomed everyone to the meeting and introduced all Trustees. The chair went through the agenda for the online AGM and explained that it would be followed by a talk from David Knott about

“National Collections at Royal Botanic Gardens Edinburgh”

The Chairman reminded those present that the Articles of Association require one third of the Trustees to stand for re-election. Members were notified in the Spring Journal of their right to vote and were given details of the Trustees standing for election and re-election. Members were offered three options for voting: postal votes, online voting prior to the meeting and a vote during the meeting using the ‘poll’ Zoom video conferencing function.

2. Apologies for Absence & Appointment of Proxies

Apologies: Gareth Morgan (Treasurer) Rosemary Buisseret

Appointment of Proxies: none recorded for this meeting.

3. Minutes of the 37th AGM

The minutes of the 37th Annual General Meeting held as a virtual meeting on 28th April 2022, were accepted as a true record. Catherine Penny proposed that the minutes be accepted, seconded by Jim Marshall.

4. Matters Arising

None

5. Chairman’s Report

The Chairman noted some highlights from the year:

- The growing number of National Plant Collections – having reached 700 for the first time
- Persephone upgrade completed and used by more National Plant Collection Holders
- National Lottery funded digital volunteering are accelerating digitisation of the records for our collections
- RHS Gold medal and award for the best display in the Discovery Zone for our display at the RHS Chelsea Flower Show 2022
- Gold medal for the Yorkshire Group at the Harrogate Flower Show
- Webinars and group events now back to normal
- Collaboration with other horticultural / garden groups – lobbying for horticulture

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- There was one resignation from the Board in financial year 2021/22, Phoebe Bracken
- There have been three resignations since then, Adrian Stones (Dec 2022), Mandy Lloyd (Dec 2022) and Helen Triggs (Feb 2023)

6. Report from the Conservation Committee

presented by Conservation Committee Vice Chair Emma Crawforth

National Plant Collections

28 new National Plant Collections were approved in 2021/22, including 3 dispersed collections. 57 new proposals are in development and expected to be coming forward for approval in the next year or so. That means we now have 418 Collection Holders with 700 Collections (Dec 2022) of which 331 are Horticultural, 285 Reference and 81 Historic collections, with 19 having been awarded Scientific status.

2 scientific collection applications submitted for an early-stage review

In the year, 19 NC have been withdrawn, 6 of which have been safely transferred to new owners

2 collections accredited this year were from previously withdrawn collections

Conservation Programmes

- We now have 2,114 plants in Plant Guardian scheme, with 596 registered in 2021/22 and 580 classified as Threatened in Cultivation
- The HLF project has helped to support the work to get the data for these live on website with a picture and a short description and 140 new plants recorded
- 171 plant guardians
- Groups are getting more engaged with the Plant Guardian programme
- Our missing genera campaign has now highlighted 57 plant groups since 2016, eleven of which are now National Plant Collections
- 354 National Plant Collections are now listed on Persephone, keeping records safe for now and the future

Threatened Plant of the Year, Emma Crawforth

This competition aims to highlight the message that cultivars can be lost if not actively grown. Our aim to re-introduce those shortlisted / winners where possible

The winner in 2022 was Roz Cooper's peony, *Paeonia* 'Gleam of Light'. Despite being a distinctive plant that was first recorded in Kelways Nursery's 1954 catalogue, this cultivar hasn't been commercially available for over five years.

Sunday 20th May is the deadline for 2022 Threatened Plant of the Year. Emma explained the criteria.

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Reported by Conservation Committee Chair Jim Marshall

Digital recording

- We are delighted that the National Lottery Heritage Fund project has been extended to November, enabling us to send the grant we were awarded and get more Plant Heritage plant data digitally recorded– 21 volunteers recruited as of Nov 2022
- New look Persephone database launched and current users given training
- Digital volunteers have added 90 National Plant Collections, with 16,000 accessions to Persephone

Brickell Award

- The Brickell award recognises the vital plant conservation work undertaken by Collection Holders to secure plants in cultivation and is awarded to those considered to have demonstrated excellence in this field. The winner in 2022 is Margaret and David MacLennan for their National Plant Collection *Galanthus* (snowdrop). The judges noted this to be ‘an outstanding example of bringing together a comprehensive collection, used to increase our knowledge and understanding of the genus’. Their collection, located in Carlisle, Cumbria, is believed to be the largest systematic and publicly accessible collection in the UK with over 2,000 taxa.

7. Membership & Supporters Committee presented by Committee Chairman, Catherine Penny

Membership

Catherine thanked everyone who has helped to increase our membership this year all those who have supported membership activities in groups over the year.

Membership decreased this year by 3.2% to 3355. We recruited 275 new members this year.

Increased recruitment overall is testament to the efforts of our groups to hold events and plant fairs in the summer and to keep in touch with a strong programme of virtual talks for both members and public. Wider awareness of the activities of Plant Heritage, through publicity both locally and centrally, and by press and social media has also helped with recruitment and engagement and is possibly a reflection of the increased interest in plants and gardening during the pandemic.

