



FAUNA & FLORA

INTERNATIONAL

Annual General Meeting

Zoom Webinar Event

13th September 2022

5.00 pm

These papers contain:

Details of how to join the AGM

Instructions on Voting

Minutes of the 2021 AGM

*

Information and Resolutions on:

Re-appointment of FFI's Auditors

Election of The President & Vice-Presidents

Election of Officers & Ordinary Members of Council

*

Biographies of Nominees for Election

Information on AGM Presentations

Governance List

Postal Voting Form

*

FFI'S ANNUAL GENERAL MEETING 2022

FFI's Annual General Meeting (AGM) is being held as a virtual event again this year.

JOINING THE AGM

The AGM webinar will begin at 5pm (UK time) on Tuesday, 13th September 2022.

To register for the webinar please go to: <https://tinyurl.com/FFIAGM-22>

VOTING ON AGM BUSINESS

There will be no 'live' voting during this year's online AGM. Voting on the items of AGM business, including the election of honorary roles, officers and members of Council, will once again take place in advance of the meeting.

Members may cast their votes in advance of the AGM in one of two ways:

ONLINE VOTING

To cast your votes electronically please go to: <https://tinyurl.com/3tkamw82>

**Online voting will close 48 hours in advance of the AGM at:
5.00pm on Sunday, 11th September 2022.**

POSTAL VOTING

If you prefer you may use the postal voting form at the back of this booklet.

Please complete the form and either email a clear scan or photograph of it to governance@fauna-flora.org or return it by post to:

The Governance & Risk Manager, Fauna & Flora International,
The David Attenborough Building, Pembroke Street, Cambridge, CB2 3QZ.

For your postal votes to be counted, your form must be received 48 hours in advance of the AGM by 5.00pm on Sunday, 11th September 2022.

Thank you for your participation

AGENDA FOR THE 118th FFI ANNUAL GENERAL MEETING

TUESDAY 13th SEPTEMBER 2022

- **Welcome from the Chair of the Council of Trustees**
- **Results of advance voting on the following items of business:**
 1. **Approval of the Minutes of the 2021 AGM**
 2. **Re-appointment of Auditors**
 - i) For re-appointment: Crowe U.K. LLP
 - ii) Authorising the Directors to fix the Auditors' remuneration
 3. **Election of the President**

Retiring & being proposed for re-election:
HRH Princess Laurentien of the Netherlands
 4. **Election of vice-presidents**

For re-election:	New nominees:
i) Charlene de Carvalho-Heineken	i) Nigel Winser
ii) Viscount Philippe de Spoelberch	ii) Hon Najib Balala
iii) Dr Lee Durrell	
iv) Hugh Fearnley-Whittingstall	
v) Edward Hoare	
vi) Charles Whitbread	
 5. **Election of Officers of Council**

Standing down as Chair:
Hugo van Vredenburg

Being proposed for election as interim Chair:
Dr Elizabeth Rogers
 6. **Election of Ordinary Members of Council**

Retiring:
Diana van de Kamp

Retiring but eligible for re-election:
Hugo van Vredenburg
Richard Walker OBE
- **Presentations on the Annual Report & Accounts 2021**
- **Q & A Session**

ITEM 1: DRAFT MINUTES OF THE 2021 AGM

The 117th Annual General Meeting of Fauna & Flora International (FFI) was held as a Zoom webinar event at 5.00pm on Wednesday, 29th September 2021.

Mr. Hugo van Vredenburg, Chair of the FFI Council of Trustees opened the meeting by extending a warm welcome to FFI's second virtual AGM to the approximately one hundred members, trustees, vice-presidents and staff present online, both in the UK and around the world. FFI now has more than 3,300 members, a 30% increase in the last three years, and a regular donor base that now numbers over 12,000 supporters. FFI's Fundraising Promise outlines our commitment to all our members and supporters and to the public to ensure we adhere to the highest possible standards when raising funds and that we strive for maximum conservation impact in all that we do. Over the next hour our goal is to provide a snapshot of what FFI continues to achieve and to show how the trustees have a firm 'hand on the tiller.' Mr. van Vredenburg then outlined the programme for the webinar and reminded attendees that they could submit questions and comments via the Zoom Q&A and chat functions throughout the event.

1. Announcement of Results of Advance Voting on AGM Items of Business

Information on each of the following items of business was contained in the AGM papers, including biographies of the various nominees. A total of 51 members had cast their votes in advance of the meeting and the Chair thanked them for taking the time to do so, noting that membership engagement is fundamental to a membership organisation such as FFI.

The Chair then confirmed that all of the following resolutions which had been put to the members had been overwhelmingly approved by a large majority vote:

- (i) The Minutes of the 116th Annual General Meeting held on Tuesday, 15th September 2020.
- (ii) Two resolutions relating to the re-appointment of FFI's Auditors confirming their re-appointment and authorising the Directors of the company to fix the auditors' remuneration.
- (iii) Election of vice-presidents

FFI presently has 37 vice-presidents, of whom Sir David Attenborough is the most senior, having joined as a member in 1959 and becoming a vice-president in 1979. Our vice-presidents are honorary FFI ambassadors and they are invaluable to our organisation and its mission. Many are generous donors in their own right and collectively provide access, insight, wisdom, leverage and advice and we are most grateful to them all.

The following three vice-presidents have reached their end of their current terms of office at this AGM and have been re-elected for a further term:

- Lindsay Bury
- Rupert Goodman
- Jon L Stryker

In addition, the following two nominees have been newly elected to serve as vice-presidents this year:

- Gareth Rhys Williams
- Edward van Cutsem

Both of the above retired from Council in 2020 after having served two terms as trustees and we are delighted to welcome them as vice-presidents and hence to be able to continue to directly benefit from their commitment and expertise.

