

ZOOLOGICAL SOCIETY OF LONDON

**MINUTES OF THE ANNUAL GENERAL MEETING**

held online and at London Zoo, Regents Park

at 19:00 on 23 November 2023

Present: Professor Sir Jim Smith (President)  
Richard Sykes (Treasurer)  
The Council of the Zoological Society of London  
104 Fellows of the Society

Attending: ZSL's Chief Executive Officer and Executive Committee

**1. PRESIDENT'S WELCOME**

The President welcomed attendees to the 194<sup>th</sup> Annual General Meeting and thanked the Fellows of the Society for their ongoing support of ZSL, as well as for their engagement with the consultation on proposed changes to ZSL's governing documents. The next steps with regards to the governing documents were to informally submit the amendments to the Privy Council for comment.

The President congratulated the winners of ZSL's various awards and medals, presented at a ceremony on 18 October 2023. There had not been a formal ceremony since 2019 and therefore winners for the preceding four years had been presented with awards.

The President introduced the Chief Executive Officer, Matthew Gould, the Treasurer, Richard Sykes, the Interim Chief Financial Officer, Richard Cawthra, and the other members of the Council. It was noted that members of the Executive Committee were in attendance, and it was confirmed that the meeting was quorate.

**2. APOLOGIES**

Apologies were received from Fellows who were unable to attend the meeting.

**3. MINUTES OF THE PREVIOUS MEETING**

The minutes of the Annual General Meeting held on 21 November 2022 were approved.

**4. UPDATE FROM THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer, Matthew Gould, thanked the President and the Council for their ongoing support, guidance, and scrutiny, thanked ZSL's Executive Committee for their expertise and commitment, and thanked the Fellowship for their support.

As he reached the end of his first full year as Chief Executive Officer, Matthew noted that ZSL was in a strong position following a positive couple of years. However, in order to continue to survive and grow, the Society needed to continue to be motivated and ambitious.

The Chief Executive Officer introduced two new members of the Executive to the Fellowship; Claire McKeown, Director of Estates Transformation, and Johan du Toit, Director of Science. ZSL's new Development Director would be joining ZSL in early 2024 following the departure of James Wren.

The Chief Executive Officer described the highlights from his first year at ZSL:

- The introduction of universal credit tickets in February 2023 had been one of the most positive developments during the year. Since the introduction of the initiative, 402,000 visitors had used the scheme, enabling ZSL to inspire and engage people for whom the cost of entry had previously been a barrier, allowing ZSL to reach different demographics, and increasing ZSL's income.
- ZSL continued to develop and broaden its education programmes, working in partnership with local schools and running targeted programmes for excluded and at-risk pupils. ZSL had reached 137,914 students and teachers in 22/23 with an impressive depth of engagement.
- The British Government had selected ZSL to lead a seven-year project in the West Congo Basin as part of the Biodiverse Landscapes Fund initiative. ZSL's selection was a significant endorsement of the Society's work and approach to conservation and human wildlife conflict.
- The Institute of Zoology's research had been rated world-leading by Research England. Collaboration between the zoos, conservation interventions, and science made ZSL a unique organisation. To foster this collaboration, the first OneZSL internal conference was held in January 2023, bringing together staff from across the organisation at one event.
- ZSL's Communications team had made considerable progress expanding ZSL's reach on social media, in particular launching on ZSL Tik Tok for the first time.

The Chief Executive Officer described the challenges facing ZSL;

- Cost of living increases were impacting ZSL's cost base as well zoo visitors' price sensitivity.
- ZSL's estates and infrastructure were aging and needed significant investment.
- Funding for science and conservation programmes was dependent on restricted funding, limiting ZSL's ability to innovate.
- ZSL had limited control over external risks to income streams, particularly the weather which had a direct impact on zoo visitor numbers.

- There were several cuts, redundancies, and hiring freezes made during the pandemic. These were necessary for ZSL to survive but meant that the organisation had been operating with limited capacity.

The Chief Executive Officer described the key opportunities ZSL;

- There was significant potential to grow ZSL's fundraising under the new Director of Development.
- ZSL's two estates had huge potential.
- Continued integration and collaboration across the different parts of ZSL would create more opportunities, especially in terms of innovation.
- Continued growth of social media would enable ZSL's to reach an increasing audience.
- Develop ZSL's policy influence and public campaigning on important issues from an evidence-based position.
- Opportunity to become a convening place and centre of conversation about living with nature.