Shows

Chelsea 2022

At RHS Chelsea Flower Show 2022 we presented an educational display ‘What is your plant passion?’ in the Discovery Zone, focussing on the research of four scientific or historical National Plant Collections: *Lavandula* by Dr Simon Charlesworth at Downton Nursery, *Lathyrus* by Roger Parsons, *Euphorbia* by Oxford Botanic Gardens, and *Iris* bred by Sir Michael Foster, by Lucy Skellorn. The 2021 missing genera was highlighted too. We were delighted to be awarded an RHS Gold Medal and the award for the best display in the Discovery Zone. Thank you to all

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the National Collection Holders involved for their contributions.

At RHS Hampton Court Garden Festival the Plant Heritage zone included displays of *Cosmos* by Jonathan Sheppard, *Astilbe* by Marwood Hill Gardens, *Hemerocallis* by Paul Harris, *Hosta* (small and miniature by Jonathan Hogarth, *Rubus* by Barry Clarke, the Sir Harold Hillier Collections. The Threatened Plant of the Year competition was featured, with the Plant Heritage Seed Shop raising funds through donations to support our conservation work. Thank you to all the volunteers who helped at this show and to members who donated seed.

We thank the RHS for their support at these shows.

8. PR Report

presented by the Sally Nex on behalf of the Communications Working Group

Press coverage, 2020/21

- 217 items of media coverage (190 items last year)
- Total audience reach estimated at 323 million (245m last year)
- These include:
 - 33 (28) broadcast interviews
 - 0 (4) national newspaper articles
 - 25 (18) regional newspaper articles
 - 70 (62) magazine features
 - 89 (78) (online articles)

9. Presentation of the Accounts

The Chairman presented the accounts as the Treasurer was unavailable for the meeting, noting that an additional “Treasurers’ Meeting” would be arranged, to provide an opportunity for Group Treasurers and Members to discuss any matters of the Charity’s finances

In the statutory report and accounts, our auditors have expressed an unqualified report. At the time of approving the financial statements, the trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future.

This year has been one of getting back to normal with more national collections awarded and Groups being able to carry out more plant fairs and fundraising events. We have also had a successful year financially, thanks again to strong legacy income. Overall income was £498,189 (£410,095 in 2021) and expenditure was £392,776 (£341,747 in 2021). The net surplus for the year was therefore £105,413 compared to a net surplus of £68,348 in 2020.

Groups

The report formally recognises the commitment and hard work put in by the members of the area groups who fundraise throughout the year and generously pass these contributions on to

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support the work of the charity. Groups transferred £61,867 (2021: £21,026) to Central Office. Incoming resources of the Groups increased to £104,599 from £67,958. Groups made a profit of £45,108 (2021: £30,254)

The Chairman also thanked affiliated groups in Guernsey and Manx, and the Wiltshire Gardens Trust who continue to provide financial support.

Incoming resources

Following two very successful years for income from Donations and Legacies, 2022 went even higher with income of £222,868 compared with £156,312 in 2021. This is an exceptional result which was an exceptional year including income from legacies of £160,686 (2021: £71,603). Income from legacies is difficult to predict but the strong income over the last three years has helped Plant Heritage to overcome the challenges of COVID, invest in our future and provide a sound financial platform and we retain sufficient reserves to withstand significant falls in legacy income. With business returning to normal through the year, income from charitable activities (Membership, Shows, Educational Meetings and Events) increased to £254,109 which is a 7% increase on the prior year total of £237,796).

Resources expended

- Plant Heritage spent a total of £392,776 (£341,747 in 2021) on Charitable Activities, Fundraising and Governance in 2022, reflecting the return to normal activities.
- Charitable expenditure, including on plant conservation was £368,377 (2021: £299,657).
- The costs of generating funds was £24,399 (£42,090 in 2021).

Intangible fixed assets

- Intangible fixed assets include the cost of website development work as well as the costs of development of Persephone. The total value of intangible fixed assets at the end of the year was £90,848 after additions of £36,788 during the year. The Trustees regularly review the value of intangible fixed assets as well as other fixed assets

Going Concern

Whilst a significant factor has been legacy income, we have also built retained reserves of £637k and given this we consider our operations to be sustainable and that there is no material uncertainty in considering going concern (12 months from the date of signing accounts).

Within reserves, the Charity has put aside designated funds to mitigate the risks of sudden future change to the Charity's operating environment such as COVID or a significant fall in income. The Charity also carefully manages its working capital position and maintains a healthy cash position.

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The Trustees have also considered the Charity's plans and are of the view that the level of net current assets and liquid funds are sufficient to ensure future operations and that the Charity is a going concern.

Reserves policy

It is the policy of the Charity that unrestricted funds which have not been designated for a specific use, should be maintained at a level equivalent to six months general operating costs, including salaries. The Trustees consider that reserves at this level will ensure that, in the event of a significant drop in funding, they will be able to continue the charity's current activities while consideration is given to ways in which additional funds may be raised. This level of reserves has been maintained throughout the year and we ended the year with £370,043 in the general fund.

