



# Minutes of the First Extraordinary General Meeting (“EGM”) of the Durrell Wildlife Conservation Trust (“DWCT” or the “Trust”)

Held at The Freedom Centre, Bath Street, St Helier, Jersey, JE2 4SU on Thursday 02 May 2024 (the “Meeting”)

## Present

MATTHEW HATCHWELL (Chair)  
LEE DURRELL (Honorary Director)  
GARY CLARK (Honorary Treasurer)  
GERALD VOISIN (Honorary Secretary)  
RICHARD DAGGETT (Trustee)  
JONAS MULLER (Trustee)  
GILLIAN ARTHUR (Trustee)  
SARAH COOK (Trustee)  
NIALL HUSBANDS (Co-Opted Trustee)

## In attendance

442 members (the “Members”) including Trustees.

IT WAS NOTED that Matthew Hatchwell chaired the Meeting (the “Chair”).

The Chair welcomed everyone and thanked them for attending the 1st EGM of the Trust. Further to this, the Chair confirmed that due notice of the Meeting had been provided in accordance with rule 9(2), a quorum was in attendance in accordance with rule 10(1) and that the Meeting was duly constituted and convened.

The Chair advised the Meeting of various housekeeping matters including fire safety protocols and exits.

The Chair advised that the EGM had been called in accordance with rule 9(1) via receipt of a requisition signed by 60 members (the “Requisition Group”) and that the EGM would consider the resolution submitted by the Requisition Group, being:

“The members have lost confidence in the ability of the Trustees to protect and maintain the legacy of Gerald Durrell. We call for the resignation of the Board and the appointment of an independent investigation into all aspects of the current and recent senior management’s running of the zoo.” (the “Resolution”).

IT WAS NOTED that the EGM’s running order was displayed on-screen and the Chair explained that the running order of the EGM would be as follows: (1) an opening statement from the Requisition Group in favour of the Resolution, (2) a statement from the Chair on behalf of the DWCT Board of Trustees (the “Board”) against the Resolution, (3) a statement

from Dr Lee Durrell as Honorary Director of the Board, (4) a 1-hour debate session, (5) closing statements and (6) announcement of the Resolution voting results.

The Chair advised that Philip Callow (“PC”) would be moderating the EGM in place of the Chair and noted that PC had previously been a member of the Board for nine years, five years of which (2014 – 2019) he had been Chair. IT WAS NOTED that PC was excluded from voting on the Resolution.

IT WAS NOTED that Civica Election Services (“Civica”) were the UK’s leading independent provider of ballot election and voting services and had been appointed to undertake the Resolution vote count to support the Board in delivering a secure and fair voting process at the EGM, which would include votes received via proxy.

## 1. Requisition group statement in favour of the resolution

IT WAS NOTED that the Resolution was proposed by Peter Derrick and seconded by Peter Brookes.

Kiley Henley (“KH”), on behalf of the Requisition Group, advised the Meeting that the Requisition Group had called for the EGM with the knowledge that the Board had been contacted by several sources (both within DWCT and externally) since Summer 2022 raising various concerns. KH noted that within the last 12 months the Board had received concerns from a minimum of 24 persons all of whom she believed to be dedicated and passionate supporters of DWCT.

KH advised that the Requisition Group believed that all concerns had been mostly dismissed as they did not align with the Board’s narrative and as such had led some of these sources to come together to form the Requisition Group (known as the ‘We Love the Zoo’ group).

KH advised that the Requisition Group had come together further to the publication of a letter by Joya Ghose (“JG”) in August 2023. KH noted that JG and Dominic Wormell (former DWCT Head of Mammals) (“DW”) could not attend the EGM to voice their opinions or vote on the Resolution

as they had had their Trust memberships declined regardless of their status as a previous DWCT employees. KH highlighted both JG’s and DW’s dedication to DWCT via their prior employment and personal actions.

KH noted that the concerns which had been raised over the last two years related to governance matters, allegations of bullying and intimidation by a director and the CEO, discriminatory behaviour, sexually inappropriate comments by a male director to young female employees and students, and animal welfare concerns.

KH further noted that changes were only commenced by the Board further to the threat of an EGM, as part of negotiations with the Requisition Group, not as part of creating an open and transparent culture and as such the Requisition Group was not confident that changes would be made at DWCT without a change to the Board.

Further to the above, KH advised that DWCT volunteers who were listed as witnesses at an employment tribunal had had their volunteering responsibilities revoked, which the Requisition Group believed to be due to the volunteers being willing to stand up and take part in the employment tribunal.

