

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SOCIETY
HELD ON 7th NOVEMBER 2016 7:30pm
AT ARD JERKYLL, EAST FOXDALE**

Board Members and Officers Present

President	Alex Downie OBE (AD)
Chairman	Jacqueline Street (JS)
Assistant Treasurer	Sue Waring (SW)
Treasurer	Debbie Clague (co-opted) Sue Blythe (co-opted) Rosie Ellwood (co-opted)
Members	Steve Burrows (co-opted) Alan Ormsby Mike Wilson (MW)
General Manager	Juana Warburton (JW)
Veterinary Surgeon	Raymond Cox (RC)

Board Members Apologies For Absence Paul Halliday (Company Secretary)

Item 1: Formal convening of meeting (Jacqueline Street, Chairperson of the ManxSPCA)

The Chairman of the Board:

Called the meeting to order at 19:30 and welcomed all persons attending.

Gave apologies for the lateness of the AGM in the year due to a combination of factors delaying filing of the Accounts, and stated that the 2017 AGM would return to Summer as is customary for the Society.

Introduced the President and Directors / Charity Trustees of the Society present at the meeting, and relayed the Secretary's apology for his absence.

Convened the meeting and asked the Members present to approve the President as Chairman of the meeting, which approval was given.

Item 2: Attendance (Alex Downie, President of the ManxSPCA)

The President of the Society:

Added his welcome to those attending.

Asked all to rise in tribute to those Members no longer with us, which Members did.

Asked for confirmation that the meeting was quorate with the required minimum of 20 'A' Members in attendance, which the Chairman confirmed in the absence of the Secretary.

Asked for confirmation that no one on the board or amongst the assembled Members had any conflict of interest with respect to the items on the agenda, which was confirmed when none were declared.

Item 3: Consider and adopt the minutes of the Annual General Meeting held 7th September 2015

The President then introduced the first substantive item of business, to Consider and Adopt the minutes of the AGM held 7th September 2015. Joanne Oldbury proposed adoption of the minutes, seconded by Jane O'Connor. The President asked the assembled Members for a show of hands from those in favour of adopting the minutes, and then for a show of hands from those against. Those present at the meeting approved the adoption of the

minutes, and the President then explained that the proxy votes would be accounted for at the end of the meeting. The President asked the Members whether there were any Matters Arising from the minutes. There were none.

Item 4 (a): Consider and adopt the 2015 Annual Report and Financial Statements

The President then introduced the next item of business, to Consider and Adopt the 2015 Annual Report and Financial Statements which had been previously published to Members, and asked the outgoing Treasurer, Sue Waring, if she wished to speak about them.

Sue spoke about the two shops, explaining that the figures in the accounts for the shops were amalgamated, so they did not give a complete picture. The Bucks Road shop had been successful, delivering approximately £27K net profit, however the Windsor Road shop had made approximately £12K loss and has been closed since August when the lease expired.

Sue invited questions from the Members, and was asked to provide a brief rundown of the shop's expenses. She explained that the primary expenses were Rent, Staff Wages, and Electricity. There were other minor incidental expenses but these three formed the bulk, with the Rent being £9K per annum discounted from £12K.

A Member asked if questions were confined to the matter of the shops, to which Sue responded that questions could be asked about any aspect of the accounts. The Member then expressed concern about the Operating Deficit reported in the Accounts, and requested update given that the 2015 accounts were nearly a year past, and in particular asked whether the Society was still solvent.

The General Manager addressed the question, introduced the Society's auditor, David Callin of Callow Matthewman & Co., and explained the board had considered the matter and unanimously declared the Society to be solvent.

A member asked whether the shops were separately accounted for, given that the income and expense of the shops is consolidated in the Annual Report.

Sue explained that the shops' incomes and expenses are all separately recorded so that the performance of each shop can be analysed individually, they have merely been consolidated for the Annual Report.

The President then asked the Members to adopt the Annual Report and Financial Statements. The motion was proposed by Anne Hunter and Seconded by Sue Madigan. The President asked the assembled Members for a show of hands from those in favour of adopting the accounts, and then for a show of hands from those against. Those present at the meeting approved the adoption of the Annual Report and Financial Statements.

Item 4 (b) Consider and, if appropriate, delegate and authorise the Board of Management to fix the auditor's remuneration.

The President welcomed David Callin from Callow Matthewman & Co, the Society's auditors, and explained that the auditors have indicated their willingness to continue as auditors. The President then moved that the Members consider and, if appropriate, delegate and authorise the Board of Management to fix the auditor's remuneration. The motion was proposed by Claire Duggan and seconded by Joanne Oldbury. The President asked the assembled Members for a show of hands from those in favour of the motion, and then for a show of hands from those against. Those present at the meeting approved the motion.