(iv) Election of Ordinary Members of Council

The Chair began by wholeheartedly thanking retiring trustees Sandy Knapp and Andrew Joy. Dr Knapp is a world-renowned botanist and expert on the taxonomy of the nightshade family, Solanaceae. She has been a source of excellent judgement and advice to FFI during her 16 years on Council, a dedicated commitment for which we are very much in her debt. Thankfully Dr Knapp will continue to be involved with FFI in her role as President of the Board of FFI USA, a position she has held since 2016. Andrew Joy has served on Council since 2013 and on the Audit Committee during a time when FFI's finances were more stretched than today. The hallmarks of his tenure having been personal generosity, exceptional networking and emphatic but invariably thoughtful advice and we are delighted that Andrew has agreed to continue to serve FFI in his capacity as a member of our fundraising working group.

Re-election of members of Council

The following Council member, who is a senior lawyer and serves on our Audit and Remuneration sub-committees, has completed one four-year term of office and has been re-elected for a further term:

- David Gibson

Election of co-opted members of Council

The Chair explained that the following four trustees had been co-opted to Council in March this year and are therefore standing for election at this AGM. He believed that in the organisation's long history it is unlikely that a more august group had joined Council at any single time and expressed his delight that each had agreed to serve as trustees, noting that FFI has already benefited from the energy, diverse insights and perspectives that this group brings to Council:

- Senator Abshiro Halake
- Dr. Liz Rogers
- Hugh Sloane
- Professor Joanne Webster

(v) Amendment of the Memorandum & Articles of Association

The Chair explained that this resolution was put forward to continue to allow us to meet virtually in the years to come. Unsurprisingly as our membership grows virtual meetings substantially increase attendance and engagement and our ambition going forward is to combine the best of virtual and our historic in-person AGMs. This resolution was also emphatically passed by our voting members with well over the required three-quarters of the votes cast being in favour.

2. Presentation of the 2020 Annual Report by Joanne Elliott, Senior Conservation Director, Cross-Cutting Programmes (SCDCP)

The SCDCP's presentation gave a flavour of what FFI achieved in the last year, a year totally unlike any other. Even under normal circumstances, achieving the level of conservation impact recorded in 2020 would be an impressive feat but given the constraints and challenges that the pandemic presented, it is nothing short of remarkable. Before highlighting some of these achievements, the SCDCP first outlined how the pandemic has impacted FFI's work around the world.

Essentially our partners and projects have faced enormous challenges, with 80% of projects reporting the impacts of Covid-19 as the key challenge of 2020, with it having caused: disruption or cessation of project operations due to lockdowns; massive loss of tourism income and revenues from other funding sources and challenges in maintaining relationships with communities, governments, and partners. FFI has been able to assist with these challenges, due in large part to the support of our donors and we were able to redirect funds to create a Partner Crisis Support Fund, which has now become the Partner Resilience Fund.

Early on in the crisis, as soon as the impact on partner organisations globally became known, we worked with some of our key donors to set up the Partner Crisis Fund, distributing more than \$1.2m to more than 30 partner organisations globally to keep them operating through 2020. This was made possible through the generous support of Arcadia, the Peoples Postcode Lottery, the Versace family, ARM, The Waterloo Foundation and the great response from our members to our appeal, and we thank them all for this. The Crisis Fund is now becoming the FFI Resilience Fund, with new kickstart funding from Arcadia, to tuck in behind partner organisations with capacity and resilience building, technical support and grants.

Despite the challenges of 2020, there were also plenty of highlights including having been able to work with 389 partners, 255 of whom were directly supported by FFI with capacity development. We were also able to see hopeful signs of recovery from some of our endangered species, including hawksbill turtles in Nicaragua where despite challenging circumstances the 2020 nesting season was a success with more than 97% of nests at our key sites protected and almost 19,000 hatchlings released. Since the start of FFI's work to protect this species 11 years ago, 2,436 hawksbill nests have been protected in total and 218,852 hawksbill hatchlings that may have otherwise been poached as eggs have been released to the sea.

In Cambodia Siamese crocodiles were protected at five sites and bolstered through ex-situ breeding. In early 2020 ten baby Siamese crocodiles were spotted in the wild at a site in Cambodia where FFI has worked to protect this species since 2000. The sighting is the largest number of wild hatchlings recorded by conservationists and in May 2020 a nest was found at the same site with a clutch of 22 eggs. These signs give us real hope that our conservation efforts are having an impact on this species which just two decades ago was believed to be extinct in the wild in Cambodia.

In terms of threatened habitats, two examples were cited, the first being FFI's marine work in Turkey where during 2020 an additional 35,000 hectares of coastline were brought under environmental protection by the Turkish government, more than doubling the area of marine habitat under formal legal protection in this part of the country. Since 2012, FFI's long-term partner Akdeniz Koruma Derneği has led conservation efforts in Gökova Bay, the site of Turkey's first and – until 2020 – only actively managed marine protected area. Thanks to its collaborative, community-led approach, fish biomass within Gökova Bay's six no-fishing zones has grown, thereby improving small-scale fisher income and increasing availability of prey for Mediterranean monk seals and other predatory marine species, which are now returning.

Despite the Covid-19 crisis and resulting restrictions, including a brief suspension of law enforcement patrols, the conservation status of Sapo National Park in Liberia was maintained in 2020. The park remained free of permanent illegal mining camps, which was the main threat to its ecological integrity and patrols achieved the removal of snares, the confiscation of guns, the arrest of poachers and the rescue of live animals. Reducing illegal activities allows species' populations to recover. A case in point is the pygmy hippopotamus, with preliminary survey results confirming this.

In terms of our third primary ambition, that of locally led conservation, FFI works directly with a range of in-country organisations, knowing that effective long-term conservation solutions lie in local hands. An example is increasing community participation in Scotland's marine conservation where through the increased organisational capacity and presence of the Coastal Community Network we are seeing our partner community groups now being invited to key forums where they have previously found it difficult to "get a seat at the table". Policies are changing as a result e.g. the complete ban on scallop dredging in Wester Ross and South Arran and the increased closures to trawl fishing across the marine protected areas.

