Minutes of the Texel Sheep Society AGM that took place at 18.00on Friday 8th November 2019 at the Dunadry Hotel, 2 Islandreagh Drive, Dunadry, Co Antrim, BT41 2HA

In Attendance
Steve Richardson - Chairman & President
Roy Campbell – Vice Chairman & Vice President
John Yates – Chief Executive
Gil Burton – Minute taker
Members in attendance...

Name	**Flock**
Master Ryan Rea	Ballymather
Mrs J Aiken	Coniston
Mr J Aiken	Procters
Mr & Mrs S H & H Smith	Penparc
Mr Andy Barr	Parkhouse
Mr Steve Martin	Broomhall
Mr D J McKerrow	Nochnary
Mr Alastair Gault	Forkins
Mr John T Tough	Easterseat
Mr Dafydd Jones	Kitrob
Mr Graeme Knox	Haddo
Mr & Mrs P A Kermode	Orrisdale
Mr & Mrs S J McCollam	Carmavy
Mr P Mitchell	Avon Vale
Mr Doug Nesbitt	Alwent
Mr Stephen Nesbitt	Deneside

Chairman, Steve Richardson, welcomed all to the AGM and thanked those present for attending, he declared the AGM open at 18.03

1.**To Receive apologies for absence**
The Chairman advised apologies had been received from the following Members...

Name	**Flock**
Mr Tomos Evans	Welsh
Mr Graham Hill	Rollo
Mr Elliot Bell	Kiltariff

The Chairman asked for any further apologies. Non-Forthcoming.

2.**RESOLUTION**: **to approve the minutes and matters arising of the Annual General Meeting held on Saturday 17th November at the North Lakes Hotel, Ullswater Road, Penrith, Cumbria, CA11 8QT**

The Chairman asked for any comments, none forthcoming.
Proposed by David McKerrow
Seconded by Jeff Aiken
3.**To receive the Chairman's report**

- Society investment into genetic improvement services and an active R&D programme all helping to support Breed Development
- Database development continues to provide challenges & opportunities

The Chairman delivered his annual report in which he referred to shows, sales and agricultural events, commenting that good sheep sell well, cull harder! He advised that the Society was investing in genetic improvement and an active R&D programme which all help to support breed development.

The Chairman advised that database development continues to gather speed and provides both challenges and opportunities.

Due to hard work by the CEO, office staff, the support of the Board of Directors, strong governance, and good housekeeping, the Society has continued to achieve a good financial performance. The YDP 5 Nations event was a very successful and well attended event organised by Ailish Ross. 80 young breeders enjoyed the weekend which is excellent promotion for the breed.

The Chairman asked for any comments. None forthcoming.

4.**To receive the Chief Executives report**

The CEO welcomed all to the AGM. He said it had been a challenging year for the industry, Texel have topped sales, clearances were great and there is a real appetite for Texel's, which is to be credited to the breeders, keep it up!

The CEO then referred to the Power Point Presentation and reported on the following:-

The CEO advised It had been a successful year with major events delivered, our Society is in a strong position in our industry with robust financial performance. Our key activities have focused on promotion, sales services, supporting novel research and transition of database from Basco to iTexel whilst our member services focus on delivering pedigree, performance, show and sales and event management, with extensive PR of all activities.

The Society is innovative, and investment has been made to grow our services to meet with the ever-changing demands placed on our industry and from our membership. We have been driving research into our breed and the advancement of technologies to benefit both breed & industry, an area that is becoming ever more important. The Society has a multi skilled and experienced team of staff who have the necessary resources to support our business aims and benefit our membership by maintaining core services ensuring they are fit for purpose, whilst Increasing activity in areas of promotion and supporting the creation of new genetic improvement tools and systems.

Our aims are to continue to accelerate data collection from Texel flocks & provide improved analysis/reporting for our membership. We embrace and harness emerging genomic technologies whilst investing in core areas of service delivery, seeking grant support if available and appropriate. We have collaborated with strategic partners when we are able, to accelerate our objectives. The CEO said over the next few months the members could expect ….

The introduction of itexel.uk which will replace the BASCO database. Whilst Basco is popular it is well past its working life span (launched in 2005). The iTexel database has capital investment of £40,000 per year over the next 10 years to ensure future proofing of Society services.

During this month and December, the animal and breeder search functions will become available along with online sales cataloguing, and from January registry services will be released with flock reports following in March.

The CEO said he would like to thank the Society Trustees, staff, and members for their support, which enables the Society to remain such a successful and progressive organisation.

The CEO asked for any comments or questions. None forthcoming.

5. **SPECIAL RESOLUTION: to amend Articles of Association**
Article 41 - **DISCIPLINARY PROCEDURES.**
The CEO advised the Board seek the memberships acceptance by way of ballot, either for or against the amended article. The Board of Directors have revised Article 41 to ensure it is fit for purpose in supporting a fair disciplinary process. The amended article is available at texel.uk/agm. The CEO advised that the members were notified through the Society Bulletin of all changes and comparisons of the article are available on the Society website and on page 4-7 of the AGM booklet circulated today.

