



## **Minutes of the Annual General Meeting of the Suffolk Agricultural Association (SAA)**

**Meeting held on Wednesday 5th May 2021 at 11.30 am via remote access**

**Present:** 55 Members attended.

**Officers in Attendance** - Phillip Ainsworth, Ian Liddell, Margie Morris (minutes)  
Jake Pike (AV Support)

**Others in Attendance** - Sarah Chambers (EADT)

The SAA Chairman (David Nunn) welcomed all to the Association's 190th Annual General Meeting and its first, and hopefully last, as a virtual gathering. The usual convention is that the President Chairs the meeting but due to the unusual circumstances of this year the President, Bill Kemball, asked the SAA Chairman to chair the meeting.

Before commencing the formal business of the meeting, Vice Presidents and Members of the Association who had died since the 2020 AGM were remembered. The SAA Chaplain, Canon Brynn Bayman (recently appointed a Canon and congratulated by the Chairman) led the prayers and thoughts for the following: Bishop John Waine, Bishop Richard Lewis, Lady Caroline Tyrrell, Mr Andrew Turnbull, Mr David Perkins, Mr Brian Hull, Mr Gordon Tibbenham, Mrs Jill Adams, Mr Chris Glass, Mr David Waspe, Mr Roy Colchester, Mrs Gill Buckle, Mr Stephen Over, Mr Bill James, Mr P Riseborough, Mr Philip Hope-Cobbold, Mr Stuart Stone, Mrs Cherry Barclay, Mr David Sears, Mr Tony Hillman, Mr Roger Fern and Mr Andrew Brown.

A minute's silence was then observed.

### **1. Apologies for Absence**

8 apologies were received.

### **2. Adoption of the Minutes of the 2020 AGM**

The Chairman noted the minutes of the 2020 AGM had been approved by the Trustee Board. In turn all members present approved the Minutes.

### **3. Ordinary Resolution 1 - To Receive and Adopt the Trustees' Report and Audited Financial Statements for the year ended 30 September 2020.**

**Trustees' Report for the year:**

**Audited Financial Statements for the year ended 30 September 2020 – Simon Tucker (Treasurer):**

The Treasurer opened by noting that financial statements for the year ending 30 September 2020 received a clean audit opinion from the auditors Price Bailey for both the SAA and TPEL and were approved by the Association's audit committee and by the full Trustee Board in December.

## Key figures from the consolidated audited accounts

Statement of financial activity	2020	2019	Change
Total Income	£1,815,349	£3,398,411	£1,583,062
Total expenditure	£1,980,681	£3,324,578	£1,343,897
Operating gains (loss)	£165,332	£73,832	£239,164
Investment gains	£245,045	£335,341	£90,296
Revaluation of property	£675,764		£675,764
Net Income for Year	£755,477	£409,173	£346,304

Balance Sheet	2020	2019	Change
Balance sheet total	£12,671,702	£11,916,225	£755,477
Investments	£6,140,195	£5,981,128	£159,067
Investment property	£800,000		£800,000
Cash at bank	£414,307	£106,382	£307,925
Bank loans	£707,776	£795,067	£87,291

## Trinity Park Events Ltd (TPEL)

	2020	2019	Change
Turnover	£584,334	£1,391,799	£807,465
Total expenditure	£718,152	£1,302,462	£584,310
(LOSS) / PROFIT FOR YEAR	£133,818	£89,337	£223,155
Balance Sheet Total	£270,509	£136,691	£133,818

## Key Points

- Clean audit report for both SAA and TPEL
- Show cancellation insurance claim of £690,547 received
- Government furlough CJRS support of £222,886
- Two let residential properties reclassified as investment properties resulting in a re-valuation surplus of £675,764
- TPEL recapitalised post year end to eliminate its negative balance sheet and to fund new income streams, value £400,000 investment from the SAA (to cover negative balance sheet and forecast loss for 2021)

## 2021 Highlights

- Two budgets set – an optimistic case (best) and a pessimistic case (worst)
- Commercial trading better than the optimistic case
- Overdraft facility increased to £750,000 to protect liquidity but not needed
- Funding to replace two toilet blocks and other planned investments affordable within the balance sheet and available funds

The Treasurer proposed adoption of the accounts which was seconded by Mr James Black.

Post a vote by those present and the unanimously supportive proxy votes the Chairman declared the motion carried.

#### **4. Ordinary Resolution 2 - To elect Mr David Barker MBE, currently President-Elect of the Suffolk Agricultural Association, President of the Association 2022 Suffolk Show.**

The Chairman asked the Vice-Chairman, Mr Peter Over to propose that Mr David Barker be elected as President. Peter expressed his great pleasure in proposing David as President for 2022. David and his family farm in Suffolk and as well do much for conservation. David first became involved with the show in 1982 dealing with Tractor handling and then Tradestands. In 1993 he was Deputy Show Director, 1994-97 Honorary Show Director, 1998 Senior Steward of Press, Education and conservation as well as many other roles over the years and sat on numerous committees. David has

also been Chair of the Suffolk NFU, Suffolk Wildlife Trust and a founder of the East Anglian Air Ambulance. Delivering the 2022 Show will be challenging but having David as President with all his experience of the Association will be of great value.