The President then asked David Callin whether the Annual Report and Financial Statements were true and fair, and Mr. Callin affirmed.

Item 5: Consider and adopt the 2015 Board/Operational Report

The President introduced the next item of business as being for the Members to Consider and Adopt the 2015 Board / Operational Report, and invited Jacqueline Street (JS), as Chairman of the Board of Management, to run through the key points in the report following which the Members would be provided the opportunity to ask questions.

JS introduced the report by remarking that 2015 had been a year of considerable change and development following the Organisational Review in late 2014. She went on to state that some major projects had come to fruition, such as the re-modelling of the Aviary, which some Members would be unaware of because it is tucked away at one side of the premises, and that this work was good for the island's wildlife, and for the staff working in the Aviary. JS also explained the associated work of Barbara Cole in Castletown, who is supporting the society and providing a soft release flight for wild birds.

JS observed that Small Animals, Cattery and Kennels all had excellent rehoming rates over the year, and recognised the efforts of staff and volunteers in achieving such good rehoming rates given that the Society is the only organisation on the island which accepts all animals, unlike most others including those in the UK, which are selective. JS also noted that the rehoming statistics were assisted by the Society's use of a Clinical Animal Behaviourist kindly funded by the Scheinberg family.

JS reported that 2015 was a challenging year financially, it was important to get the Society's finances on track, and one of the major challenges for the Board, Members and Supporters was to ensure that the Society has regular income instead of relying on legacies. She then invited questions from the floor.

A Member asked when, given that the Society has always survived on legacies, did we anticipate having 50% of the Society's income from other sources.

JS responded that we could not give a precise answer, but that we were seeking diversification of income sources and looking at other organisations across for inspiration. She cited a similar organisation in the UK where 70% of the income was generated commercially. The ManxSPCA has recently opened a new shop in Ramsey, and is working to enable more people to support the Society online such as through the Amazon Affiliate scheme.

Board Member Mike Wilson explained that the the Amazon Affiliate scheme has no cost to the online shopper, but has generated £345 in commission for the Society from Amazon on c. £6,500 of purchases, and encouraged people to use it and publicise it, especially if buying expensive items through Amazon.

JS said that whilst the Board could not say exactly when, they were looking to achieve 50% of income from sources other than legacies within the next 18 months. All ideas are welcome, the Board will be holding a strategy awayday around the end of the year, but clearly we need to do more fundraising. Having the General Manager in place has contributed, we have more people raising money through the Friends of the MSPCA and more events, but we need to do more networking. A Car Park for the PlayBarn would assist in improving income from letting of the PlayBarn for events.

A Member requested information about the Animal Behaviour Training. JS agreed that access to a behaviourist is very important. The fast turnaround and high level of rehoming of animals coming into the sanctuary demonstrated the effectiveness of behaviour work. The Society's provision of of appropriate training, resources, support and empowerment to staff has been effective and JS is very proud of what the staff have achieved.

A Member asked whether the Society should have a paid fundraiser. JS explained that part of Juana's role encompasses fundraising, we have recently opened the new shop in Ramsey with an amazing team of volunteers there, and she would like to see shops in all four quarters of the Island, so with recent developments she did not think it was yet time to make a decision on a dedicated fundraiser.

President then asked Members whether there were any more questions for JS. There being none the President then asked for a Proposed and Secunder for the Adoption of the Board / Operational Report. The motion was proposed by Rosalie Scott, seconded by Carolyn Main. The President asked the assembled Members for a show

of hands from those in favour of the motion, and then for a show of hands from those against. Those present at the meeting approved the motion.

6. Veterinary Report (Raymond Cox, Practice Principal, Milan Vets)

The President then invited Ray Cox (RC), the Society's appointed Veterinary Surgeon, to give his report to Members. Ray read through his written report in full.

A Member asked about a dog he had walked which was stressed by being kennelled. Other questions were raised about the operations of the kennels, which RC said should be directed to the General Manager. A member expressed concern about the Animal Behaviourist not being on-island full time to observe the animals and give advice. JW, as General Manager, explained that whilst the Animal Behaviourist was not on-island full time she is highly experienced and qualified and the Society sought and took her professional advice remotely when necessary. A supplementary question was raised in respect of whether the Animal Behaviourist's guidance might not be up to date given the constant progression of understanding in this discipline, to which JW replied by explaining the Continuous Professional Development obligations which meant that all professionals working in Animal Welfare had a duty to keep their knowledge and skills up to date.