Our fourth primary area of ambition is influencing others, including governments, corporates and the finance sector, to drive positive conservation impact, an example being the minimising of the impact of forest mining on biodiversity. In 2020 FFI and partners produced reports on both large-scale and artisanal mining for the World Bank that summarised the status of mining in forests, the key impacts and listing recommendations for action, including principles for 'forest-smart mining'. The issue of mining in forests gained significant profile as a result. The recommendations are being used to influence financiers and extractive companies alike to better consider biodiversity in their forest mining practices. As well as supporting large mining companies to pilot the report's recommendations, FFI is now involved in a second phase of work for the World Bank, guiding mining companies on aligning climate policy and climate finance with biodiversity and social goals through nature-based solutions.

As part of our influence, FFI was also able to nominate the winners of the 2021 Marsh Charitable Trust Awards, a programme run in partnership with FFI to provide recognition to those who work to improve our world, making Marine, Terrestrial, and Early Career Conservationist Awards each year. The SCDCP announced the 2021 winners as being Rafid Shidqu, Founder and Project Leader with Thresher Shark, Indonesia; Manuel de Grace Sacramento Gomes, Field Assistant, Fundação Príncipe and Cynthia Layusa, Programme Director, for Isla Biodiversity Conservation and offered the congratulations of everyone at FFI.

As we look forward in 2021 we will be channeling more of our efforts into helping our partners continue to adapt to new realities and particularly to become more resilient in the face of an increasingly uncertain world, with a particular focus on accessing more diverse, resilient and innovative forms of financing.

Tackling climate change is of course central to all our futures, and nature globally holds the key to both mitigation and adaptation – the places where FFI works are the critical climate reserves increasingly recognised as being needed as we seek to implement the Paris Agreement. The forthcoming COP26 will be a critical step along this path and we hope to see ambitious decarbonisation commitments go hand in hand with mechanisms to bring climate finance to invest in local level and high-quality nature protection initiatives.

Finally, the SCDCP wished to say a big thank you to everyone for their support, without which we could not have done any of this.

3. Presentation of the 2020 Accounts by Paul Baldwin, Treasurer

The Treasurer presented a brief overview of the 2020 Annual Report and Accounts, reminding members that copies of the full annual report were available to download from FFI's website using the link provided in the meeting papers. The accounts include a Strategic Report on our progress against the ambitions set out in our 2019-2023 Business Plan, which explains how we work in

genuine partnership with local communities and organisations, respecting their knowledge and understanding of the local context, while bringing our own expertise and experience to the table. The Annual Report also shows where we work, with FFI currently having over 130 projects in close to 40 countries around the world.

Our Strategy is built around seven ambitions and our Annual Report outlines how these are being achieved, as well articulating our plans for the future and how we intend to achieve greater, demonstrable and lasting conservation impact worldwide. We are now looking to consolidate our efforts around key themes and geographies whilst remaining responsive to emerging opportunities to support, influence and innovate. We are also looking to invest in our effectiveness and resilience by increasing our visibility, investing in our people, and securing the resources we need to deliver our strategy. With 2020 behind us we are moving from a year of intense crisis globally, including for many of our partner organisations, into an uncertain and risky future. This presents both opportunities and challenges, and we are in the process of refreshing our Strategy to respond to both.

Turning to the accounts themselves, our total income in 2020 was £26.5m, of which £20.0m was restricted income and £6.5m unrestricted. This was a 14% increase on income compared to 2019 with unrestricted income being 38% higher. The key reason for this growth in unrestricted income was the receipt of £2m as a Promoting Society for the People's Postcode Lottery – a very welcome boost to our fundraising ambitions. This increased the proportion of unrestricted income to 24% of total, a higher proportion than we have seen in previous years. The 8% increase in restricted income compared to 2019 was driven by increases in Trust & Foundations and individual donations to our Partner Crisis Support Fund, which was launched in response to the Covid-19 pandemic. As always, we are grateful for the continued support from all our donors.

As mentioned earlier, 2020 represented the second year of our Business Plan which outlines our ambitions for the period 2019-2023. Ambitions 5-7 will see continued investment towards increasing FFI's effectiveness. The increase in unrestricted income will allow us to strategically invest in managing our global operations, building reserves, and providing a secure platform for further growth. Priorities include investing in our profile and communications, legal support and HR, all necessary to achieve our Business Plan objectives. However, overall our core costs remain modest against total income and this reflects our prudent approach to investing in the organisation as we grow.

Our income is from various sources with income from individuals increasing to 22% of total, from 9% in 2019. This was largely due to the receipt of the People's Postcode Lottery income, as well as investment in digital fundraising activities. Government & Multilateral income decreased from 30% last year to 20% in 2020. This was the result of a couple of large USAID funded projects coming to an end during the year. Legacy income in 2019 was 10% of total due to a single very large legacy received in that year. Legacies reverted to a more normal percentage in 2020. Trusts & Foundations and Corporate income both remained constant compared with 2019, at 47% and 4% of total income respectively.

The percentage of total expenditure spent on charitable activities remains very high at 92%. In accordance with our Strategic Plan, FFI has invested in fundraising capacity and the diversification of our income streams, resulting in fundraising expenditure increasing from 6% of total expenditure in 2019 to 8% in 2020. In terms of the split of programme expenditure by region and through our conservation partnerships division, Asia Pacific was still the biggest region by spend and headcount. The Cross-cutting Programmes increased from 22% to 30% in 2020 with much of this

increase due to the sub-grants of over £700k from the Partner Crisis Support Fund to support our partner organisations around the globe to respond to the impact that the Covid-19 pandemic.

Overall, the total surplus in 2020 was £2.5m, of which £1.8m was unrestricted and £700k was restricted. Total reserves at the end of 2020 were £19.3m (an increase from £16.8m last year). Unrestricted reserves were £6.5m (up from £4.7m in 2019) which represents 9 months of budgeted, recurring core expenditure. We aim to hold between 6 and 18 months of unrestricted reserves, with a target of 12 months, so overall we are at a comfortable level. Unrestricted reserves are critical to ensure FFI is able to weather the kind of storms, such as the Covid-19 pandemic, and to continue delivering conservation for the future.

In summary it has been yet another extremely successful year financially. This success is built upon the wonderful generosity of all our donors, and the belief they put in us to use their funds effectively. These results are also testament to the hard work and commitment of all of our people, and I would also like to thank them once again for their superb achievements. The Treasurer closed his presentation by recommending the Annual Report & Accounts to the members.

