

SANDWICH BAY BIRD OBSERVATORY TRUST

MINUTES OF THE ANNUAL GENERAL MEETING FOR 2020 HELD VIA ZOOM

ON SUNDAY 23rd MAY 2021 AT 2.00 P.M.

1. **Members present:** - Ken Chapman, Sue Bennett, Ian Hunter, Sue Pitcher, Peter Dean, Roger Jones, Yvonne Cutt, Nigel Hefford, Pam Worrall, Eugene Hood, Angela Weaving, Nick Smith, Russell Thompson, John Buckingham, Erica Wells, Peter Dean, Sharon Irvine, Angela Weaving, Bo Beolens, + others tbc
In attendance: Steffan Walton (Warden) and Rebecca Downey (Assistant Warden).

Apologies for absence: - Rebecca Johnson; Bob Dean; Shirley Joyce; Alan Joyce; Ann Harrison-Brooks; Barry Brooks; Sue Sullivan; Adrian Sullivan; Jenny Jupe; Peter Jupe; Sue Bennett; Pete Findley; Mike Witty; Robert Carr; Phil Poole; Roger Jones.

2. Minutes of the Annual General Meeting for 2019 held on 9th August 2020

These were accepted as a true and accurate record.

A formal vote via Zoom was taken to approve them. 95% of 22 members present approved.

Any matters arising from the minutes of the Annual General Meeting held on 9th

May 2020

No matters arising.

3. Chairman's report for 2020

Welcome to all members to the 2020 AGM.

The Chairman Ken Chapman delivered the following report.

Chairman's Report for 2019-2020

Delivered verbatim: Ken summarised the Chair's Report, circulated to members prior to the AGM. Despite the Observatory being closed for most of 2020, a few events still took place when some restrictions were lifted during the summer. Sharon and Becky ran some events for young people out of a marquee in the car park which were very successful. John Buckingham coordinated the delivery of Wednesday and Thursday evening talks via Zoom, which were incredibly successful, drawing in much wider audiences than could have been achieved in more normal times. Nick's video about the SBBOT sold 100 copies. The SBBOT came through last year financially sound under the management of Bob Dean, Treasurer and thanks to several beneficiaries. Ken thanked the staff, Steffan and Becky, for all their work in keeping the core activities of the Trust going and the members for their ongoing support.

Chair's Report 2020 previously circulated: The Observatory entered 2020 in a positive and optimistic state. The Restharrow Scrape Project was nearing completion and we were planning for its official opening in early April; as a key part of the Project we had appointed an Assistant Warden to work on our outreach and educational programmes; there were plans for various maintenance and improvement works around the Observatory premises and wider plans for working on some overdue policies and procedures to help with the smooth running of the Trust.

And then, of course, advice started arriving from the Government about a strange virus that had appeared in the country. Within a very short time the situation rapidly worsened and it became clear that drastic measures were required as the Covid-19 virus took hold. The Observatory building was closed; the Restharrow Scrape official opening

was postponed; the May Annual General Meeting was postponed and eventually replaced by a 'virtual' event at the end of July and our normal Open Day in August was cancelled. Our house staff were either put on furlough or on reduced hours and just about all of the Observatory's functions that would have involved its members meeting together were cancelled as, in common with the rest of the country, the Observatory went into 'lockdown'. The Trustees also had to recognise that for our resident Warden and Assistant Warden and their respective partners, the Observatory is their home, which made it even more important that the premises were kept secure.

The better news was that our Warden and a number of members were able to get out and about (always socially-distanced!) and produced a good series of records throughout the year, not only of the bird life but in other areas too. These records were made available to members as usual on the Observatory's web site, through the pages of the monthly Newsletter and will be fully reported-on in the next Annual Report. Thanks are due to all of the people involved for their dedication under the difficult circumstances that they found themselves in. Thanks too, to Becky Downey, our Assistant Warden, for the imaginative ways in which she responded to the particularly difficult situation that *she* was working in – to be newly-responsible for outreach and educational activities in local schools and the wider community when any such activities were almost totally impossible, took some real determination and creativity!

