



THREE COUNTIES AGRICULTURAL SOCIETY ANNUAL GENERAL MEETING

Held on Friday 14th June 2024, 5.30 pm in the Leadon Suite at The Showground, Malvern, WR13 6NW.

Present: Roger Phillips, Chairman of Council
James Hawkins, Vice-Chairman of Board
Lindsey Craddock, County Director for Worcestershire
Adrian Hope, County Director for Herefordshire
Michael Weaver, County Director for Gloucestershire
Henry Berkeley, President
Penelope Bossom
Jonathan Chenevix-Trench
Penny Corbett
Rich Davies
Nick Dee
Ruth Goodman
Maurice Hart
Alison Hope
Andy Lloyd
Chris Lloyd
Jonathan Long
Glyn Morgan MBE
Iain Morrison
David Owens
Sandra Owens
Tracey Morgan
Robin Pearce
Andrew Powers
Helen Powers
Geoff Probert
Bill Quan
Gina Quan
Sheila Roads
John Shuker
Lt Col James Sweetman
Prof. Tamar Thompson OBE
Mark Tufnell
Jonathan Tydeman

In Attendance: David Prescott, Chief Executive
Kirsty Adams, P.A. to the Chief Executive, Minutes
David Fenwick, Head of Finance, Accounts

1. Welcome, present and apologies

Roger Phillips welcomed everyone to the meeting and explained that following the Governance Review, the Chairman of Board would take over from the Chairman of Council to Chair the AGM.

David Smart, the Chairman of Board, was unable to attend the meeting therefore the Vice-Chairman of Board, James Hawkins, had been nominated to Chair the meeting in his place.

James Hawkins took over as Chairman and welcomed those present to the 102nd Annual General Meeting of the Three Counties Agricultural Society. Apologies were received from David Allman, Michael Blandford, Emma Coates, Rachael Chamberlayne, Tania Phillips, Clive Roads, Helen Smalley, Mary Wathen and all those members of Council still on stewarding duties.

2. Confirm and sign minutes of the AGM held on Friday, 16th June 2023

The minutes of the Annual General Meeting held on 16th June 2023 had been tabled and were confirmed as a true and accurate record. Having been approved, the Minutes were duly signed by the Chairman.

The Chairman explained it had been decided to change the order of items 3 and 4 on the Agenda to enable members to hear the Chief Executive's report prior to adopting the accounts.

3. (formerly item 4) To receive any matters of report from the Chief Executive, David Prescott, on behalf of Council

David Prescott introduced himself to any members who had not yet met him and explained it could sometimes be confusing at the AGM to understand what financial year the meeting related to, particularly when the Society was half-way through the following show season. David confirmed that today's AGM referred to the financial year from 1st December 2022 to 30th November 2023, the second post-pandemic shows season and his first near full year in office, having joined and taken over from Ken Nottage in January 2023.

David explained the Three Counties Agricultural Society (TCAS) was a charity and like any charity, was responsible for delivering charitable objectives, as agreed with the Charity Commission; the charitable objectives of TCAS being "To promote agriculture, horticulture, arboriculture, apiculture, rural skills and crafts and conservation for the public benefit". This was achieved primarily through the staging of shows and through the Society's active education programme.

David explained the Society's main shows, which provided an all-important platform for delivery of its objectives, included:

- CountryTastic - targeted at 4 to 8 year olds to educate children in agriculture;
- RHS Malvern Spring Festival - regarded as one of the best horticultural shows in the UK and delivered in a unique partnership with the Royal Horticultural Society;
- Royal Three Counties Show – with origins that dated back to 1797, the show demonstrated agriculture at its best;
- Malvern Autumn Show – held in September, this show covered the full spectrum of the Society's objectives.

David explained the Society's achievements against its objectives for this AGM's financial year were presented within the Annual Report and Financial Statements, copies of which were available at the meeting today for members to take away, and also available from the Society's website or Companies House.

David reported on progress; the 2022/23 show season was his first full season of in-house shows and venue hire events but more importantly, it was the Society's second season since returning after Covid. David had experienced a sense of normality returning to the shows calendar after much disruption and it had been an excellent show season:

- Royal Three Counties Show - ticket sales were up on budget and on 2022. Almost 7,700 children and young people had attended on an under 16's free ticket and another 3,000+ had attended through the Society's education programme and received an education pack based

around agriculture. Total livestock numbers were very strong, particularly for sheep, as were equine entries with 54 HOYS qualifiers at the show. The weather had been favourable for all three days until around 4:30pm on the Sunday when there had been a significant downpour of rain. The good weather throughout the show had helped keep visitors on site longer, which contributed to strong commission numbers from catering. Overall, the outcome of the show had been very positive.