Several Members discussed their recollections, perceptions and concerns about the circumstances leading to the decision to euthanise the dog. A Member praised the Society's management of unwell cats. A Member suggested that perhaps better communications, particularly with those Volunteers who walk the dogs in the Society's care, would have improved Members' and Volunteers' understandings of the situation in respect of the dog.

The President summarised the discussion by saying that the situation surrounding the decision to euthanise the dog had been thoroughly aired and that the decision to euthanise was taken professionally. He thanked RC for his report.

7. General Manager's Report: an update on progress made in 2016

The President then invited Juana Warburton (JW) to present her General Manager's report, which JW explained covered the period from her taking up the post during the latter part of 2015, to the time of writing in late October 2016. JW supplemented her written report with a photo presentation illustrating some of the more significant events, initiatives, developments/improvements and statistics of the past year, and thanked several volunteers for their exceptional support of the Society. JW explained some of the fundraising / income generating activities and how these were contributing to the sustainability of the Society, and showed a slide illustrating the breakdown of income during 2016 to date which was 49% from legacies, and 51% from other income. She also informed Members that the Society is now working with a local Animal Behaviourist, Debbie Martin. There were several questions from Members during JW's presentation which contributed to the topics covered in the slides. Following her presentation JW invited questions.

A Member asked for a clarification on the numbers of dogs rehomed in recent years, and the Chairman, Jacqueline Street explained that the Society was helping more people with dog problems before they get to the point of needing to bring the dog to the Sanctuary, which is a contributory factor to the improved numbers.

The President then asked Members if there were any further questions, and there being none moved to the next item on the agenda.

8. Election of a maximum of eight Members to the Board of Management

The President then introduced the next item, being the elections to the Board of Management for which Members had already received ballot papers. He explained that of the six names presented the last two on the list were already on the Board, Jacqueline Street and Paul Halliday, and the other four were nominations of new Board

Members who would, as is customary, be asked to speak to introduce themselves to the Members of the Society. The President then asked Sue Blythe, Steve Burrows, Debbie Clague and Rosie Ellwood to each address the assembled Members.

Following the introductions of the new Board nominees the President then asked the Members present to fill in their ballot papers for the various motions and the election to the Board of Management, and explained that he would deal with any matters raised as "Any Other Business" while the ballot papers and proxies received were being tallied.

At this point there was a short break whilst the Poll Cards were filled out and collected.

Any Other Business

The President then invited Members to raise any other matters they wished to discuss.

A Member questioned why the Ard Jerkyl Tearooms were not being operated by ManxSPCA staff. The General Manager replied explaining that the tearooms are currently leased to a tenant however the future operation was uncertain and may change as a consequence of the reduced custom due to the road closure in Foxdale.

A Member asked why the AGM was being held in the Tearooms instead of the Play Barn, in particular as the noise of the kitchen refrigerators made it difficult to hear all that was being said. The General Manager explained that the number of Members who had confirmed their attendance for the AGM could be accommodated in the Tearooms, which were warmer and more comfortable of a winter evening.

A Member asked for an explanation of how the Amazon Affiliate scheme worked to provide income for the Society, and Board member Mike Wilson, who set up the scheme, explained.

A Member questioned whether the Board Room / Training Room in the Play Barn could be better utilised. The General Manager explained the wide range of purposes for which that room is used.

A Member asked whether the Society receives much regular income via Standing Orders. The General Manager explained the range of funding which the Society receives and its work to diversify these.

A Member expressed concern about the poor Disabled Access to the Play Barn.

Members then conversed amongst themselves for a few minutes while waiting for the counting of their votes on the Resolutions to be completed and announced.

Resolutions

1. To approve the minutes of the Annual General Meeting held 7th September 2015

Proxy Votes: For 15, Against 0
At the Meeting: For 35, Against 1
No Abstentions

The resolution was Carried

2. To approve the 2015 Annual Report and Financial Statements

Proxy Votes: For 15, Against 0
At the Meeting: For 36, Against 0
No Abstentions

The resolution was Carried

3. To approve the 2015 Board / Operational Report

Proxy Votes: For 15, Against 0
At the Meeting: For 34, Against 0
No Abstentions

The resolution was Carried

Election of a maximum of eight Members to the Board of Management

There only being six nominations for the eight places available to be filled on the Board of Management, the six persons elected to the Board to serve for three years were:

Sue Blythe, Steve Burrows, Debbie Clague, Rosie Ellwood, Paul Halliday and Jacqueline Street.

Following the announcement of the member's votes Mr Downie stated how pleased he was to see so many Members in attendance at the AGM and asked them to give all a round of applause for the work of the ManxSPCA.

The meeting closed at 9:45 pm.