4. Q & A Session (The AGM webinar, including the full Q&A session can be viewed [here](#))

The Chair handed over to Jonny Wright, Senior Director Communications & Fundraising (SDCF) to coordinate the Q&A session, the panel for which comprised, Mark Rose, CEO, the SDCDP and the Chief Operating Officer.

The first question concerned the progress of FFI's purchase of Boden Creek in the Golden Stream Corridor, Belize. The CEO explained the long history of this acquisition dating back to Halcyon Land & Sea Fund purchases made in the late 1990s which had subsequently been gifted to the local Mayan community, who formed the Ya'axche Conservation Trust to manage the land. The long term vision has always been to have a million acres under conservation management running from the Mayan mountains down to the coast. Boden Creek is the last piece of the 'jigsaw' and last year an opportunity to purchase the land arose. The necessary funds for the purchase have now been raised and the CEO thanked all those who contributed to make this possible. The COO added that there are still legal hurdles to overcome before the titles to the land can be transferred but we are hopeful that it will be possible to complete the transaction in November.

FFI's programme of work to protect pangolins was covered, including how we are developing an understanding of the presence and range of different species in Guinea and Liberia as well as working to strengthen Liberia's law enforcement capacity to tackle illegal wildlife trade. In Asia FFI is working in Sumatra and on the Myanmar/Thailand border to disrupt this trade by strengthening government ability to investigate and prosecute wildlife crime and with local communities at key trade routes so that, in exchange for support with development of sustainable livelihoods and improved resource management, they become more active in addressing these threats. The success of our fundraising efforts around pangolins means that we will soon be able to scale up this and other work to tackle the illegal wildlife trade.

Further questions were posed concerned FFI's involvement in re-wilding projects and in campaigns around plastics, particularly in the marine environment; how UK foreign aid might be linked to conservation and FFI's potential connection and collaboration with this; whether China and other powers recognise and care about their impact on the natural world; how successful overall are FFI's targeted fundraising efforts and what future priorities, focus and directions the organisation sees for itself.

5. Concluding remarks

The Chair closed by thanking the presenters and panel and everyone else attending for their questions and engagement during the event. He particularly thanked FFI colleagues around the world who, despite the myriad operational, economic and personal challenges that Covid-19 presented, got the job done - highlighting once again that flexibility and adaptability are at the core of what FFI is and does.

It has only been possible during this hour to provide a very small window into an extraordinary organisation that is in full flight, with a record amount of money raised and spent, record numbers of colleagues, and which is integral to helping look after almost 50m hectares of critical habitat. In 2020 almost 300 species benefitted from our work and we partnered with 389 other organisations towards common goals. We 'partnered with' are simple words but genuine, engaged and trusting partnership is extremely hard to do and it is something at which FFI excels and which is deeply engrained in our DNA. FFI is thoroughly committed to working with partners of all kinds but especially with those on the ground to deliver common and sustainable conservation objectives. This focus and dedication to partnership is pretty much unique in the world of conservation and will be of paramount importance as we face the huge challenges ahead. Sir David Attenborough has summarised what we do thus – *'in the past century FFI has consistently saved species from extinction and prevented habitats from destruction. Their solutions have invariably been practical, efficient and practical in local circumstances.'* Thank you for helping to make it so and for many years to come.

The Chair then declared the 117th Annual General Meeting closed at 6.00pm.

ITEM 2: RE-APPOINTMENT OF AUDITORS

The Council of Trustees has formally delegated responsibility for considering and making recommendations on the appointment and re-appointment of the organisation's external auditors to its Audit & Risk Committee. The Council has endorsed this year's Audit & Risk Committee recommendation, which is to re-appoint Crowe UK LLP as FFI's auditors for the 2022 financial year.

Approval is therefore sought from the 118th AGM for the following two resolutions:

- Resolutions:**
- i) To re-appoint Crowe UK LLP as auditors of the Company; *and*
 - ii) To authorise the Directors to fix the auditors' remuneration

ITEM 3: ELECTION OF THE PRESIDENT

In accordance with the Memorandum & Articles of Association of FFI the Charity may, on the recommendation of the Council of Trustees, elect a President at its AGM to serve for a renewable term of five years. The role of the President is honorary in nature; therefore the holder of this office is neither a trustee nor a director of FFI and does not therefore have the responsibilities which go with those positions but serves as an ambassador for the organisation.

HRH Princess Laurentien of the Netherlands was a member of FFI's Council from 2003-2005, then served as a vice-president from 2006-2012 before being elected President. Having completed two terms as President, Princess Laurentien is therefore due to retire this year but eligible for re-election.

On the recommendation of Council, approval is therefore sought from the 118th AGM for the following resolution:

Resolution: To re-elect HRH Princess Laurentien of the Netherlands as President of FFI.

BIOGRAPHY OF HRH PRINCESS LAURENTIEN OF THE NETHERLANDS

Petra Laurentien Brinkhorst was born in Leiden on 25 May 1966 to Laurens Jan Brinkhorst and Jantien Brinkhorst-Heringa.

Education: Princess Laurentien received her secondary education in The Hague and later at the Lycée Français in Tokyo, Japan, where she passed the Baccalauréat A examinations. The Princess studied history at the University of Groningen, completing her foundation year in 1986. She received her Bachelor of Arts degree in political science at Queen Mary College, University of London, in 1989. In July 1991 she obtained her Master of Journalism degree at the University of California at Berkeley.

Marriage and family: Princess Laurentien married Prince Constantijn in The Hague on 17 May 2001. The marriage was blessed on 19 May 2001 in the Grote of St Jacobskerk in The Hague. Princess Laurentien and Prince Constantijn have three children. Their first daughter, Eloise, was born on 8 June 2002, their son Claus-Casimir on 21 March 2004 and their second daughter, Leonore, on 3 June 2006. The family lives in The Hague.