KH highlighted that conservation, and zoological knowledge was a key part of the Board’s role to enable them to advise on DWCT’s strategy. However, the Board’s main role was to ensure robust governance processes and adherence to charity, finance, employment, discrimination and health and safety legislations. With regards to this, the Requisition Group believed that there were DWCT employees and volunteers who felt that the Board had enabled the bullying, intimidating and disrespectful behaviour over the last two and a half years by not taking adequate steps to stop it, in addition to ignoring animal welfare concerns raised.

KH acknowledged that there were DWCT employees present who would be surprised by the statements she had made as they had not experienced these events due to working under a different director. However, the Requisition Group

believed that the Board (with the possible exception of Niall Husbands) were familiar with the statements she had made. KH noted that the Requisition Group agreed with Rebecca Brewer's (DWCT's interim CEO) public statement that DWCT had a passionate and dedicated team who were experts and cared for the animals day to day, which was why the Requisition Group were asking for a Board that understood their legal obligations and admitted and apologised for failings and that an investigation into how things had been managed so far would establish whether the current Board fit this description.

## **2. Board statement against the resolution**

The Chair, on behalf of the Board, noted that since 1959 the Trust's mission was saving species from extinction and that that mission was more important now than ever before. The Chair quoted an open letter from Gerald Durrell ("Gerry"): "all political and religious differences that at present slow down, entangle and strangle progress in the world will have to be resolved in a civilised manner" noting that it was hoped that the Meeting would achieve the principal of unity reflected in the quote.

The Chair advised that the Meeting reflected that the Requisition Group and the Board had failed to reach a mutually agreeable way forward and that this failure had resulted in extreme stress in many quarters, particularly for the Trust's staff. The Chair noted the Board's apology to staff who had been negatively affected by events leading up to the Meeting and to staff who felt that their complaints had not been heard. The Chair advised that the Board were committed to constant improvement and urged anyone who still felt that they were not being heard to bring their concerns to the Board's attention.

The Chair advised that the Trust's Senior Management Team ("SMT") and the Board had held several drop-in sessions with Trust staff ahead of the Meeting and that breakfast sessions with the CEO were now a regular occurrence at the Trust. The Chair voiced his regret that such sessions had not been initiated sooner.

The Chair noted that one of the criticisms levelled at the Board leading up to the Meeting had been that the Board did not engage with concerns raised. This was not correct, and the Board apologised if this was the impression they had given. The Chair highlighted that the Board could only act based on facts, not allegations, suspicions, opinions, threats, assumptions, and half-truths which had been dealt with in recent months. The Chair advised that complaints received had been investigated when warranted and action duly taken when such investigations had upheld the complaint, noting that where

there had been the possibility of a conflict of interest the investigations had been undertaken by independent third parties.

The Chair highlighted the Board's duty of care to the Trust's staff which spanned to both the subject of a complaint or allegation and the complainant themselves and as such, confidentiality formed a key part of the Board's duty of care which extended to former employees. For that reason, allegations made about individuals who had left the Trust's employment would not be tolerated in the upcoming debate and the Board would treat matters relating to employment and departures from the Trust as confidential.

The Chair noted that the Resolution called for an independent investigation of the Board and highlighted that regardless of the Resolution, the Board organised an independent investigation of itself every three years as part of its governance procedures. The Chair further noted that this year's upcoming review would be key in helping the Board understand how they might have handled things better over the past year.

The Chair summarised that the Trust was a growing, outward-looking international wildlife conservation organisation with half of its employees based outside of Jersey (2024), with Jersey Zoo remaining key to the Trust's identity; distinguished worldwide by the passion and expertise of its zoo's staff.

The Board welcomed constructive criticism and acknowledged that they could always do better however, the Requisition Group's campaign had been entirely negative, damaging the Trust at many levels. As a result, the Board recommended that members vote against the Resolution to enable the Trust to resume the work that all felt passionately about and focus once again on tackling the true common enemy which was biodiversity loss and its multiple causes.

## **3. Statement from Dr. Lee Durrell**

IT WAS NOTED that the Chair invited Dr Lee Durrell, Honorary Director, ("LD") to read her personal statement.

LD welcomed everyone to the Meeting and thanked them for their participation and deep connection to the Trust and the zoo.

LD noted that she had lived at the zoo since her marriage to Gerry 45 years ago and had held the position of Honorary Director since his death nearly 30 years ago, she was a permanent member of the Board and attended its quarterly and special meetings. LD further noted her passion to continuing Gerry's legacy.