With the exception of some occasional periods during 2020 when the national lockdown restrictions were relaxed and which made some limited outdoor group activities possible, for example, a successful Summer School for children, the Observatory building and the Restharrow Scrape hides remained off-limits to members (and most Trustees) for the remainder of the year. Occasional 'virtual' business meetings were held by the Trustees and by the end of the Summer, the use of video-conferencing using platforms such as 'Zoom' became a way forward, in order to keep our organization at least 'ticking over'. We also started using 'Zoom' as a way of continuing to provide our evening meetings through the winter months on Wednesday and Thursday evenings. They proved to be a huge success in all respects. More members enrolled for the sessions than we had ever dreamed of and benefitted from an interesting and diverse programme of lectures and talks. In fact, the audience widened across the whole country as the word got around. Thanks are especially due to John Buckingham for organizing these talks and delivering many of them himself; to the other presenters; to Becky Downey for technical support and to all those people who agreed to act as host for the sessions.

Despite the fact that the Observatory was in shut-down for almost all of 2020 and some major normal sources of income were not available to us, we did actually manage to get through the year in a very sound financial state, as you will see from our Treasurer's Report.

During the year, a number of our Trustees stood down and I wish to thank all of them for their contribution of time, thought and effort to the work of the Observatory, in some cases for many years. The work involved in being a Trustee can be very demanding even in normal times and the strains imposed by the Covid-19 situation throughout most of 2020 did not help.

So, a unique year in almost all respects. The good news was that by the end of the year, news of the forthcoming national vaccination programme was beginning to lighten everyone's mood and we were all looking forward to better times in 2021. The strength and resilience of the Observatory to have survived 'the year of the pandemic' is very encouraging and says much for the hard work and dedication of all of our staff, Trustees, members and supporters. My sincere thanks to all of you, too numerous to name individually.

I also need to thank all of the other people and organizations without whose cooperation and support the Trust's work would be made difficult or impossible and especially all of the local landowners - our neighbour, Richard Daw; the Sandwich Bay Estate Residents Association; Royal St. George's and Princes Golf Clubs; the RSPB and many others.

Ken Chapman (Chair of the Trustees) , May 14th 2021

4. Treasurer's report for 2020 (copies of the accounts for Jan-Dec 2020 had been distributed prior to this AGM)

The Treasurer Bob Dean was unable to be present so the Chair, Ken Chapman, delivered a summary of the Treasurer's Report, previously circulated.

Membership levels remained good in 2020 (and have only dipped slightly in 2021, despite the pandemic). There was a large bequest of £31,500, another donation of £7,500 and £5,000 was received for agreeing to a slow worm and common lizard translocation to Trust land. Various government grants in 2020 also helped to tide the Trust over during 2020. The ever-increasing maintenance costs of the Observatory building were highlighted. Bank balance is healthy at £250,000, although some of this is ring-fenced for the Restharrow Scrape project.

Treasurer's Report 2020 previously circulated: We had a very good 2019 in terms of Observatory finances and, bearing in mind the unprecedented conditions that we were working under, this was followed by a very satisfactory 2020. As in most years, there were a number of unusual or 'one-off' features, but many of them were related to the onset of the Covid-19 pandemic. The attached table shows figures for 2019 and 2020. The third column headed VAR is the variation (difference) between the years. So, in the Income column a figure not preceded by a dash is favourable (e.g. slightly more Membership income), whereas for Costs a figure not preceded by a dash (e.g. Oil) is favourable meaning we spent less in 2020. The reasons for the surplus for the year of £68,823 are explained below.

The following comments relate to 2020 and any comparisons are against 2019.

INCOME

Membership held up well. We got the bulk of the subscriptions in early in the year, so lockdowns, etc., had little effect.

Gift Aid Tax Reclaim. Two years-worth of claims were received in the calendar year, as opposed to the usual one.

Hostel receipts took a spectacular dive as most of our income is in the last nine months of the year, during the period of lockdown.

Donations. We received a large bequest of £31,500; a gift from a generous benefactor (£7,500) and £5,000 for relocating displaced reptiles onto our reserves. The balance was made up of many smaller donations.

