

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

DRAFT Minutes of the **35^h Annual General Meeting** held at **10.30am on Saturday 25 June 2022 via Zoom at Garden Organic, Ryton Organic Gardens, Coventry, CV8 3LG – the AGM was recorded.**

Present

Trustees: Margaret Eyre (Chair); Keith Arrowsmith, Via Zoom (Treasurer); Andrew Collins (Vice-Chair); Adam Alexander; Marjan Bartlett-Freriks; Amanda Sandford; David Robinson.

Trustee Elect: Rhiannon Davies; Angela Wright

Executive Team

Fiona Taylor (FT), Chief Executive; Julie Court (JuC), former Chief Operating Office & Company Secretary; Colette Bond (CB), Director of Horticultural Engagement; Bruce Pearce (BP), via Zoom, Director of Horticultural Science; Trish Henderson (TH), Company Secretary

59 members of Garden Organic joined virtually via Zoom.

Introduction and Welcome by Fiona Taylor, CEO

FT introduced Margreat Eyre Chair; Keith Arrowsmith, Treasurer; Andrew Collins, Vice Chair; Julie Court, former Chief Operating Office & Company Secretary & Trish Henderson, Company Secretary. The etiquette for the meeting was noted, and that the meeting was recorded.

1. ME welcomed all to the meeting and presented you a snapshot of the charity's achievements in 2021, and in particular it was noted that:
 - 1.1. It was important to remember that 2021 was a year when we were continuing to work on and off in lockdown. Despite this challenging environment, the charity - through our staff, volunteers and members - had a significant impact on supporting organic growing across the UK.
 - 1.2. We opened the demonstration garden, and now run regular tours of it, you can book in through our website. It contains our expanding comfrey collection, where we now hold 17 out of the 35 known varieties. This link back to the early work of Lawrence Hills is an important way to raise awareness on the use of comfrey.
 - 1.3. The Heritage Seed Library team, together with almost 200 volunteer Seed Guardians grew enough seed for to fill over 45,000 packets. What's more, seven rediscovered varieties were added to the Heritage Seed Library.
 - 1.4. Our 300 community volunteers supported their local community to adopt sustainable growing, composting and waste management practices. These volunteers are operating in 10 different areas, from our longstanding work in Norfolk, to some great new projects in West Wales.
 - 1.5. 2,000 people took part in our online organic growing advice sessions and our advice team answered over 900 members' queries – each one providing specific and personalised advice.
 - 1.6. All this work, in its various forms, is continuing Lawrence Hills' legacy, educating people in the importance of organic and sustainable growing.
 - 1.7. This was her last AGM as chair, and she is incredibly proud of the work she has witnessed during her time on the Board. This wouldn't be possible without the hard work of our team, and the support of our members and volunteers so she took the opportunity to say thank you to everyone who is a part of Garden Organic.

2. Apologies for Absence

- 2.1. The Chair passed on apologies from 63 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 2021 AGM held at Ryton Organic Gardens of Friday 17 September 2021 via Zoom

- 3.1. The minutes of the 34th AGM were posted on our website. Paper copies were available by post if requested.
- 3.2. The minutes of the 34th AGM held on Friday 17 September 2021 were confirmed as a correct record. The Chair asked for a proposer to formally approve the accuracy of the minutes. The proposer was Andrew Collins, and the seconder was Marjan Bartlett-Freriks. The minutes were formally approved as a true record.

4. Presentation of the 2021 Annual Report on Garden Organic's activities by Fiona Taylor, Chief Executive

- 4.1. FT took members through the salient points from 2021 and the future plans for the charity, in particular it was noted:
 - 4.1.1. Expansion of the outside growing space of our Heritage Seed Library, doubling our number of isolation cages had taken place.
 - 4.1.2. We have renewed our emphasis on academic research.
 - 4.1.3. We are working with friends in universities and academic institutions across the UK to build the evidence base for gardening that best supports biodiversity.
 - 4.1.4. We're busy building a brand new website, which will be launched by December 2022.
 - 4.1.5. We're rebuilding our communities programme, and our composting and organic gardening volunteers are working hard to keep green waste out of landfill and getting alongside community garden schemes in fourteen counties across England and Wales.
- 4.2. We are planning an in-person AGM next year – the date will be Thursday May 18th 2023.