Work: Besides her official duties as a member of the Royal House, Princess Laurentien performs a wide range of professional activities. The Princess has been active in promoting literacy since 2001. Stichting Lezen & Schrijven (the Reading and Writing Foundation) was set up on her initiative in May 2004 to prevent and reduce functional illiteracy in the Netherlands. In 2009 Princess Laurentien was designated UNESCO Special Envoy on Literacy for Development. In this capacity, she acts as an advocate for the cause of literacy all over the world. In February 2011 the Princess was appointed Chair of the European Commission's High Level Group of Experts on Literacy. The Group published its Final Report in September 2012. In November 2017 Princess Laurentien resigned as honorary chair of Stichting Lezen & Schrijven, but she remains committed to literacy for all, both in the Netherlands and abroad. The Princess is, for example, a member of the board of the HEMA Foundation, an independent body that works to promote an inclusive society and places a special focus on language skills. Her role as UNESCO Special Envoy on Literacy for Development allows her to contribute at international level.

Princess Laurentien's commitment to sustainability and nature conservation is reflected in her work for the Missing Chapter Foundation (in Dutch), which she set up in 2009. The foundation encourages decision-makers to take the perspective of children and young people into account. In 2014 the foundation launched the Raad van Kinderen (Kids Council), a platform which invites children to explore the strategic dilemmas facing businesses, NGOs and local and national government. Based on their own research and interviews with management board members, the Kids Council offers new insights and possible solutions.

In 2009 Princess Laurentien published the first in a series of children's books which centre on a character called Mr Finney and deal with issues such as sustainability and climate change. The second book in the series was published in February 2011, and the third in November 2013. The Princess has written several other books, including De Sprookjessprokkelaar (with Paul van Loon, 2014), plus a sequel published in 2019, and Nog Lang en Gelukkig (with Jeroen Smit, 2016).

Princess Laurentien is a Fellow of the European Climate Foundation, member of the Board of Trustees of the Oceano Azul Foundation and Special Advisor for Rewilding Europe for the WWF (World Wide Fund for Nature). In 2017 Princess Laurentien and Prince Constantijn set up the Number 5 Foundation, a charity which is currently developing various innovation initiatives to address a range of social issues.

Between 1996 and 2003 Princess Laurentien worked in international communications, for companies including Weber Shandwick and Edelman PR Worldwide. She then became an independent adviser, working for clients such as the World Wide Fund for Nature and Estée Lauder. In 2017 she launched her own social enterprise, House of Hi, a strategic and creative consultancy studio.

Honorary posts:

- Patron of Reading Unlimited (formerly the Dutch Listening and Braille Library (NLBB))
- Patron of the Dutch language society Genootschap Onze Taal
- Patron of the Centre of Expertise on Disability and Study
- Honorary chair of the Association of Public Libraries
- President of the European Cultural Foundation
- Member of the Board of Trustees, Oceano Azul Foundation

Biography reproduced from the Royal House of the Netherlands official website

ITEM 4: ELECTION OF VICE-PRESIDENTS

The AGM can also elect vice-presidents to serve for renewable terms of five years. These roles are also honorary in nature, with nominees for the position being chosen from among people of distinction in conservation or public life more generally who are unable or who do not wish to attend regular Council meetings and exercise the governance functions that involves, but who nevertheless support the Charity's aims, objectives and current strategy and wish to utilise their particular skills and experience in a variety of ways as ambassadors for the organisation.

Re-elections

Resolution: Council recommends to the 118th AGM that the following six vice-presidents, having reached the end of their current five-year terms of office, be re-elected to serve for a further term:

- i) Charlene de Carvalho-Heineken
- ii) Viscount Philippe de Spoelberch
- iii) Dr Lee Durrell
- iv) Hugh Fearnley-Whittingstall
- v) Edward Hoare
- vi) Charles Whitbread

New Nominees

Resolution: Council further recommends to this AGM the election of the following two new nominees to the office of vice-president of FFI:

- i) Nigel Winser
- ii) Hon. Najib Balala

BIOGRAPHIES OF NOMINEES FOR VICE-PRESIDENT

Charlene de Carvalho-Heineken is member of the Heineken brewing family and an Executive Director at Heineken Holding NV. Charlene, who studied Law at the University of Leiden, is married to Michel de Carvalho, a member of the supervisory board at Heineken NV and Executive Director of Heineken Holding NV. Following a 20 year career at Citigroup, where he served a Vice Chairman of Citi Investment Bank and Global Chairman of Citi Private Bank, Michel is now chairman of CapGen. Charlene and Michel have been FFI supporters since 2003, and Conservation Circle members since 2007. Charlene and Michel spend time in London and the Netherlands as well as undertaking considerable international travel to visit the global network of Heineken breweries – many of which are in countries in which FFI works. In 2014, Charlene and Michel gave their generous support to establish FFI's Species Fund which has provided critical support to five key species projects – including the Tonkin snub-nosed monkeys in Vietnam and forest elephants in Guinea, along with timely emergency response to a further six projects, including saiga antelope in Kazakhstan. Ms. Carvalho-Heineken became a vice-president in 2017.

Viscount Philippe de Spoelberch is a Belgian businessman and dendrologist. He has a degree in brewing engineering and an MBA from Columbia University. In 1977, he commenced his business career at Anheuser-Busch InBev, formerly known as Interbrew. In 2004, American Beverage Company merged with Interbrew to form the current Anheuser-Busch InBev where he was a director until 2007. Since the 1970s, de Spoelberch has been actively involved in dendrology, collecting his first trees during this period. His garden at Herkenrode Belgium and Arboretum Wespelaar (a charitable foundation since 2003) contain many trees collected in the wild. De Spoelberch has served as the President of the Belgian Dendrology Society and the International Dendrology Society. Through Fondation Franklinia, de Spoelberch started supporting the Global Trees Campaign (GTC) in 2003, initially for tree Red Listing and a project on Chinese magnolias. Funding from the Franklinia Fondation for the GTC has grown gradually since then and now supports numerous projects across multiple countries and is also used to support core communications, capacity building and profile-raising work. The Viscount became a vice-president in 2017.