Holidays. The near absence of holidays meant that income was down, but so were related costs and our profit was £1,336 less than in 2019.

The Open Day and Raffle and Quizzes – we lost income from all of these 'regular' sources.

Surveys More paid-for survey work was completed in 2020 than in 2019.

RPA (Rural Payments Agency) and Covid-related Government Grants: We received several large Government support grants due to our closure as well as our regular Government payments for Countryside Stewardship work.

Shop The shop closure saw much-reduced profits

EXPENDITURE

Payroll The Assistant Warden's pay is included here (although refundable as part of the Restharrow Project). Dawn Stockley, the Field Centre Manager, was on furlough for most of the year and the Government payments received for her are included under 'Grants'.

Building Costs. With less use, all building costs, except Maintenance, were lower than in 2019.

Maintenance We spent more on Maintenance and, with an ageing building, this is area of expenditure is likely to increase rather than decrease in the next few years. Most of the work had a Health and Safety aspect.

Office expenses Paper use was well down and we now have a much cheaper photocopying facility going forward.

Postage We had to post more to our members, as they could not collect, nor could volunteers deliver.

Travel expenses Trustees and others are not paid travel expenses, these being donated back to the Observatory and available for a Gift Aid claim. There was far less travel to the Observatory last year.

Audit & Legal Fees were payable on advice on the proposed CIO status and for architect's advice on the possibility of updating the accommodation.

Rents We now only have the rent of the Jubilee and Dragonfly Fields to pay for.

Ringling Ahead of a forecast price increase, we stocked up on rings and replaced some nets.

CASH AT YEAR END:

Our bank balances at 31 December 2020 totalled £253,621, a very healthy figure. Of this, approximately £40,000 is likely to be spent on the Restharrow project.

RESTHARROW PROJECT

The figures above do not include Restharrow expenditure. During 2020 we spent £2,997 more than was received on the project during the year.

Bob Dean, Treasurer, SBBOT,

April 26th 2021

SANDWICH BAY BIRD OBSERVATORY TRUST				31-Dec-20			
<u>Income</u>	2019	2020	VAR	<u>Expenditur</u>	2019	2020	31-Dec-20
	£	£	£	£		VAR	£
						£	£
Membership Fees Received	19,703	19,975	273	Salaries	-20,873	-42,091	-21,218
less Toll Fees	1,500	1,500	0	Employer's NI			
Gift Aid tax reclaim	6,136	13,930	7,794	Employer's Pension	-268	-617	-348
Hostel receipts	18,428	6,309	-12,120	Building Costs			
Hire of Meeting Rooms	275	205	-70	Oil	-3,762	-2,951	811
Tea/coffee				Electricity	-1,854	-1,677	177
Received	1,422	240	-1,182	Insurance	-3,927	-3,579	348
Costs	-779	-203	576	Maintenance	-5,963	-9,590	-3,627
Donations	106,156	54,116	-52,040	Water	-1,308	-1,032	276
Income from Clubs				Rates	-1,433	-368	1,065
Received	9,639	8,412	-1,227	Waste	-524	-386	138
Costs	-1,846	-1,829	18	Cleaner		0	0
Bee Course				Housekeeping	-1,238	-934	305
Received	1,624	0	-1,624	Office Expenses			
Costs	-1,000	0	1,000	Office Exps	-3,667	-305	3,362
Holidays/Coach trips				Telephone	-403	-419	-17
Received	39,847	11,140	-28,707	Postage	-812	-1,615	-803
Costs	-35,897	-9,814	26,083	Printing	-80	-98	-17
Open Day				Subscriptions	-451	-698	-247
Received	1,707	0	-1,707	Computers/WEB	-3,318	-2,169	1,149
Costs	-253	0	253				
Raffle							
Received	2,454	0	-2,454				
Costs	-742	0	742				
Quiz							
Received	956	141	-815				
Costs	0	0	0				
Surveys	3,750	8,000	4,250				