Peter proposed David as the SAA President which was seconded by Mr John Wall.

Post a vote by those present and the unanimously supportive proxy votes the Chairman declared the motion carried.

David replied by thanking all, particularly Peter for his kind words and John Wall for seconding. David felt it a huge honour to become President. David made the point that the SAA has been a large part of his life for many years; he and his family having had wonderful times with the Association over the years, and he committed to do his best for the Show helping the Show Director in any way he could. He also hoped that Bill and Jane Kemball would have a role to play at the 2022 Show as they missed out in his year as President.

**5. Ordinary Resolution 3 - To elect Mr Andrew Fane OBE as President Elect of the Suffolk Agricultural Society for the 2020 Suffolk Show.**

The Chairman asked David Barker to propose the election of Andrew Fane as President Elect. David took great pleasure in proposing Andrew for 2022. Amongst other things Andrew farms at Hoo and Tattingstone and has won the SAA Inventive Farmer competition five times. Andrew has been Chair of governors at Framlingham College and is Chair and owner of Collins Skip Hire which sponsors the Grand Ring. Andrew is also Chair of the Suffolk Preservation society and the Suffolk Punch Trust. With so much to offer the Association David was delighted to propose Andrew.

The Chairman seconded the proposal, and post a vote by those present and the proxy votes in favour with one abstention the motion was carried.

The Chairman then invited Andrew to say a few words in response.

Andrew thanked all, commenting on what a great pleasure and privilege it was to be elected seeing the opportunity to put something personally back into the Show and the Association, particularly in these challenging times. He is much looking forward to supporting the new President in his role, watching and learning what he does, and to contributing in any way over the next year.

**6. Ordinary Resolution 4 - To re-elect the following retiring members of Council who have been nominated for re-election; in accordance with Article 11.1.**

Candidates for re-election:

Roy Barker, Henry Birch, William Hargreaves, George Harris, Terry Hunt, Ben Makowiecki, Lucy Davenport, Peter Mortimer.

John Cousins, Robert Paul and Jason Salisbury decided not to offer themselves for re-election.

Although the proxy forms required this Ordinary Resolution to be voted on in parts, as there was such a strong majority of proxy votes in favour of the election of each individual it was proposed that, as in previous years, the meeting should vote on all the candidates as one resolution.

Post a vote by those present and the unanimously supportive proxy votes the Chairman declared the motion carried.

**7. Ordinary Resolution 5 - To appoint MHA Larking Gowen as auditors for 2021 to take office with immediate effect, to hold office until the conclusion of the next AGM and to authorise the Trustee Board to fix their remuneration.**

The Chairman invited the Association's Audit Committee Chair, Karen Sharpe (KS), to make the proposal and in so doing explain why new auditors had been commissioned and the process by which the selection was made.

There were important reasons for considering changes of Auditors this year:

- 1) In line with good governance our terms of reference require us to review Auditors arrangements every five years.
- 2) Even with a clean audit last year it was a very difficult process to achieve that outcome, and so the Board asked the Audit committee to go out to tender.

Five audit firms were approached with two deciding not to tender. Meetings were held with each firm, including the Chief Executive Phillip Ainsworth, Treasurer Simon Tucker, Finance officer Ian Liddell and KS. Of the three one stood out head and shoulders over the rest and, following a second meeting which included the independent audit committee members, it was unanimously decided to recommend MHA Larking Gowen. Jo Cox, their senior audit partner, is an experienced Charity auditor and also works in the hospitality sector, so ideal for our organisation. As well, Larking Gowen is based in Ipswich and are long term supporters of the Suffolk Show.

KS thanked the Audit committee and management team, consisting of James Black, Jenny Binder, Simon Tucker, Phillip Ainsworth, and Ian Liddell for their inputs.

On behalf of the Audit Committee and Trustees KS proposed the appointment of MHA Larking Gowen as our new Auditors.

The proposal was seconded by Simon Tucker.

Post a vote by those present and the unanimously supportive proxy votes the Chairman declared the motion carried.

**8. Special Resolution 1 - To adopt revised Articles of Association of the SAA (subject to any further amendment by the Charities Commission) and Rules as proposed by the SAA Board of Trustees, Council, and externally assessed and approved by the Associations solicitors, Birketts LLP.**

The Chairman asked Karen Sharpe, who has led the process, to say a few words about the need for revision and to cover the key points.