- RHS Malvern Spring Festival – this took place in May and the outcome had also been very positive. The show had been very successful commercially, making a £741k contribution for the Society alongside some fantastic media coverage.
- Malvern Autumn Show - was very well attended, particularly on the Friday and Saturday; however, the show had been David's first real experience of the importance to shows of fair weather, with Sunday walk up sales decimated by a cold and very gusty day. This had been the difference between the show hitting and missing budget overall, despite it having been on track prior to the Sunday.
- CountryTastic – had been David's first show on joining TCAS, and it had been a highlight for him to see the visitors (children and adults alike) having a fantastic and value for money day out, with a variety of things to see and do. David felt this show in particular was one the Society should be very proud of.

Away from Shows, David reported the Society's venue hire calendar had also gone from strength to strength with its busiest year on record and numerous new events being secured, as well as past events returning. The Venue Hire calendar was nearly at full capacity, with big events like BusFest, Winter Glow, Western Motor Home and Tractor World all hugely important in underpinning the Society's finances. Overall, venue hire had contributed £1,059,000 in profit across the year.

David reported that work had commenced on the new Kildare Hall at the end of September 2023, with thanks to the generosity and support of The Kildare Trust, who had supported the society by donating £1.5m of the £1.7m cost, and to whom the Society was most grateful. The new Hall had been a fantastic addition to the Showground, having been completed on time and on budget in March of this financial year.

In terms of financial performance, David explained the Society's turnover for the year had been skewed by the donation from The Kildare Trust because it had been necessary to show it within the Society's accounts, which officially meant income for the year had been £7.86m, of which £6.37m had been spent delivering the Society's charitable objectives. With the donation from The Kildare Trust excluded, the Society had only made a very small overall surplus of 8k, which reflected the challenges faced by the Society from increasing utility and staff costs (although the handover period between two Chief Executives for the first half of the year was an exceptional circumstance, which had contributed to those staff costs).

David explained that cash generated and bottom line profit were very different and over the past years, a key financial indicator for the Society had been EBITDA – "Earnings before Interest, Tax, Depreciation and Adjustments", always referred to by Ken Nottage as "the Society's true cash position". In the last financial year, despite the challenges faced, the Society's EBITDA had been a very respectable £298k. David noted this had been achieved after servicing repayments on both a mortgage and CBILS loan, which had been agreed in 2020 during the first year of the pandemic. Those debt repayments totalled £260k, therefore without them, the EBITDA would be nearly £560k.

Finally, David recognised Ken Nottage and his outstanding contribution to the Society; not just in his final year but over the course of the last decade. David and all the team at TCAS had been devastated to receive the news of Ken's untimely passing last November. He had been a wonderful mentor and friend to David in his first months with the Society, and a great person all round. David was happy that this year the Society would be able to make a lasting tribute to Ken, with a memorial garden

located beside South Gate, which would have a "friends' board" from all of those who had helped fund the build of the garden. David reminded any members who still wished to make a donation to scan the QR code on the board displayed at the meeting, or to come and see him afterwards.

There were no questions raised in relation to David's report.

4. (formerly item 3) To receive and adopt the accounts for the year ending 30th November 2023 together with the reports of the Trustees and Auditors

The Accounts for the financial year 1st December 2022 to 30th November 2023 were tabled and the Chairman confirmed they were available on the Charity Commission's website and from the Society's Chief Executive on request. The Chairman asked whether there were any questions before the accounts were proposed to be adopted; there were none. The accounts were proposed to be adopted by Bill Quan, seconded by Penny Corbett, and duly adopted.

5. To propose the Board of Trustees should agree the appointment of the Auditors for 2024 and to fix their fees

The Chairman recommended the Society approve the appointment of Crowe UK LLP as the Society's Auditors for 2024 and that the Board of Trustees will fix their fees; proposed by Chris Lloyd, seconded by Adrian Hope, and duly adopted.