InFocus commission	688	182	-506	Bank Charges	-17	-17
Plant sale	419		-419			
Talks	288	195	-93	Travel Expenses	-5,386	-2,350
RPAGrant	9,169	3,884	-5,285	Audit & Legal	-1,050	-3,877
Professional Advice	-615	-878	-263	Miscellaneous	-654	-713
Saleofeqpt	Received	25	20	-5	Books for library	26
	Costs	0	0	0	Advertising cost	100
200Club	Income	2,038	2,291	253	Tim Garland Award	
Prizes		-980	-955	25	Annual Report	-2,380
Shop contribution	Income	11,221	4,235	-6,986	less Sales	43
	Purchases	-7,042	-2,948	4,094	Newsletters	-371
Eqpt		0	0	0	Vehicle Costs Diesel	-176
Bank Interest received		101	67	-34	Vehicle Costs Main	-1,781
Ringin donations/ BTO rebate		140	76	-64	Road Fund Tax	-111
Government Grant			30,231	30,231	Vehicle Insurance	-451
Solar Power Income		4,017	4,205	188	Rents	-6,800
MOTUS	Income		0	0	Tools	-570
	Expenditure		0	0	Reserves	-723
Ringin Course	Income	1,580	0	-1,580	Water Rates	-104
	Expenditure	-1,051	0	1,051	Feeding/Nestboxes	-92
RSPB Rental Income	Income	3,861	4,983	1,122	Mothin	-1
	Expenditure	0	0	0	Ringin	-1,784
Advertisin	Income		100	100		
g Total		<u>196,938</u>	<u>157,810</u>	<u>-39,128</u>	Total Expenditure	<u>-72,146</u>
Income						<u>-87,987</u>
						<u>-15,841</u>
					Trading Surplus/Deficit	<u>124,792</u>
						<u>69,823</u>
						<u>-54,969</u>
					Depreciation	11,280
						13,207
						1,927
					NET PROFIT	<u>113,512</u>
						<u>56,616</u>
						<u>-56,896</u>

5. Warden's report for 2020 (available on the website)

The Observatory Warden, Steffan Walton spoke briefly about some of the highlights of 2020. For full details, see the Warden's report 2020 on the website.

6. Ringin report for 2020

The Observatory's Senior Ringer, Ian Hunter, delivered the following report on ringin activities in 2020.

7068 birds of 60 species were ringed in 2020. Taking into account the considerable restrictions imposed by the Covid regulations and the unsettled autumn weather, it is a good total which is just below our 50-year average. We also controlled (birds ringed elsewhere) 55 birds. Both these totals were boosted by a strong autumn passage of Lesser Redpoll. 1549 birds of this species were ringed, an Observatory record, and 23 were controlled.

The most numerous species was once again Blackcap with 1834 ringed, Chiffchaff (1063) was pushed into third place by the Lesser Redpoll total.

Notable species included Water Rail (1), Grey Wagtail (2), the first Whinchat since 2015, the first Icterine Warbler since 2016, Pallas's Warbler (1), Yellow-browed Warbler (3), Wood Warbler (3), *tristis* Chiffchaff (1), Common Redpoll (6) and the second and third ever Crossbills. One has to admire the Woodpigeon ringed here in 2001 which evaded guns and predators and was retrapped here this year.

On the downside no pipits were ringed and Long-tailed Tits were down to 25 (after a record 101 in 2019) and there were only seven Firecrests, three Bullfinches and no Grasshopper Warblers. Starlings have not returned to feeding in the vicinity, only 22 of the 59 ringed were adults.

The House Sparrow RAS project continues to produce significant results with 101 adults and 67 pulli ringed and 145 sightings reported. Apart from a few local breeders Collared Doves have stopped feeding around the Observatory and that project is not providing sufficient sightings. 98% of the project colour ring sightings are provided by the ringers and it is an area where all members could contribute.

Observers have contributed interesting sightings of other colour ringed species. This included Shag, White Stork and Herring Gull.

Photographs of Black-headed Gulls in Deal and Herne Bay enabled metal rings to be read, one of the latter had been ringed in 2001.

As technology advances a variety of tracking devices are being developed and fitted allowing us to follow individual birds. A satellite tracked Sandwich Tern was ringed and tagged on Texel, Netherlands in May and passed through Pegwell in June. The tracking of a re-introduced White-tailed Eagle from the Isle of Wight proved an interesting journey including over our Recording Area.