Dr Lee Durrell MBE has played an important role at the Durrell Wildlife Conservation Trust (DWCT) for more than 30 years. Dr Durrell studied philosophy at Bryn Mawr College in Philadelphia, before enrolling in a graduate programme at Duke University in 1971 to study animal behaviour. Lee became fascinated by animal communication, and conducted research for her PhD on the calls of mammals and birds in a politically turbulent Madagascar. Lee married Gerald Durrell in 1979 and spent 15 years with him writing and making tv programmes about natural history and conservation. She became involved with the conservation work of the Trust and was instrumental in re-opening Madagascar to western scientists during the early 1980's. 'The State of the Ark', Lee's first book, was a comprehensive review of species conservation, published in 1986. Lee maintains a deep interest in her late husband's legacy, assuming the mantle of Honorary Director at DWCT on his death in 1995. She continues to play an important ambassadorial role for the Trust, particularly in the media, and maintains a key position on the Board of Trustees as Chairman of the Governance Committee. Dr Durrell has sat on the governing boards of a number of well-known wildlife organisations, including FFI's Council, and has contributed to the field of conservation through books, articles and speaking engagements. In June 2011 she was awarded an MBE for services to conservation and the environment. Dr Durrell became an FFI vice-president in 2002.

Hugh Fearnley-Whittingstall is an English celebrity chef, television personality, journalist, food writer and campaigner on food and environmental issues, known for his back-to-basics philosophy and commitment to seasonal, ethically produced food. He is best known for his River Cottage TV series and books and as a campaigner on issues related to food production and the environment, such as fisheries management and animal welfare. Following university, Hugh spent some time in Africa, but returned to England and became a sous-chef at the River Café in London, following which he commenced freelance journalism and was published in *Punch*, the *Evening Standard* and *The Sunday Times*. He wrote a weekly column for The Guardian between 2006 and 2014. Besides more than 20 cookery-based series, Hugh's TV work includes hard-hitting campaigns such as *Chicken Out!* which helped increase the proportion of higher welfare chicken sold in the UK and the hugely influential *Fish Fight*, which brought about changes in law at the European level. In August 2015, he co-hosted a series of programmes on BBC1 called *Big Blue*, which concentrated on marine wildlife around the UK coast. In 2015 he also presented *Hugh's War on Waste*, campaigning against waste by food producers, retailers and consumers. He is Patron of the National Farmers' Retail and Markets Association and of Switchback, a charity helping young offenders find opportunities in the catering industry. In 2016 Hugh introduced the Tusk 'Time for Change' event which called for an end to the illegal wildlife trade where HRH The Duke of Cambridge was the main speaker. A two-part documentary "*Saving Africa's Elephants: Hugh and the Ivory War*" followed, and he was signatory to an open letter calling on the Government to take action against the illegal ivory trade. Hugh was appointed as a vice-president in 2017.

Edward Hoare retired in 2009 from a long career at C. Hoare & Co., a private bank in London. He continues to have an active involvement in its charitable activities and serves on the Family Forum of the Golden Bottle Trust. Edward's interests include philanthropy, governance and accountability, raising standards, social entrepreneurship and changing the world. In 2005 he founded Universal Risk, an unincorporated voluntary association which aims to aid understanding of the importance of the concept of sustainable living and resource management. He is also one of the founders of Goo iSOFT, the makers of thortspace 3D mind-mapping software. He is an amateur ornithologist and wildlife gardener. He enjoys countryside pursuits and pioneered the introduction of location-based interactive guide technology in the early 1990s. Edward has been involved with FFI for many years and has a particular interest in FFI's conservation programmes in Brazil. He was an FFI Trustee and served as Treasurer from 1984 to 1996. Edward has been an FFI Vice-President since 2007, also serving on FFI's Audit Committee from 2007 – 2020.

Charles Whitbread is the great grandson of Samuel Whitbread MP, one of the founder members of FFI. He previously lived and worked on a private nature reserve in South Africa. His family has a long-term interest in nature conservation and Charles was a member of FFI's former Founders' Circle. Charles served three consecutive terms of office on Council, becoming co vice-chair in 2012 and serving on the Executive, Nominations and Remuneration Committees. In 2017 he retired as a trustee and was appointed as a vice-president. He is a Conservation Circle member and involved with two trusts which support the work of FFI. Charles serves as a trustee for a number of other charitable organisations, focused mainly on local causes in Bedfordshire where he also holds the position of Deputy Lieutenant.

Nigel Winsor's early encounters with the natural world in Kenya led to a career in conservation as a field scientist. He read Life Sciences at the Polytechnic of Central London (now the University of Westminster) where he undertook biological field surveys in the Sahara, West Ethiopia, and Kenya. Nigel then worked at the Royal Geographical Society on field science related activities for 29 years, joining as a volunteer studying the forests of Sarawak and going on to become its Deputy Director. He helped establish the society's Expedition Advisory Centre to encourage and fund

young scientists to study the natural world – and was then selected to develop the Society’s geographical research programmes in Africa, the Middle East, Asia, Australia and the Indian Ocean. As Head of the Expeditions and Fieldwork division, Nigel was involved in developing standards and training for safe fieldwork and promoting the value of outdoor learning. In 2005 Nigel joined the ‘citizen science’ NGO Earthwatch and for 10 years led the European office. He was later appointed Executive Vice President of Earthwatch International, with a global programme of over 50 international projects worldwide, focusing on biodiversity and climate change studies and working closely with volunteers, business leaders and pioneering international scientists. During his time at Earthwatch he was instrumental in setting up the Earthwatch India office in 2008 and forging links with the Middle East. He also established Earthwatch ‘observatories’ around the world to measure the impact of climate change on the world’s forests as part of the HSBC Climate Partnership. Since 2015, he has been an adviser and mentor with a focus on community based / biodiversity projects in the Sultanate of Oman and East Africa. This includes a close link with the Il Ngwesi Maasai Community Conservancy in North Kenya. He joined the Nekton Mission for 2 years as a Trustee undertaking Bathyal surveys of the Indian Ocean. Currently he is a Judge for the Tusk Conservation Awards and works closely with the Whitley Awards, which he helped found with Edward Whitley in 1992. He is a lifelong supporter of the East African Wildlife Society in Nairobi and is their UK Representative. He is also the founder and organiser of the annual Natural Heritage Lectures at the RGS each October, to showcase a new generation of field conservationists from the Sultanate of Oman.