6. To give a vote of thanks to the President and Vice-Presidents 2023

Adrian Hope gave a vote of thanks to the 2023 President, The Rt Revd Rachel Treweek, Bishop of Gloucester. It was a pleasure to have Bishop Rachel as President in 2023, accompanied by Reverend Guy. Bishop Rachel's energy and commitment had been exceptional. In particular, her engagement with young people had been a pleasure to witness, and her prize giving at the Young Farmers had epitomised this. Bishop Rachel's year started with CountryTastic where she saw children engage with the animals and enjoy their day out. At RHS Malvern Spring Festival the schools gardens were a particular favourite and having visited them two or three times, Bishop Rachel returned on Friday to see the young gardeners, who very much appreciated her time. June brought the Royal Three Counties Show and Bishop Rachel's engagement with everyone she met was tremendous. It had been a privilege to have Bishop Rachel as President; her commitment and support were much appreciated. The Society had been extremely fortunate to have Revd Guy as well, his support and energy in assisting Bishop Rachel had been greatly appreciated. A highlight of Royal Three Counties Show was judging in the Main Arena for the Champion of Champions, where Bishop Rachel selected the Gloucester Cow. Finally, at the Malvern Autumn Show, Bishop Rachel rounded off her year by judging the Junior Pig Poster Competition. The Society thanked Bishop Rachel and Reverend Guy.

Adrian also gave a vote of thanks to the Vice-Presidents. Laura Hamilton for Gloucestershire and her husband Robert, both gave a fantastic effort in their year and thoroughly enjoyed it. Francis Harcombe for Worcestershire and his wife Diana, the Society appreciated the time they had given, particularly Francis, who had needed to fit his Vice-President duties alongside his Car Parking duties. Adrian also thanked Francis for his commitment to Car Parking. Finally, Penny Corbett for Herefordshire and her husband Richard, it had been a pleasure for Adrian working with them and the Society appreciated all their efforts this year.

All Vice-Presidents had given a great deal of time to the support the Society. It was greatly appreciated and the Society thanked them very much.

7. To elect the following for 2025:

President for Worcestershire County Year

Adrian Hope proposed The Rt Revd Richard Jackson, Bishop of Hereford as President for 2025. Bishop Richard read Agriculture and Forest Sciences at Christ Church, Oxford gained an MSc in Soil and Water Engineering at Cranfield University. Before Ordination, he was a Senior Agronomist advising arable farmers on crop production. He studied theology at Trinity College, Bristol and served a curacy in Lindfield, West Sussex. He was consecrated Bishop of Lewes in 2014 and translated to Hereford in January 2020. Seconded by Andrew Powers, and duly elected.

Vice President for Herefordshire:

Adrian Hope proposed Mr James Hawkins as Vice-President for Herefordshire 2025. James had recently been appointed Vice-Chair of the Board; he and his wife Sandra would be a great asset and support to the President. Seconded by David Owens, and duly elected.

Vice President for Gloucestershire:

Michael Weaver proposed Mr Nick Dee as Vice-President for Gloucestershire 2025; Nick was a member of Board and a partner at Hazelwoods. Seconded by Mark Tufnell, and duly elected.

Vice-President for Worcestershire:

Lindsey Craddock proposed Mr Iain Morrison as Vice-President for Worcestershire 2025; Iain had been excellent in the Future of Farming Theatre and supporting sponsors at Royal Three Counties Show, he was a Partner at mfg Solicitors and President of the Worcestershire CLA. Seconded by Chris Lloyd, and duly elected.

8. To give a vote of thanks to the Judges, Honorary Officials, Exhibitors, Stewards, Media, Sponsors and Staff of the Society, proposed by The President, Mr Henry Berkeley

Henry Berkeley confirmed it had been a great honour for him to be invited to be President of the Society. On this, the first day of Royal Three Counties Show, had been particularly in awe of all those concerned who had been part of organising the event. He thanked the many volunteers who gave their time and commitment to engage with the Society and its objectives. During his time at the show, accompanied by Lindsey Craddock, he had welcomed the opportunity to talk with a variety of people including exhibitors, stewards and staff, who had all been very happy and a credit to the atmosphere created by the Society. He proposed a vote of thanks to all involved, both permanent staff and volunteers, for their hard work and time invested in creating such a unique event and throughout the year.

The Chairman thanked the President for his kind words and endorsed them.

9. To consider any other business by leave of the Chairman

There were no matters from the floor.

There being no further business the Chairman thanked everyone for attending. The meeting was closed at 5.46 pm.

Signed

Dated