## **5. THE ACCOUNTS OF THE SOCIETY AND INDEPENDENT AUDITORS REPORT**

### TREASURER'S INTRODUCTION

The Treasurer, Richard Sykes, provided an overview of his role as chair of the Audit Finance and Risk Committee which supported Council in its oversight and governance of ZSL's finances and risks. The Treasurer advised that ZSL's governance and financial controls were in a good place.

The Treasurer noted the disclosure of the principal risks in the Annual Report and the Audit Finance and Risk Committee's role ensuring that risks were appropriately identified and controlled.

ZSL had received a clean audit report and remained a going concern. The Treasurer confirmed that the Council had signed-off the annual report and financial statements for the year ended 31 April 2023.

The Treasurer thanked Jo Keaney for her time as Chief Financial Officer, and thanked ZSL's Head of Finance, Richard Cawthra, for stepping up as Interim Chief Financial Officer following Jo Keaney's departure.

### THE ACCOUNTS OF THE SOCIETY

The Interim Chief Financial Officer, Richard Cawthra, provided an overview of the accounts.

#### **Operating Performance**

There were 1.98 million total visitors to ZSL's two zoos in 2022/2023, an 11% increase compared to 2021/22. This was split between zoo member visits (642k) and one-off visitors (1.34m).

ZSL's total income (including both restricted and unrestricted income) for the 2022/23 financial year was £79.4m. This was comparable to the 2021/22 financial year where total income was £79.5m. Admissions income had fallen by £1.8m compared to the prior year, but secondary spend in ZSL's shops and restaurants had increased by £0.6m. Membership income had increased by £0.6m, investment income had increased by £0.5m, grant income had increased by £3.2m, and other charitable income by £0.4m compared to the prior year. Donations and legacy income had fallen by £3.6m which was mostly due to the large amount of significant restricted donations in the previous year for the Snowdon Aviary restoration project.

ZSL's total expenditure for the 2022/23 financial year (including both restricted and unrestricted) was £75.6m, an increase of £4.7m compared to expenditure of £70.9m 2021/22. Zoo and trading operating costs had increased and the organisation was building back in expenditure which had been cut back during the pandemic years. Most of the increased expenditure (£2.7m) were zoo operation costs, with an additional £1.1m spent on conservation activities compared to prior year, and an additional £0.9m spent on science and research compared to prior year.

The resulting deficit for the 2022/23 financial year was £784k.

### **Capital Investment**

Capital investment in the 2022/23 financial year was £9.4m. This built on the £8.7m capital investment in 21/22. The most significant projects in 2022/23 were the Snowdon Aviary restoration into Monkey Valley, the new Galapagos Tortoise house and new reptile house in London, and the monkey forest development at Whipsnade Zoo.

Total cash as at 30 April 2023 was £23.7m, £5.5m behind total cash of £29.2 as at 30 April 2022, however the majority of this variance was due to increased capital expenditure. This was reflected in total fixed assets which were £56.4m as at 30 April 2022 compared to £62.2m as at 30 April 2023.

## **6. MEMBERSHIP OF COUNCIL: RETIREMENTS AND ELECTIONS**

The changes to Council following the 2023 Council elections were reported by the President as follows:

### **i. Retirements**

In accordance with Byelaw 22 (d), Martin Rowson and Ken Sims retired as members of the Council.

The President noted Council's immense gratitude to Martin and Ken for their significant contributions to Council.

### **ii. Elections**

In accordance with Byelaw 22 (d), Shruti Ajitsaria and Jonathan Cracknell had been elected to serve on the Council for a period of 4 years.

iii. Selections

In accordance with Byelaw 23, Loraine Woodhouse had been selected by Council to serve on the Council for a period of 4 years.

## 7. SUBSCRIPTIONS FOR 2024

The President introduced the proposed subscriptions for 2024 on behalf of Council, to take effect from 1 January 2024. The President noted that all Fellowship subscription prices had been frozen between 2022 and 2023.

The President advised that the proposal for the reintroduction of Scientific Fellowship included the use of post nominal letters, which required an amendment to ZSL's Byelaws. The launch of this category of Fellowship was therefore on hold until the amendment could be formally agreed. A subscription rate for Scientific Fellowship was being presented in anticipation of being able to launch Scientific Fellowship at some point during 2024.

Fellowship type	2023 rate	Proposed rate 2024
Fellow	£159	£165
Fellow (concession rate)	£143	£148
Pre-2018 Concession Fellow	£96	£125
Graduate Fellow	£78	£80
Student Fellow	£52	£48
Non-visiting Fellow	£48	£48
Overseas Fellow	£80	£80
Scientific Fellow (proposed – not yet in place)		£180

The proposed subscriptions were approved by the meeting.