LD advised that she had witnessed many changes in the Trust's governing body over the years, which had been composed of many different members with varying skills and approaches, and assured the Meeting that the current Board stood out in its devotion to the Trust and its combined skills which were both relevant and vital to the Trust's existence. LD emphasised the Chair's dedication and knowledge, noting that he was the Trust's first ever Chair with direct high level conservation experience and who she had known for 25 years (via his directorship of Wildlife Conservation Society in Madagascar). LD noted that the Chair had played a leading role in a dozen conservation organisations including being Chair of the Durrell Institute of Conservation and Ecology's Advisory Board and reminded the Meeting that the Chair had joined the Board in 2021 and become Chair in October 2023.

LD noted that she had seen many highs and lows during her 45 years with the Trust and zoo however, she had never seen anything like the events which have led up to the Meeting. LD highlighted that the events had distracted from the Trust's mission and brought about instability and low morale in the zoo, compromising the very fabric of the Trust's family and the unity of those who govern, operate, and support the Trust and the beloved zoo.

LD provided a timeline of events leading up to the Meeting, advising that they began with staff, volunteers and members raising concerns about management decisions and strategic direction and noting that the concerns were well intentioned and followed Gerry's lead who encouraged constructive criticism at the zoo. The SMT responded to the concerns in-line with the procedures in place at the time, but dissatisfaction worked its way up to the Board often in a negative and aggressive manner. The Board called for the SMT to investigate concerns with the involvement of independent investigators where needed and requested a staff survey which resulted in improved staff communications. Regardless of the Board's and the SMT's actions to improve matters, hostility grew and some long serving senior zoo-based staff resigned, as well as the CEO at the time.

The Board reached out to staff and volunteers to try to clarify the issues once and for all and seek a way forward, but the Requisition Group continued to make ever changing and inconsistent demands that the Board could not meet legally or for reasons of confidentiality. Due to this even more resignations followed including that of the Director of Zoo Operations whom the Requisition Group believed to be at the heart of the issues, yet the Requisition Group persisted in their destructive course; triggering the EGM to oust the Board and

open yet more investigations.

LD summarised how the Trust had changed for the better and the planned next steps following the Meeting:

1. The SMT and the Board had examined past procedures concerning staff and animal welfare, strategic planning and several operational matters and had indeed found areas where improvements were necessary and had applied them with welcomed input from the staff. Examples included full animal welfare assessments, more sensitive whistleblowing policies and better staff communications. Further to this, the ethics committee and staff association would be revitalised. During the review process it became clear to the Board that things could and should have been done better, many lessons were learned and as such, to those who feel the Board let them down we extend our sincere apologies.
2. The Board will undergo a deep dive performance review this year designed to find out what led to the current situation and to rectify it.
3. The Trust was coming up to renewing its conservation strategy and as such an assessment would be done on how well the Trust fulfilled its mission through the Rewild Our World strategy and how it could make an even greater impact via embedding Jersey Zoo more strongly into the strategy.

LD noted to the Meeting that Gerry had emphasised the importance of planning the composition of an animal collection to pioneer the role of zoos in conservation and recalled discussions held at her dining room table on the proportion of conservation species versus popular species that should be at the Trust's Zoo, what aspirations we had for the collection and how to achieve them. LD noted that those sessions were not only stimulating but united the staff in a way that needed to be revived in the wake of these troubled times.

LD was optimistic that the Trust's story would have a good ending as David Attenborough said, "the world needs Durrell" and what the Trust needs now is stability. The interactions amongst the Board, the SMT, staff, volunteers, members, and supporters must become respectful and collaborative, with all working together for the greater good of the Trust's mission to save species from extinction.

#### 4. Debate session

PC, in his capacity as moderator of the Meeting, welcomed everyone to the debate portion of the Meeting and highlighted that there was a one-hour time limit for the debate, brought the Meeting's attention to the screen where the debate

rules were displayed and summarised key rules including a reminder that an audio recording was underway. Further to this, the floor was opened for debate.

'Member A' advised that it seemed that a few members had fallen through the net with regards to communications from the Trust. 'Member A' had been a life member for at least 44 years and even though they were on the internet they did not understand the posts being made and had not received communications from the Trust especially via post which had resulted in their inability to vote on the Resolution and advised this was the case for some other members.