KS first made the point that Birketts, our legal advisors, advised on our Articles but were not involved in the drafting of the Rules. The Trustees had decided that the Articles needed to be updated as they had identified a few anomalies particularly related to the roles of the Trustee Board and Council. With Birketts it was determined that we needed to simplify the document and clarify the purpose of Council which most importantly was not to continue with it having any executive powers as these, together with the associated liabilities, rest with the Trustee Board. A key example being the requirement for Council to approve transactions valued at over £500,000, which had the effect of making Council members de-facto Trustees.

The revised document only covers matters relating to the Charities Act and the Company Act with all administrative matters now covered by an 'in house' document called the SAA Rules. These can be changed with members' approval at any time, but without the need for Charities Commission approval.

Post a vote by those present and the unanimously supportive proxy votes the Chairman declared the motion carried.

9. The President, Bill Kemball offered thanks to David Nunn, retiring chairman of the Association and to note Council's appointment of his Honorary Life Vice-President Award. In thanking David for his service to the SAA he mentioned that David started stewarding at Gate D in 1977, some 44 years ago, then onto Heavy Horses as a steward for 16 years and then 9 years as the Senior steward. In 2006 he was Deputy Show Director to Stephen Miles and in 2010 Deputy show director to Peter Over. In 2011/12/13 he was Show Director, having some difficult times including needing to cancel the Show on the second day in 2012 due to high winds. During his three years he made a lot of changes particularly the equine area. He was also responsible for demolishing the President's box!

Then in 2017 he became Chairman of the SAA and has guided the SAA through some very difficult times, most notably over the last 18 months with the Covid crisis resulting in the cancellation of two Shows.

Over many years David has done a huge amount for the SAA, and all are indebted to him.

With all this in mind the President presented David (via his son James) an Honorary Life Vice President (HLVP) award for services to the Show and the SAA. As well, a commissioned picture from the Trustees of David's new dog was also presented.

In replying, David commented on the good and not so good times down the years. He recalled how much he had enjoyed being a car parking steward until a chunk of it was sold for development resulting in him dealing with thousands of angry visitors having to queue for three hours; the move to heavy horses was timely and a lot less trouble. David commented that the SAA is a great club and a place for all the family to enjoy and make friends, many for life. His many years had all been great fun and rewarding but it was now time to step aside and let the next generation get involved. David expressed his profound thanks for the HLVP award, and the kind words offered.

10. The Retiring Chairman then welcomed the new Chairman Robert (Bill) Baker. Bill started by thanking David for all the work he had done for the Association particularly in navigating the organisation through the recent pandemic, a situation that no one could have fully foreseen. Bill expressed his enthusiasm for the future and for the organisation to get back doing what it does best. He thanked all the volunteers and staff; he was particularly pleased and delighted that Peter Over had agreed to remain as Vice Chairman.
11. To offer thanks to James Nunn, 2020 Deputy Show Director, and to receive a report on arrangements for the 2022 Suffolk Show from the Honorary Show Director, Bruce Kerr.

Bruce summarised the process by which the decisions were taken that led to the need to cancel the Show because of the Covid pandemic and looking back it was clearly the right decision. Notwithstanding the Show being cancelled Bruce thanked his deputy James for his continued commitment, wise words and support over the years. Whilst there was no Show Bruce was delighted that James had agreed to continue in the role. For all the disappointment Bruce was delighted to present James, via his father David, a tankard marking his tenure as Deputy.

James thanked Bruce saying it was a great honour to be involved with the Show in this way making the point that the role had enabled him to gain a much fuller understanding of the whole event.

Concerning the Show for 2022 Bruce was pleased to report that planning was well underway. The Show Committee had met regularly over the year and whilst aiming to deliver as normal a Show as

possible, a number of scenarios pandemic related, were needing consideration. Bruce thanked his committee members for all their support. He thanked his committee members for all their support and said that he was delighted that Mr Tony Pulham would be joining James as his Deputy for the next Show.

Some key points looking forwards:

- The 2022 Show will be held on Tuesday 31 May & Wednesday 1 June. Starting a day early reflects the national celebrations of the Queen's Platinum Jubilee commencing from Thursday 2 June.
- The Show will be managed by a new software system.
- Two new toilet blocks will be built by the end of March 2022.
- Car parking will be free.
- A survey with members will be conducted to consider ideas for change (some Covid related).
- As part of the 2022 Show, amongst other jubilee activities, The Lord Lieutenant will hold a 'pageant' for the Queen's Jubilee on the second day of the Show. A significant event for the county as it is seen as the launch event in Suffolk for the many other activities that will follow.
- Delighted to welcome Mr Tony Pulham as a Deputy Show Director who will continue to be supported by Mr James Nunn.
- Mr John Taylor will succeed Mr Bruce Kerr post the 2022 Show.

**12. Any other business**

- SAA Gardening Conference Thursday 4<sup>th</sup> November 2021

The Chairman thanked all for attending and then closed the meeting.