Although no Motus tags were fitted in the UK this year, a Whitethroat tagged in Germany on August 28th was detected by our aerals at Sandwich on September 4th. This is not a direction of movement that there is previous evidence for.

Covid restrictions meant that the ringing course, which was fully booked, could not take place. They also limited the amount of annual and essential management work that could be carried out.

The team continues to have vacancies for new ringers who have the time to commit to being involved in this fascinating activity.

As always our thanks go to the landowners who allow us to operate on their land, namely Royal St Georges Golf Club and the Daw family. Tim Laughlin allows us to monitor nest boxes on his land.

Ian Hunter

Lead Ringer, Sandwich Bay Bird Observatory Ringing Group.

7. Proposal to change the Charitable Status of the Trust

From: Ken Chapman, Chair of the Trustees, May 2021.

7.1. Background: I first introduced the Observatory Trustees in December 2019 to the idea that we needed to consider changing the charitable status of the Trust. Some initial work was done in the early part of 2020, with a view to formally seeking approval for the change by the membership at the next available Annual General Meeting which was scheduled for May 2020.

The onset of the Covid-19 pandemic meant that the May 2020 AGM took place in the summer of 2020 and was conducted by e-mail. In the circumstances it was considered inappropriate at that time for members to be consulted by e-mail on the issue of the charitable status of the Trust.

However, it is important that a decision is now made on this issue and it is hoped that this will be possible at the AGM of May 2021, which is going to be conducted by Zoom, and supported by this briefing document.

7.2. The present charitable status of the Observatory:

Reference: www.gov.uk/guidance/charity-types-how-to-choose-a-structure

- a) The Observatory's present legal status is as an **Unincorporated Trust**. This has served the Observatory's needs in the decades since it was put into place in the 1980's.
- b) However, since the 1980's the Observatory has changed a great deal. It now has:
 - a much bigger membership; a much wider and more complex range of functions; a much bigger budget; many more assets including the Field Centre and our growing portfolio of land-holdings; more full-time and part-time employees; more formal contractual dealings with other organisations.
- c) In the light of all of this, I suggested to the Trustees that we needed to take steps to change our charitable status to become a **Charitable Incorporated Organisation (CIO)**. CIOs were first established in law about fifteen years ago to meet precisely the sort of needs that the Observatory now requires.
- d) CIO status would mean that:

- We *formally* recognize that as a Trust we have a *wider membership* than just the Trustees and that these members vote at the AGM on such matters as Trust policies; alterations to the Constitution and, of course, in the appointment of Trustees for the forthcoming year.
- By becoming a CIO, the law considers a charity to be a *legal 'entity' in its own right*, in a similar way to an individual citizen or, in the business world, a limited company. CIO status will remove the problem that, under our present position, all Trustees are personally liable for what the Trust does. For example, in the event of the organization becoming insolvent and our assets not covering our liabilities, individual Trustees would become personally liable to make up any shortfall.
- CIO status would also give the Observatory the legal capacity to do many things in its own name such as:
 - employ staff; deliver charitable services under contractual arrangements; enter into commercial contracts in its own name; buy, sell and own freehold land or property.

(We do all of these things already, of course, but under CIO status we would be on more solid legal ground).

7.3. What happened next?

- a) Early in 2020 there was considerable discussion amongst the Trustees about the implications of the suggested move to CIO status. It was clear that this was not something to be undertaken lightly since it was going to involve a lot of work, especially in terms of our financial and accounting systems, much of which would probably need changing.
- b) Having said that, the consensus amongst the Trustees was that we should investigate further by taking professional advice.
- c) We took independent advice early in 2020 from Sandy Adironack, a good friend of the Observatory and who is a professional expert in charity law. She agreed that CIO status was the most appropriate route for us to follow but also recommended that we did not attempt to take on the task without specialist legal help.
- d) I then researched any law firms in Kent which might have this sort of expertise and came across Brachers in Maidstone.
- e) A meeting took place at Brachers on 28th February 2020 involving one of their senior partners, one of their specialists in trust law and myself. They confirmed that CIO status was desirable for us at our stage of development and also that they had the expertise to handle the case.
- f) They gave a detailed survey of what steps would need to be taken and made it clear that although complex, the process of changing from one charitable status to another is generally 'do-able'.
- g) I reported all of this back to the Observatory Trustees and their unanimous decision in early March 2020 was to proceed with the CIO plan, but that the idea would need to be put to members at the forthcoming AGM, scheduled for May 2020. Then, of course, the Covid-19 lockdown started, there *was* no AGM in May 2020 and I had to inform Brachers that the whole thing would need to be put on hold.
- h) In the latest exchange, of e-mails between Brachers and myself (November 2020) I emphasized that we were still not in a position to proceed with the project, until a decision to proceed had been officially agreed by members in an Annual General Meeting.