Alex Shears ("AS") introduced herself as Director of Communications and Fundraising and apologised for 'Member A' not receiving their voting papers in time. AS advised that to ensure that the Resolution underwent a fair and independent voting process the Trust had engaged Civica as leaders in this field. AS noted that all members should have received the relevant papers either via email or post. Where an email address was not held and where members had had issues, these had been advised to the Trust and resolved. The Trust was absolutely committed to do its best and could only apologise if anything had slipped through the net.

'Member B' advised that they were part of the Requisition Group and that it was an informal group of people who had gotten together. 'Member B' noted their agreement with LD's quote that "the world needs Durrell" and highlighted that the Requisition Group was not called 'We Hate the Zoo' it was 'We Love the Zoo'. 'Member B' believed that there were problems with the Board's transparency as 14 members attended the 2022 AGM where 16,000 ballots were sent out and Gerald Voisin received two votes, Gary Clark received four votes and the Chair received three votes. 'Member B' noted that the Board should not be there for life and advised that there were instances where the current Board were not able to answer questions. 'Member B' also believed that the finances of the Trust needed reviewing as projects only required one quote, providing the example of the recent tortoise enclosure which had cost £371,000 with 13 sub-contractors and the main contractor earning £140,000 with no planning permission or licence to work on island. 'Member B' ended his point by quoting a letter from a 21-year-old female employee which had been received by the Board and referenced sexually offensive language said to the employee by a senior member of staff, as well as highlighting that a volunteer who had been with the Trust for 30 years had been requested to leave after making a 'funny' comment further to the CEO's resignation.

The Chair thanked 'Member B' for raising the point concerning AGM participation numbers and concurred with them as member turnout at AGMs since he had been on the Board had been very low. The Chair agreed that it would be ideal if more members attended AGMs in future and embrace the democratic process of electing Trustees. The Chair advised that this was the main reason for the Board engaging Civica which had been successful for this Meeting and as such would be considered for future AGMs.

Rebecca Brewer (Interim CEO) ("RB") advised that with regards to procurement procedures for projects, the Trust had finance policies and procurement procedures in place and that it was the Trust's preference to obtain multiple quotes for works. However, there were times when a single quote would be accepted after going through authorisation, approval and sign-off. RB further advised that with regards to planning permission the Trust had an open and transparent relationship with the Planning Department as the zoo was a large site with many conflicting priorities which sometimes required action to be taken faster than the planning process would allow, particularly with regards to animal welfare matters. Further to this, the Trust had not breached any planning laws and was engaging in retrospective planning processes where needed. RB noted that the Trust was committed to being more proactive and acknowledged that there were areas for improvement.

'Member C' advised that he and his wife had been members of the Trust for some 50 years and that he had volunteered on three separate occasions. 'Member C' noted that the issue raised by 'Member B' regarding votes was an issue with members not participating properly rather than the process itself as voting was a transparent process and any member with concerns could attend an AGM and raise their concerns. 'Member C' found the Resolution being proposed most disturbing as requesting the resignation of all Trustees to then undertake a governance investigation was not logical and that should the Resolution be approved, he feared for the future of the Trust.

'Member D' advised that they had worked for many years in wildlife conservation projects in the Congo and Madagascar and as such had an outside perspective on matters. 'Member D' highlighted that in addition to the zoo, the Trust also had around 10 field-based conservation projects in countries such as India and Madagascar where living and working conditions were incomparably harder than Jersey. With this in mind, 'Member D' queried whether the entirely zoo-focused concerns of the Requisition Group had resulted in extra costs which had taken

away from in-situ conservation projects and requested whether the Meeting could be provided with figures as to the working hours that the SMT and the Board had had to dedicate towards placating the Requisition Group and how these figures affected in-situ field projects.

The Chair advised that the costs incurred, and time taken by the Board in managing the Requisition Group's complaints over the last nine months, had been enormous. The Chair reminded the Meeting that the Board was made up of volunteers who did not receive remuneration for their time and some of whom had day jobs. The Chair noted that the Board gave their time willingly but would have preferred to have focussed, in the Chair's case, on advising with field programme groundwork in Madagascar or Mauritius or in the great new programme that the Trust had started at Dalnacardoch in Scotland.

RB advised that the impact, not only on the SMT and the Board but also, on all Trust staff could not be underestimated. RB noted that a staff survey had been undertaken and concerns listened to with acknowledgement that there were areas to be improved such as communication on how decisions were made and conservation initiatives underway. RB further noted that when she became Interim CEO she heavily focused on increasing and promoting an open and trusting culture within the Trust via the implementation of the staff initiatives mentioned in the Chair's opening statement. Unfortunately, the time required from her with regards to the EGM preparations had significantly detracted from some of the initiatives planned to address concerns. RB highlighted that there were also many exciting plans for the Trust which had had to be placed on hold whilst staff focused on preparing for the EGM, such as the strategy review process which would commence with a staff collaboration forum for staff to share their vision, how they see the zoo fitting into the strategy and their ambitions for the Trust.