5. Presentation of Consolidated Financial Statements 2021 by Keith Arrowsmith, Treasurer

- 5.1. The Chair asked the Treasurer to present the Consolidated Financial Statements 2021.
- 5.2. The Treasurer 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:
 - 5.2.1. During 2021, we earned income of £1.7m, with expenditure of £1.8m. This gave us a net deficit for the year of £74k, made up of a restricted fund deficit (spending money where the income was earned in earlier years) and a small unrestricted surplus of £8k. All these figures exclude our investment gains and actuarial pension movements.
 - 5.2.2. Our investments, managed by abrdn, increased in value in the year from £1.37m to £1.53m. Further information on the types of investments can be found in note 12. The investments are managed according to our ethical policy.
 - 5.2.3. Our defined benefit pension scheme continues to be a significant liability on the balance sheet. At 31/12/21 the liability is £862k. The liability for 2020 had been restated in the year, due to our receiving a detailed actuarial valuation report as part of 2021 scheme disclosures. We have agreed a future repayment plan for pay

this liability, ending in 2034, and we budget for these payments from future income.

5.2.4. At the end of the year, we had available unrestricted reverses of £172k which is less than our policy of £500k. The trustees understand that we currently have insufficient reserves and plan to increase our level of reserves from growth in future budgets.

6. Adoption of the Annual Report and Consolidated Financial Statements for 2021

- 6.1. The Treasurer asked for a proposer to adopt the annual report and consolidated financial statements for 2021.
- 6.2. The proposer was Adam Alexander, and the seconder was Margaret Eyre
- 6.3. GO members present were asked to vote, 48 votes for 0 against, with regards to the proxy votes received by the Chair, 58 for, and 1 against - the vote was carried unanimously. The Annual report and Consolidated Financial statements for 2021 were adopted.

7. Appointment of Auditors 2021

- 7.1. 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 Adam Alexander and the seconder was Margaret Eyre.
- 7.2. GO members present were asked to vote using the poll that would appear on their screen. It was noted 48 for and 2 against, with regards to the proxy votes received by the chair, 57 for and 1 against,- the vote was carried. The re-appointment of Azets (formerly Wilkins Kennedy) was approved.

8. Election of Board Members

- 8.1. The Chair advised that Our Articles of Association state that we can have a maximum of 11 trustees - the total number of 11 trustees may be exceeded by co-option. We currently have 10 trustees on the Board. Trustees are elected for an initial term of 3 years and can be re-elected for two further consecutive 3 year terms. Emma Sayer, Keith Arrowsmith and David Robinson are all now able to be elected for an initial term of three years.
- 8.2. Margaret Eyre Current Chair, Keith Walker, Steve Howell, Liam Gaffney and Marjan Bartlett-Frerijs were all stepping down - gifts were given to retiring trustees at the recent Board meeting on 7 June.
- 8.3. We advertised in The Organic Way, via our e-newsletter and several other external locations for members to apply to join the Board, and we received three nomination forms by the closing date. The three nominations for new trustees, from Angela Wright, Rhiannon Davies, and Joe McIndoe (apologies from Joe he could not attend today).
- 8.4. As the number of candidates was less than or equal to the number of vacancies no election was required. The election of Angela Wright, Rhiannon Davies, Joe McIndoe, Emma Sayer, Keith Arrowsmith and David Robinson was confirmed.
- 8.5. It was noted that Andrew Collins, vice-chair has been appointed by the Board of Trustees as Chair for a period of twelve months. Adam Alexander has been appointed as vice-chair for a period of twelve months.

The Chair closed the meeting.

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