The CEO asked for a show of hands in favor of amending Article 41
In favor = 16

The CEO asked for a show of hands against the amendment
Against = 0

It was noted that no proxy voting forms had been received at the Society's registered administrative offices.

Amendment successfully carried by ballot.

6. **RESOLUTION: To receive, consider and adopt the income and expenditure account for the year ended 31 March 2019 and the balance sheet as at that date and; to receive, consider and adopt the reports of the board of Directors and the Auditors for the year ended 31 March 2020**.
The CEO advised the Society took ownership of Basco Data Ltd to safeguard its essential database services. Basco Data Ltd had a material effect on the Society accounts, requiring consolidated group accounts to be presented. Consolidated results include income and expenditure of the subsidiary.
Basco data Ltd incurred a loss of £47,396, primarily due to the depreciation of the Basco database asset (2005 - 2018). This does not present a cash cost to the Society or increase financial risks.

The loss, when added to the Society's net expenditure of £3,594, (before investment impairment) results in a group net expenditure of £50,990. Impairment of shareholding of Basco data Ltd was also considered and the Society Board chose to impair its investment in its subsidiary – Basco Data Ltd by £20,000. (reducing it to £60,000). It is expected that further impairments will be made in 2019/20. Net Expenditure for the Society ended £30,988 which includes its impairment (£20,000). Return on investments totalled £7,394.

The Society balance sheet. Consolidated total funds carried forward total £1,021,975

The CEO explained the financial Impact; Net expenditure for the year amounted to £50,990. This amount has been added to reserves brought forward leaving fund balances of £1,021,975 at the year end. The Trustees consider the results to be satisfactory.

Reserves policy (as shown on page 17 of the AGM booklet) - As at 31st March unrestricted reserves stood at £816,053 compared to unrestricted expenditure of £536,153. The Society maintain unrestricted funds, that are not designated, which are free reserves of approximately 18 months of unrestricted expenditure. This is intended to provide sufficient funds to cover management, administration and promotional costs and commitment to any Investment Policy. The Board of Trustees considered the most appropriate policy for investing funds during the period to be the use of managed share portfolio accounts, with NFU Mutual and Old Mutual Wealth, for long term investment opportunity. £7,394 gains were achieved on investments. With short term cash held within a direct reserve account with RBS, our bankers.

The CEO said that TSS Expenditure has increased by 0.89% (£8,610) to end £976,487 with support costs (£12,265) and labour (£53,304) rising to support R&D projects.

TSS income increased by 0.90% (£8,581) with R&D income totalled £243,091, a rise of 23% (£45,693). Subscriptions income remained stable (£104,854) and registrations income increased by 2.2% (£8,535) to end £394,634.

The CEO asked for any questions.

John Tough (Easterseat) congratulated the Society on their research projects, he asked what do we get from it? The CEO said we want to provide services for the membership, Research & Development helps to support our aims with footrot, mastitis genotype's and breed values for example.

Successfully being awarded Innovate UK grants and working with academia is something that is good for the Society, helping us to meet our charitable purposes.

Mr S Nesbitt (Deneside/Alwent) asked what happens to Basco? The CEO said the Society owns it. We have created a new database, iTexel. The Basco Data Ltd Board will need to consider its future purpose as the database will be switched off, with the expectation that their Board will move to strike the company off at Companies House and cease to trade.

The CEO asked for any further questions. None forthcoming

Proposal to receive, consider and adopt the income and expenditure account for the year ended 31 March 2019 and the balance sheet as at that date and; to receive, consider and adopt the reports of the board of Directors and the Auditors for the year ended 31 March 2020.

Proposed by David McKerrow
Seconded by Steve Smith

7. RESOLUTION: To confirm the appointment of Dafferns LLP as the auditors for the Society and to authorise the Board of Directors to fix the remuneration of the Auditors.

The Chairman asked for any comments, none forthcoming

Proposed by Andy Barr
Seconded by Pete Mitchell

8. Announcement of the Board of Directors election results

The Chairman advised the following results

Area 1 – North of Scotland - Mr Graeme Knox - Haddo - re-elected unopposed

Area 4 – South West of Scotland & Cumbria - Roy Campbell - Cowal - Royel - re-elected unopposed

Area 13 – Mid Wales & Borders – Steve Smith - Penparc - re-elected unopposed

9.Any other business that has previously been agreed by the Chairman.

The Chairman asked for any further comments, none forthcoming.

The Chairman, Steve Richardson, thanked all for attending, he said this was his final AGM as Chairman, he wanted to thank the CEO, Gil Burton along with the Society staff, and Roy Campbell, his Vice Chairman. He said he was very pleased to announce Roy as the new Chairman of the Society. Following a round of applause Steve wished all an enjoyable evening and declared the meeting closed at 18.45.

Friday 8th November 2019.