'Member E' advised that they were part of the Requisition Group and personally knew four people who had resigned from the Trust in the past two years as they were not being heard, with the note that one of them was told not to ask LD for advice though they were unsure what advice was expected. 'Member E' acknowledged the effect had on the mentioned initiatives but noted that they were also worried for the future of the zoo and whether donations had been affected. In addition, had consideration been given to the effect of the toxic work environment on staff who had experienced it. 'Member E' noted that the Board had ignored emails enquiring the rationale for HR ignoring concerns and that it was their opinion that the Board were only apologising due to the EGM.

The Chair apologised to any member of staff or former employee who felt that their complaints or grievances weren't addressed however, as noted during his opening statement, the Board could only act based on facts and many of the matters brought to the Board were done informally or anonymously and on many occasions by people who were not employees. The Chair advised that the Board received two letters from one person in 2023 containing a string of allegations and each allegation had been taken extremely seriously and examined in great detail by the Trust's Audit & Risk Committee and had concluded that due process had been followed in every case. The Chair noted that the Trust was not perfect and, like any organisation, could always improve management systems and this was what the Board was trying to achieve as the Trust had globally expanded by 70% since 2017. Regarding this, the Trust was looking into a new HR system and improving finance systems and processes as many things had changed in the zoo conservation sector. Overall, the Trust was dedicated to constant improvement as systems evolved over the years.

'Member F' advised that he joined the Trust in March 1961 and worked there up until his retirement in 2003, providing the Meeting with a summary of his roles at the Trust and enquiring as to the Trust's plans for celebrating Gerry's 100th birthday coming up in 2025.

AS advised that 2025 was a significant year for the Trust as it would have been Gerald Durrell's 100th birthday as well as marking the end of the Trust's 'Rewild Our World' strategy. As such, 2025 would celebrate both the impact and achievements of the Trust's eight-year strategy as well as recognising the achievements that Gerald Durrell made to the natural world. AS noted that celebrations would commence on Gerry's birthday in early January and continue throughout 2025 to ensure that there was something for everyone that loved the Trust, be they members, visitors to the zoo or staff (globally). AS highlighted that year-long celebrations required significant planning and as such the EGM had also had an impact on these.

'Member G' noted that he remained undecided on the Resolution and requested for an example of responses and practical applications of process changes which had been required or instigated as a result of the animal welfare concerns raised.

The Chair commenced by noting that animal welfare was a main concern of the Board and that the Trust was extremely fortunate to have an outstanding team of professional zookeepers whose job it was to ensure the welfare of the animals in the

Trust's care. Further to this, the keepers had been the victims of much of the negative press coverage regardless of them not being involved in creating the turmoil that the Trust had experienced and for that the Board apologised to the affected keepers. With regards to the question from 'Member G' the Chair noted the sloths, who were at the forefront of concerns on their arrival, action was taken early on ensuring that their enclosure would only be accessible to the public when volunteers were on hand to ensure visitor numbers remained at a tolerable level for the sloths.

RB noted the aardvark scratch incident and noted first steps had been to provide instant treatment with subsequent steps being to undertake an analysis of the integration steps and timeline. RB further noted that at times the planned steps and timelines worked well however, there were times things did not and as such lessons needed to be learnt as there would always be inherent risks when considering the timeframe needed to settle animals before integrating them. RB highlighted that the key takeaways had been the roll out changes to welfare assessments and creating a culture whereby all the keepers were involved with decisions around the care and treatment for animals. The Trust continued to follow best practice guidelines around welfare assessments and encouraged collaboration.

The Trust's Chief Scientist ("CJ") advised that they had worked for the Trust for 45 years and been devoted to the Trust since 1967. CJ noted that the Trust had saved more species from extinction than any other organisation in the world and this had been achieved by passionate staff applying zoo techniques (such as captive breeding) to managing species in the wild. CJ further noted that the Trust had faced some real challenges but remained dedicated to the future and developing its new strategy. CJ summarised that working with passionate people could be difficult to manage but the Trust knew passionate people were key to making a difference and evolving the application of zoo techniques in the wild. CJ noted that member support would be needed for the Trust to achieve its vision for a wilder and more colourful and healthier world.