Honourable Najib Balala, EGH, was born in Mombasa 1967 and trained in International Urban Management at the University of Toronto, Canada. He underwent the Executive Program for Leaders in Development at the John F. Kennedy School of Government at Harvard University. Hon Balala was re-appointed as Cabinet Secretary for Tourism & Wildlife by H.E. Uhuru Muigai Kenyatta, CGH, President of the Republic of Kenya in 2017, having served as a Cabinet Secretary for various Ministries (Cabinet Secretary for Tourism (2015-2017), Cabinet Secretary for Mining (2013-2015) Minister for Tourism (2008-2012). Hon Balala is the Chairman of the United Nations World Tourism Organization (UNWTO) Commission for Africa, a position he served earlier in 2011. He was voted Best Tourism Minister in Africa in 2009 by Africa Investor. He is credited with steering Kenya’s tourism sector to recovery following the crisis period following various terrorism attacks between 2007-2015 and the post-election violence in 2008. He played a significant role in boosting tourism growth and stability in Kenyan and in the African regional tourism sector. He works closely with private and institutional investors, conservation and regional development agencies to ensure that the economic potential of the Tourism and Wildlife sectors was both prudently and sustainably managed. He is responsible for the development of a new Wildlife Policy (the last one was in 1973). This Policy has new and innovative areas to propel Kenya’s wildlife sector into the future. To align with the new Policy the Wildlife Act has been revised, including restructuring of the institutions involved. Hon. Balala a PPP model for National Parks, spearheaded the Covid recovery funding from Government for Community Conservancies and the Kenyan Wildlife Service and led the first total wildlife Census for Kenya.

ITEM 5: ELECTION OF OFFICERS OF COUNCIL

Chair of Council

Hugo van Vredenburg was elected as the Chair of FFI’s Council of Trustees at the 2020 AGM (having joined Council in 2018). His first four-year term of office as a trustee is therefore ending making him due for retirement but eligible to stand again for a second term of office. However, due

to a change in personal circumstances Mr. van Vredenburg is stepping down as Chair but will stand for re-election as a member of Council (see below).

Dr Liz Rogers was co-opted to Council in March 2021 and joined the Executive Committee of Council (Exco) in July 2021, becoming increasingly engaged with Council affairs and making a valuable contribution both to Exco and to the Audit & Risk Committee on which she also serves. In May 2022, Dr. Rogers was co-opted by the trustee body to become Co Vice-Chair of Council, serving alongside Dr. Annette Lanjouw. With Hugo van Vredenburg stepping down as Chair, it is proposed that Dr. Rogers takes up that office on an interim basis.

Approval is therefore sought from the 118th AGM for the following resolution:

Resolution: To elect Dr Elizabeth Rogers as the interim Chair of Council.

ITEM 6: ELECTION OF ORDINARY MEMBERS OF COUNCIL

Retirements

One Member of Council, Diana van de Kamp, is due to retire this year having served two consecutive four-year terms of office (and 16 years overall as an FFI trustee).

Retiring but eligible for re-election

Council is recommending the re-election of two Members of Council who have each reached the end of their first four-year term of office and are therefore eligible to serve for a second four-year term:

- i) Hugo van Vredenburg
- ii) Richard Walker OBE

Resolution: To re-elect the above to each serve a second term as a Member of Council.

BIOGRAPHIES OF NOMINEES AS OFFICERS AND FOR COUNCIL

Dr. Liz Rogers is an environmental and sustainability professional with over 30 years of experience mainly with bp and previously in conservation and consultancy sectors. She retired from bp as Vice President Environmental Technology in December 2020. In this role Liz established decarbonisation technology strategies including nature-based solutions, carbon capture use and storage opportunities and supported technology startup investments. Liz held a variety of global environmental roles in bp and was instrumental in the development of bp's sustainability strategy, and environmental and social governance. She has considerable experience in several industry, Non-Governmental and United Nations Environment Programme activities and strategic university relationships. During her time with bp, Liz worked with FFI on several activities including the joint bp-FFI agreement signed in September 2020. Liz was a Board member and Vice Chair of IPIECA (the oil and gas industry trade association for environmental and social issues) and a Board member of the Carbon Capture Storage Association (CCSA). She has a PhD, Masters and Degree in environmental sciences and is a Fellow of the Institute of Environmental Management and Assessment.

Hugo van Vredenburg is a financial services professional and from 2015 – 2021 was Chairman of Interactive Investor (ii), the UK’s second largest direct investment platform with 400,000 clients and more than £35 billion of client assets. Prior to ii Hugo was CEO of the TMF Group and one of its predecessor companies from 2005 – 2014. TMF is a multinational professional services firm that provides accounting, tax, HR and payroll services to businesses operating on an international scale. It operates in 80 countries with 7,500 employees and has grown rapidly both organically and through acquisition. Prior to TMF Hugo held a variety of positions at Goldman Sachs over a 13-year period, including heading up the Equities Division in Japan, as COO of the Global Equities Division and co-leading the Pan-European Equities Franchise. He retired as Partner and Managing Director in 2005. Hugo is currently a Non-Executive Director of Ecospray and a partner in Saltus Wealth Management and previously served as a trustee of the Spinal Muscular Atrophy Trust. He has had a lifelong interest in conservation and is a member of FFI’s Conservation Circle.

Richard Walker OBE is Managing Director of Iceland Foods. Richard graduated in geography, qualified as a chartered surveyor and developed his own property businesses in Poland and the UK before joining Iceland Foods (the company founded by his parents Malcolm and Rhianydd in 1970) in 2012. He spent a year as a shelf-stacker and cashier before becoming an Iceland store manager and moving to head office, where he took up his current role in 2018. Richard is a committed environmentalist who has led all Iceland’s recent sustainability initiatives including the removal of palm oil from the company’s own label range in 2018, its pledge to eliminate plastic packaging from the Iceland own label range by the end of 2023, the recent publication of the full plastic footprint of the business and its call for transparency in plastic reporting. Richard is a trustee of the Iceland Foods Charitable Foundation and of Surfers Against Sewage, an Ambassador for Alzheimer’s Research UK and the Wildlife Trusts, a Patron of the Cheshire Wildlife Trust, a World Economic Forum Young Global Leader and Sustainable Business Ambassador for HRH The Prince of Wales, as well as a regular panellist on BBC1’s *Question Time*. He was elected to Council in 2018 and joined the Nominations Committee in 2020.