7.4 What will all this mean in practical terms?

In practical everyday terms, members will find that nothing much will change around the Observatory.

- a) We would need to change the name of the new charity by inserting the letters 'CIO' into our title so that it read something like 'Sandwich Bay Bird Observatory Trust (CIO)'.
- b) We would take the opportunity to up-grade the Observatory's Constitution to make it more relevant to future needs.
- c) Members would still be in a position to vote at our AGM on key policy areas, the election of Trustees and other major issues and would therefore retain control of the organization.
- d) The major benefit of the change is to formalize and secure the legal status of the range of Observatory activities for the future, as outlined in section 2 above, and to remove the personal liability issue from present and future Trustees.

7.5 Recommendation:

The Trustees recommend that at the Annual General Meeting of the Trust, to be held on May 23rd 2021 officially approve and confirm the process towards converting the charitable status of Sandwich Bay Bird Observatory Trust to become a Charitable Incorporated Organisation (CIO).

Proposal 1 Vote: 100% voted Yes. Combined with 40 votes received via email, also voting Yes, this proposal was approved unanimously.

8. Election of officers and trustees for 2021 – 2022

The persons listed have allowed their names to go forward to serve as Officers and Trustees for the year 2021-22. All have been duly proposed and seconded.

Under the terms of the Constitution of the Trust, up to 14 persons may stand as Trustees, plus the officers of the Trust (Chair, Vice-Chair, Secretary, Treasurer).

Recommendation: It is therefore proposed that the persons listed below are elected *en bloc*.

Chair: Ken Chapman.

Treasurer: Bob Dean.

Vice-Chair: Pam Worrall.

Secretary: (position vacant).

Trustees: Bo Beolens; John Buckingham; Peter Dean; Eugene Hood; Ian Hunter; Sharon Irvine; Becky Johnson; Phil Poole; Nick Smith; Russell Thompson; Angela Weaving. (11)

These were all approved by 96% in a block vote via Zoom.

The Observatory's Honorary Officers for 2021 – 2022 therefore are:

President: - Bill Oddie

Vice Presidents: - Mike Sykes & John Websper

The Observatory Council for 2021 – 2022 are: -

Chairman: - Ken Chapman

Vice Chair: - Pam Worrall

Treasurer: - Bob Dean

Secretary: - vacant

Trustees: Bo Beolens; John Buckingham; Peter Dean; Eugene Hood; Ian Hunter; Sharon Irvine; Becky Johnson; Phil Poole; Nick Smith; Russell Thompson; Angela Weaving.

10. Any Other Business

No items had been submitted. Ken updated those present that the bird hides were now open with a maximum of 6 people allowed inside at any one time. This has been adhered to so far. Ken also explained that the question of when the Observatory would be reopening was often asked. If the government's road map of all restrictions lifted on June 21st goes ahead, the Trustees will need to decide whether to delay reopening until after the middle of July, as the Observatory has been booked for 2 weeks during the Sandwich Golf Open, bringing in £20,000 to the Trust. This will allow the Observatory to be fully prepared for these two weeks when all the rooms and bedrooms will be booked.

Peter Dean asked about the resumption of conservation work on Mondays and Thursdays. Current rules allow up to 30 people to meet up outdoors. The conservation group rarely need more than 6 people working together. Ken will ask Bill Martin for clarification.

The meeting was then closed at 2.55pm and the Chairman thanked all those present for attending.