'Member H' noted that 'Member B' mentioned the contract tendering process yet failed to mention or highlight the cost to the Trust and members that the EGM had caused, as such he queried the numerical cost of the EGM process and how this would impact the Trust. Further to this, 'Member H' enquired how an EGM for 16,000 members could be requisitioned by 60 people, noting that it was farcical that a minority could cause such a dramatic impact to a Trust with such global impact.

The Chair advised that the cost of managing the EGM process over the last nine months had been considerable and suspected that it could have been used to run one of the Trust's field programmes for at least a year. The Chair noted that the Trust had engaged with a mediator from the UK mainland to assist the Board in reaching an agreement with the Requisition Group in February 2024 which unfortunately failed however, the greatest cost to the Trust had been the impact to staff.

'Member I' enquired as to what would constitute a valid reason for refusing a person's application for Trust membership.

Richard Daggett ("RD") noted that the Board assessed whether persons applying for membership had the same views and best interests of the Trust and that a denial of membership was not permanent as persons could reapply six months later and their application would be re-assessed as at that moment in time. RD noted that each assessment would concern different scenarios and as such specifics could not be noted due to confidentiality legislation however, these were difficult decisions that the Board discussed on a necessary basis.

'Staff Member A' spoke on behalf of the Trust's Communications and Fundraising Team (the "C&F Team") who, along with other staff members, had been personally impacted by the EGM. 'Staff Member A' noted that the C&F Team were proud to work for the Trust but had not been able to publicly share their views as colleagues who had spoken against the Resolution had been bombarded by the Requisition Group and their supporters. 'Staff Member A' noted that it caused great distress when non-staff spoke on behalf of current staff and when internal information was twisted out of context. 'Staff Member A' further noted that navigating social media platforms had become draining as the C&F Team witnessed the use of these platforms to create a divide between current staff and ex-staff whilst also damaging the Trust's reputation via the dissemination of inappropriate and incorrect information. Further to this, the C&F Team had witnessed many misleading and distressing news reports regarding the Trust which they had tried to protect staff from however, these articles had had a deeply negative impact on staff as the public wrongfully questioned their skills and aroused an anti-zoo narrative. 'Staff Member A' highlighted that the events leading to the EGM had created turmoil for many departments within the Trust, though the C&F Team could not speak on behalf of all staff's experiences, they hoped that the recent changes reassured affected staff that the Trust was moving in the right direction. 'Staff Member A' concluded that the Trust needed stability and that the C&F Team was confident that the Board were the best people to guide

the Trust through its current challenges and as such, losing them and their skills and experiences during such a poignant time would likely create long-lasting damage to the Trust. Ultimately, the C&F Team hoped that everyone would respect the outcome of the EGM whatever it may be.

'Member J' advised that they had been a former Trustee of the Trust who had known Gerry before LD and as such when the Resolution was published, they spoke to members, former trustees and colleagues, funders and members of the conservation community and had come away with more questions than answers. 'Member J' noted that the Requisition Group seemed to have been driven by the actions of two former members of staff and as such enquired whether the Board was oblivious of the actions of the 2 respective former staff members. Further to this, 'Member J' noted that their main question was relating to the Trust's mission to save species from extinction, noting that there was only one red listed creature in Scotland (the wildcat) and as such wondered why the Trust's mission had been diverted to a wider-spread greening process.

The Chair noted that since the Trust adopted the 'Rewild our World' strategy in 2016 the goal was to establish a major rewilding project in the UK and as such when the opportunity arose in 2022 to take over the Dalnacardoch Estate in Scotland it was seen as a fantastic opportunity which embodied the Trust's 'Rewild our World' strategy. The Chair concurred that there were not many globally threatened species at Dalnacardoch however, it had become more difficult to make an impact in countries such as Madagascar, Mauritius and India if organisations didn't make efforts to conserve biodiversity in their own backyards as they would ultimately be accused of hypocrisy. The Chair concluded that it was vital for organisations like the Trust and other UK based charities to adapt with the times and not solely focus on telling people in other countries how they should manage their countries.

KH noted that a few members had queried the costs associated with the EGM and enquired as to how these compared with the costs if the concerns had been dealt with when they were first raised rather than the Board engaging lawyers, hiring the Meeting event space, and engaging an external mediator etc. and how many field programmes those costs would have covered.