PRESENTATION OF THE ANNUAL REPORT FOR 2021

Members of FFI’s Senior Management Team will give an illustrated presentation to the meeting on FFI’s activities during 2021, highlighting some of the organisation’s key conservation achievements from across its portfolio of projects.

PRESENTATION OF THE ANNUAL ACCOUNTS FOR 2021

The Treasurer will present FFI’s accounts for the year to 31st December 2021. The full audited financial statements, on which the auditors have expressed an unqualified opinion in accordance with Chapter 3 of Part 16 of the Companies Act 2006, section 151 of the Charities Act 2011 and regulations made under section 154 of that Act, were approved on 6th July 2022 and signed on behalf of the Board of Trustees. They were submitted thereafter to the Registrar of Companies and to the Charity Commission for England and Wales in accordance with statutory requirements.

Copies of the full Annual Report and Accounts for the year ended 31st December 2021 may be downloaded from FFI’s website at: <https://www.fauna-flora.org/about/annual-reports-accounts> or to request a hard copy please email governance@fauna-flora.org

FAUNA & FLORA INTERNATIONAL

Established 1903; Registered in England & Wales as Limited Company No. 2677068 & Charity No. 1011102.

Patron HRH The Duke of Cambridge

President HRH Princess Laurentien of the Netherlands

Vice-presidents

Lisel Alamilla ¹	Rove McManus
Baroness Valerie Amos LG CH PC	Justin Mundy LVO
Sir Roy Anderson FRS FMedSci	Blaine T. Phillips
Sir David Attenborough OM FRS	The Rt. Hon. The Lord Randall of Uxbridge
The Lord Browne of Madingley FR Eng	Sir Gareth Rhys Williams ⁴
Lindsay Bury ²	Dr Lisbet Rausing
Dee Caffari	Dr Claudio Segré
Charlene de Carvalho-Heineken	Rt Hon. Mark Simmonds
Field Marshal Sir John Chapple GCB CBE DL*	Hugh Sloane ³
Giles Clark	Victoria Stack
Viscount Philippe de Spoelberch	Jon L Stryker ²
Dame Judi Dench CH	Andrew Sykes
Dr Lee Durrell MBE	Edward van Cutsem ⁴
Hugh Fearnley-Whittingstall	Antonio Versace
Stephen Fry	Charles Whitbread DL
Rupert Goodman ²	Dr Adrian Wilson
Edward Hoare	James Wong
Tim Jarvis AM	The Rt. Hon. Baroness Young of Old Scone
Anders Johansson	Jochen Zeitz
The Lady Emma Kitchener LVO	

Officers of Council

Chair	Hugo van Vredenburg
Vice-chair	Annette Lanjouw
Vice-chair elect	Dr Elizabeth Rogers ⁴
Treasurer	Paul Baldwin

Ordinary Members of Council

Jeffrey Blumberg	Richard Plackett
Anna Gavazzi Asseily	Hugh Sloane ⁴
David Gibson	Kimberly Stewart
Senator Abshiro Halake ⁴	Diana van de Kamp
Andrew Joy ³	Richard Walker OBE
Benjamin Khalili	Professor Joanne Webster FLS FRSB ⁴
Dr Sandra Knapp ³	

¹ stood down 29 September 2021

² re-appointed 29 September 2021

³ retired 29 September 2021

⁴ appointed 29 September 2021

* passed away 22 March 2022

Company Secretary Svetlana Ignatieva

Chief Executive Officer Mark Rose

Auditors

Crowe U.K. LLP, 55 Ludgate Hill
London EC4M 7JW

Solicitors

Mills & Reeve, Botanic House, 100 Hills Rd
Cambridge CB2 1PH

Investment Managers

BlackRock, 12 Throgmorton Avenue,
Drapers Gardens, London EC2N 2DL

Principal Bankers

Barclays Bank, Mortlock House, Vision Park,
Histon, Cambridge CB24 9DE

POSTAL VOTING FORM – FFI ANNUAL GENERAL MEETING 2022

To vote on this year's items of AGM business please complete and return this form as per the instructions on the inside cover (where you will also find instructions for online voting as an alternative to use of this form).

Please note: If you do not choose 'For' / 'Against' / or 'Vote Withheld' next to a particular resolution, you will be deemed to have instructed the Chair of the AGM to cast your vote on your behalf on that item. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' or 'Against' a resolution.

Member's Name:

All items are Ordinary Business (<i>requiring a simple majority for approval</i>)	For	Against	Vote Withheld
Item 1: Approval of the Minutes of the 2021 AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2: Re-appointment of Auditors			
i) To re-appoint Crowe UK LLP as auditors to FFI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii) To authorise the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Election of the President			
i) To re-elect HRH Princess Laurentien of the Netherlands as President of FFI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4: Election of vice-presidents			
<i>To re-elect as a vice-president of Fauna & Flora International:</i>			
i) Charlene de Carvalho-Heineken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii) Viscount Philippe de Spoelberch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iii) Dr Lee Durrell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iv) Hugh Fearnley-Whittingstall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
v) Edward Hoare	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
vi) Charles Whitbread	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>To elect as vice-presidents of Fauna & Flora International:</i>			
i) Nigel Winser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii) Honourable Najib Balala	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5: Election of Officers of Council			
i) To elect Dr Elizabeth Rogers to the office of interim Chair of Council.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6: Election of Ordinary Members of Council			
<i>To re-elect to serve a second term as a trustee:</i>			
i) Hugo van Vredenburg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii) Richard Walker OBE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>





118th Annual General Meeting
13th September 2022

If you have any questions concerning these AGM papers please contact
FFI's Governance & Risk Manager, Alison Mortlock, at
governance@fauna-flora.org