There are a further £267,532 of reserves designated towards specific purposes. Within the designated funds for specific purposes there are reserves of £30,000 towards the development of a new CRM and other necessary IT expenditure, £15,000 towards the costs of a future office move, and a £60,000 risk reserve to provide a cushion against possible future sudden changes in the Charity's operating environment like that presented by the COVID-19 pandemic or a significant fall in revenue.

NOTE:

The Chair reported that our auditor had advised us that as we plan for 2022/23, there is a possibility that we will exceed £500,000 income.

Charity Commission guidance indicates that "an independent examination is needed if gross income is between £25,000 and £500,000 and an audit is needed where the gross income exceeds £500,000". Warner Wilde (our auditor) have confirmed that they are authorised to undertake an audit, should we achieve this level of income.

10. Questions

A Member question was received by email:

"I think there is material uncertainty in PH relying on legacy income"

The response of Treasurer was read out by the Chair:

Material uncertainty as defined in considering going concern is that there is material uncertainty that the charity will continue as a going concern for 12 months from the date of signing the accounts. With £637k held in either general or designated reserves and operating and charitable expenditure per annum in 2022 of £393k, even if the charity received no revenue at all over the next 12 months it would technically meet the going concern criteria. There is material uncertainty over future legacy income but that is a different point and why the charity holds reserves and regularly reviews its expenditure commitments most of which can be reduced or ended at short notice.

11. Approval of Accounts 2020/21

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The accounts were approved with the following votes recorded (combined via post, online and via a poll during the meeting).

64 votes cast: 63 For; 0 Against; 1 Abstain

12. Appointment of Independent Examiner

The proposal to re-appoint Warner Wilde as Auditors was approved with the following votes recorded (combined via post, online and via a poll during the meeting).

64 votes cast: 62 For; 1 Against; 1 Abstain

The proposal to authorise the charity Trustees to set the level of Auditors fees was approved with the following votes recorded (combined via post, online and via a poll during the meeting).

65 votes cast: 64 For; 0 Against; 1 Abstain

13. Appointment of Trustees

The Chair reminded members that the Board of Trustees are responsible for the overall governance of the Charity. The Trustees are also the Directors of the Limited Company. Trustees are appointed by the membership at the Annual General Meeting (AGM). At each AGM, one third of directors must retire from office. The directors to retire by rotation must be those who have been longest in office since their last appointment. A director must retire after serving a total of eight years consecutive or otherwise.

Thanks to Trustees who have served and resigned this year:

- Helen Triggs – systems and process specialist
- Adrian Stones – HR specialist
- Mandy Lloyd – Fundraising specialist
- Phoebe Bracken – young person

Members were also asked to confirm the appointment of Kavita Kapoor and Jonathan Sheppard

- The proposal to Confirm appointment of Kavita Kapoor was approved with the following votes recorded (combined via post, online and via a poll during the meeting).

71 votes cast: 67 For; 0 Against; 4 Abstain

- The proposal to confirm appointment of Jonathan Sheppard was approved with the following votes recorded (combined via post, online and via a poll during the meeting).

71 votes cast: 68 For; 0 Against; 3 Abstain

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The Chair noted that there are trustee vacancies for

- Meeting Secretary – to support the Board
- Trustee based in the North
- Trustee with HR experience
- Trustee with Fundraising experience
- Honorary Treasurer
- Chair for the Finance Committee
- Members for the Governance and People Committee

14. On behalf of the Board, the Chairman expressed ongoing thanks on behalf of the Board to all present, all members and supporters and:

- our Corporate partners, sponsors and advertisers
- our grant funders
- to Dr Rosemary Day, Sylvia Wyle, Dr Alison Ross and the estate of Joan Tolley for helping us to save our cultivated plants for future generations
- to all our volunteers, notably Clare Hogan editor of our wonderful Journal, Helen Moorcraft – Chair of our Finance Committee & Persephone volunteer; Margaret Headen, Chair of the Governance Committee; to all on the Persephone Working Group who work tirelessly to build the data repository for our national collections; the Seed Shop team for their diligence in producing thousands of packets that raise thousands of pounds; for our amazing Group Officers, who keep the message alive through all their activities
- And last but not least to our wonderful, dedicated and talented team

15. Member's Resolutions

None

16. Questions

None

17. Forecast for 2022/23

- Inflation continues to drive all costs up
- Membership is showing a decline in response to costs
- Office move has incurred one-off costs
- HLF grant funding has been extended to September 2023 - helping us build our digital volunteer team
- Contract support for fundraiser focussed on grants

18. Presentations

The following presentations were given:

- Lobbying – Jonathan Sheppard
- Gill Groombridge – Membership, Comms and Showsupdate and plans
- The National Collections at Royal Botanic Gardens Edinburgh - David Knott, Curator of Living Collections

19. Close of Meeting - Cecilia Bufton closed the meeting at 8pm

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