The Chair highlighted that the finalised cost figures were not available at the Meeting and advised that most of the costs had been incurred by the Trust over the past six to nine months with regards to engaging lawyers due to inappropriate actions taken by the Requisition Group

against the leadership of the Trust. The Chair exemplified his statement, noting that at the 2023 AGM a Board election candidate withdrew their name due to one member of the Requisition Group publishing the home addresses of each Board member on Facebook, leading the candidate to become concerned with the safety of their spouse and young family. The Chair noted that lawyers were engaged due to the mentioned event as well as in relation to threats of violence made against members of staff. The Board took its duty of care to all staff very seriously and as such it was deemed appropriate to seek legal advice.

The Chair concluded that whichever way the vote went, the Trust and its members must work together to ensure events did not reoccur, enabling the Trust to use its finances to fulfil its goals internationally.

'Member K' advised that they had previously been the Head of Landscaping at the Trust for 20 years and was also part of the Requisition Group. 'Member K' noted that the Requisition Group was asking the Board to apologise to staff that had been let go after 30 to 40 years and for the way animals were treated. 'Member K' wanted the Board to understand the effect that the raised concerns had on ex-members of staff who had resigned due to feeling that they couldn't continue working for the Trust.

The Chair reiterated that the Board was not able to comment on relationships between the Trust and individual employees as they were bound in both directions by confidentiality provisions.

'Member L' advised that they had completed their work experience at the Trust and were passionate about Gerry's cause. 'Member L' noted the Chair's concerns with staff not feeling safe and enquired whether this concern had been present with regards to the concerns raised regarding staff being bullied and young female volunteers being sexually harassed. Further to this, 'Member L' felt that if the Board could not protect the animals at the zoo then they could not trust the Board with the Trust's global field programmes. 'Member L' noted that the concerns should have been addressed immediately and not doing so showed a degree of incompetence that required a vote of no confidence. 'Member L' finished their statement by highlighting the global importance of the Trust and requesting for the move of the sloths to a new enclosure.

The Chair advised that every allegation made to the Board had been investigated in-line with processes and procedures and that the Board had worked with the People and Values team to review every complaint made over the last two years to ensure they were addressed correctly at the time. The Chair highlighted that he was in a difficult

position as he could not divulge details of the actions taken due to confidentiality owed to the subjects of complaints but could confirm that complaints were investigated and, where necessary and appropriate, actions taken.

'Staff Member B' noted to the Meeting that she had joined the Trust during a significantly dark period in her personal life. 'Staff Member B' advised that the previous CEO (who had been alluded to during the Meeting), along with LD and AS, had allowed her to heal and taught her to be a strong woman. 'Staff Member B' highlighted that these women had visions for the future and did not live in the past which seemed to be what the Meeting was focusing on. 'Staff Member B' advised that she had never experienced bullying at the Trust and instead was given the confidence to challenge things she did not agree with. Further to this, 'Staff Member B' noted that under the nine-year tenure of the previous CEO the Fundraising Team had raised the most funds in the history of the Trust, broken records and inspired other charities. The Trust achieved this via its passionate employees and a leader that thoroughly believed in the Trust's staff.

'Staff Member B' advised that certain members of the Requisition Group had made her feel bullied and afraid to go on social media and that since she had blocked these members, they had tracked down her partner via his employment and attacked her and her family via him due to her differing opinion. 'Staff Member B' questioned those present that had an issue with the previous CEO as she had changed the Trust for the best and got it to the strongest financial position it's ever been in.

'Member M' advised that they had been a member of the Trust's Board from 2002 to 2008. 'Member M' noted that the Resolution was fundamentally flawed as:

1. the first line read "because the members have lost confidence" which was incorrect as they were a member and had not lost confidence and as such did not want to be associated with the Requisition Group's cause; and
2. when joining a board, trustees brought certain skills and could not be expected to be experts in all areas needed upon joining. As such any board would be reliant on members with 2+ years of experience to transfer knowledge as a board evolved. Should the Trust lose the entire Board it would lose all their collective knowledge and become a ship without a rudder.

## 5. Closing statements

### THE REQUISITION GROUP

Peter Derrick ("PD"), on behalf of the Requisition Group, noted that the Trust had

achieved and continued to achieve many things globally. However, the zoo was an important part of Jersey's image and was not an ordinary zoo. PD highlighted that Gerald Durrell had written that he wanted a zoo that fulfilled three functions; (1) an aid to educate people to be fascinated and appreciative of other forms of life and their equal right to exist, (2) research animal behaviour to enable the assistance of animals in their wild state which was key to successful conservation practices and (3) a reservoir of animal life and sanctuary for threatened species to enable breeding to prevent extinction.