## 8. FELLOWS' QUESTIONS

In response to a question regarding the implementation of ZSL's new ticketing system, Richard Cawthra confirmed that the new ticketing system for Fellows and Members had launched. There had been some issues following the launch including a known issue for Patron Fellows which was being addressed.

In response to a question regarding the amendments to ZSL's governing documents, the President advised that the proposed amendments had been positively received by the Fellowship during the consultation and were now ready to submit to the Privy Council. Once the Privy Council had informally

agreed the changes, which could take several months, the final changes would be put to a ballot of the Fellowship.

In response to a question regarding the redevelopment of London Zoo's North Bank and the Mappin Terraces, the President introduced Claire McKeown who had recently been appointed as Director of Estates Transformation. Both the North Bank and the Mappin Terraces were underutilised and would be key areas to consider as part of an overall masterplan for ZSL's sites. There were no finalised plans that were ready to share but the Executive recognised the importance of making the most of the site.

In response to a question regarding the old Reptile House at London Zoo, Chief Operating Officer of London Zoo, Kathryn England, advised that ZSL's reptile and amphibian teams had started the process of moving species over from the old Reptile House to the new Reptile House on Barclay Court, due to open in 2024. The old building was no longer fit for purpose to house animals, but its location and importance meant that it would be renovated for non-animal visitor engagement.

In response to a question regarding the estates masterplan, Claire McKeown advised that different aspects of the masterplan were being progressed. The Executive were reviewing ideas and identifying funding mechanisms for the aspects to be taken forward, particularly those that would drive future income generation.

In response to a question regarding the sad death of a tiger cub earlier in the year, Kathryn England advised that this had been difficult for everyone at ZSL. The adult tigers had not displayed any aggressive behaviour, and the death was an accident which occurred during normal play behaviour.

In response to a question about the newly convened Youth Advisory Board, it was agreed that the Youth Advisory Board would be invited to report to the Fellowship at the next AGM in November 2024.

In response to a question about the removal of the Treasurer role, Richard Sykes advised that he was a strong advocate for the removal of the role. It was important that Council had at least one Trustee who was appropriately qualified to chair the Audit and Finance Committee, but otherwise the Secretary and Treasurer roles were outdated in modern charity governance, particularly for a large charity like ZSL which had highly qualified, professional staff. The president added that the removal of the Officer roles had the additional benefit of removing any perception of a two-tier Council. Council strongly endorsed the model being proposed.

In response to a question on ways of engaging donors for unrestricted funding, Matthew Gould advised that it was important to first ensure that ZSL had a clear and communicable strategy and forward-looking plans. The incoming Development Director would have a key role to play in building the fundraising team up to support the organisation.

In response to a question regarding recent investment into children's play, Chief Operating Officer of Whipsnade Zoo, Owen Craft, advised that the provision of play facilities was an important component of the overall visitor experience. As well as providing commercial return, play facilities supported visitor numbers and engaged younger audiences.

In response to a question regarding the old sea lion enclosure, Owen Craft advised that the structure had been demolished and the plan was to use the created space to provide covered picnic areas.

In response to a question about direct interaction between people and animals, Kathryn England advised that as well as Health and Safety considerations, ZSL had a duty of care to the animals in its care. For the majority of species there were welfare implications of allowing people to interact with animals. Where contact was appropriate and had a positive impact on welfare, such as for the Pigmy Goats at London Zoo, this could be facilitated. ZSL offered different experiences for people with different needs to enable connections with animals and were also ensuring that staff received varied training.

In response to a question about the closure of London Zoo for a corporate event, Matthew Gould advised that the Executive had weighed up the positive and negative impacts of the event. The financial benefit to ZSL had been significant. There had been substantial communication in the run-up to the event and as a result very few people were turned away at the gate and there were a small number of complaints.

In response to a question as to whether ZSL would establish a dedicated Conservation Committee, the President advised that Council and the Executive were reviewing the overall governance structure to identify areas where independent expert advice would be beneficial.

In response to a question regarding the timing of the AGM, Richard Cawthra advised that the November AGM was due to ZSL's financial year ending in April and the time required to finalise, audit, and publish the Annual Report and Financial statements. The AGM was previously held in the summer when ZSL's financial year end aligned with the calendar year end in December.

## **9. CLOSING ITEMS**

There being no further business, the President closed the meeting.