PD noted that over the zoo's 65 years of operation it had been a shining example, until recently, towards conservation of rare and endangered species, with the acknowledgement that there had been difficulties in the past. PD further noted that the Requisition Group had been labelled as damaging the Trust's reputation and argued that the Board had been responsible for this by allowing two members of staff to treat the Trust as their fiefdom and the Board's introduction of changes within the Trust evidenced that the Requisition Group was justified. PD advised that the Board were ultimately responsible for the running of the Trust and holding the SMT to account and had failed in that duty, as well as failing to protect the animals, staff, and volunteers, failing to ensure the Trust had a clear strategy and protecting the three functions originally set out by Gerald Durrell and failing to ensure financial and operational procedures were effective and being followed.

PD finalised by noting that the Board had failed to acknowledge the distress and pain their lack of action had inflicted on staff and that a new board could quickly resolve these failings and re-establish the Trust as a leader in world of conservation.

### THE BOARD

The Chair, on behalf of the Board, thanked members and colleagues for their attention and support of the Trust and hoped that the debate had been both engaging and reassuring and advised that should anyone like to raise something which hadn't been covered during the debate this could be raised via the Trust's supporter care team who would connect them with the relevant colleague. The Chair noted that the Trust's work both globally and in Jersey was only possible due to member's ongoing support and advised that collaboration and conversations would continue as the Trust changed, evolved, and moved forward with its upcoming strategy and beyond.

The Chair further noted that animal welfare was one of the Board's top priorities and it was clear that recent events had created rifts within the Trust, leading staff to have wrongly borne the

brunt of much of the criticism levelled at the Trust relating to animal welfare. Further to this, the Board and the SMT recognised that there were failings on several levels and had moved to address those via improving communications with staff, with further improvements in the works via the implementation of a third-party whistleblowing platform that would provide staff a further avenue to raise concerns anonymously.

The Chair highlighted that the Meeting had mostly focused on matters relating to the Trust's zoo which was the centre of the Trust but not its entire footprint in 2024 and emphasised that the Board was responsible for ensuring the fulfilment of the Trust's charitable purpose worldwide and as such urge members to vote against the Resolution as this would enable the Trust to refocus on delivering its goal. The Chair reiterated that the Resolution called for an independent investigation of the Board's current and recent running of the zoo, which ignored the fact that the Board already submitted itself to such scrutiny every three years, with the latest review due to commence in 2024. Further to this, the Trust's governance structure would also be reviewed as part of the upcoming strategy process, whereby the SMT invited external input should there be danger of a conflict of interest.

The Chair concluded that if the Board's resignation was truly in the best interest of the Trust, they would have stepped down rather than organise today's Meeting and highlighted that no endorsement or perspective was more valuable than LD's as to the reality of this statement. The Chair emphasised that approval of the Resolution would result in months of uncertainty and instability rather than the stability the Trust now needed and as such the Board urged members to vote against the Resolution so that the Trust could focus on rebuilding the trust and unity needed to redouble its work in saving species from extinction.

## 6. Announcement of the results of the members vote on the resolution

IT WAS NOTED that under Rule 10(5) "every issue at a General Meeting shall be decided by a show of hands plus any proxy votes" however, due to the volume of attendees and logistics of counting raised hands the show of hands would be supplemented via the use of ballot papers issued to members who had not previously voted via proxy. IT WAS FURTHER NOTED that the ballot supplement ensured that members who had not had the opportunity to vote via proxy could do so at the Meeting.

The Chair advised that he would request a show of hands both FOR and AGAINST the Resolution and once this had been completed the Board would momentarily

leave the Meeting to allow members to post their ballots at the voting boxes provided by Civica. IT WAS NOTED once all ballot supplements had been posted, Civica would take the voting boxes to a secure room to count and verify, in addition to the votes received via proxy.

The Chair called for a show of hands of all members voting FOR the Resolution.

The Chair called for a show of hands of all members voting AGAINST the Resolution. IT WAS NOTED that the Meeting paused for a break whilst Civica processed the votes.

The Chair welcomed everyone back to the Meeting and advised that the total votes FOR the Resolution were 710 and that the total votes AGAINST the Resolution were 1,985 and as such the Resolution had been rejected by members.

The Chair thanked all for sharing their time and views so honestly and confirmed that the Board respected the results of the Meeting and hoped others would do the same as the turmoil experienced by the Trust needed to end. The Chair advised that the Trust was committed to learning from the past and mending bridges in order to restrengthen its focus and build trust and unity.

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**Matthew Hatchwell - DWCT Chair**

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**Date**