



EGM Agenda

Meeting Date: Monday 5 December 2022
Time: 1:00 – 1:10pm
Location: Online via GoToWebinar
Chair: Bruce Lascelles

	Agenda Item
1.	Welcome and Apologies
2.	Election of Governance Trustee to the Board – <i>see attached paper</i>
3.	Any Other Business

Please submit your [votes online](#) ahead of the AGM and by **Thursday 24 November at 5:00pm BST**.

British Society of Soil Science Cranfield University, Building 42a, Cranfield, Bedfordshire MK43 0AL

T: +44 (0)1234 752 983 F: +44 (0)1234 752 970 E: admin@soils.org.uk W: www.soils.org.uk

Agenda Item	2.
Paper	Election of Governance Trustee to the Board
1.	<p>Introduction</p> <p>The Board recommends that members support the election of Matthew Enston to the Society Board from 1 January 2023.</p> <p>His application is reproduced below.</p>
2.	<p>Governance Trustee</p> <p>The following application has been received from Matthew Enston:</p> <p>I write in relation to the BSSS's advertisement for a governance trustee.</p> <p>I am General Counsel and Company Secretary at the Ellen MacArthur Foundation, an international environmental and economic charity.</p> <p>I have nearly 20 years' high-quality experience from top-tier organisations across different sectors, in the UK, Europe, and Asia, and broad expertise across the legal spectrum, but with a particular focus on governance: I have built and managed governance systems and structures in several organisations, covering; (i) board and executive mandates; (ii) committee structure; (iii) formal and voluntary reporting obligations; (iv) trustee/director guidance; (v) charity and other law compliance; (vi) internal policy; and all the other bits and pieces necessary for effective and efficient management.</p> <p>I do not have substantive soil science experience, but have a healthy amateur interest, derived from my family's smallholding: a small but growing regenerative farm business, which has led to investigations into soil health, which in turn led me to BSSS; I have been through most of the Society's guidance notes! I support the Society's mission, and was therefore intrigued when I saw the advertisement this evening, and wondered if I might be of use.</p> <p>Matthew Enston - CV</p> <p>OVERVIEW</p> <ul style="list-style-type: none"> ▪ General Counsel and Company Secretary with nearly 20 years' high-quality experience from top-tier organisations across different sectors, in the UK, Europe, and Asia; ▪ Broad expertise across the legal spectrum – with a focus on energy, projects, financial services, environmental, and governance work – allied with a commercial, agile, and innovative mindset;

- Extensive legal and organisational management experience, covering executive management teams and boards;
- Wide operations management experience beyond legal, covering contracts, data, human resources, and finance.

PROFESSIONAL EXPERIENCE

2020-present: Ellen MacArthur Foundation (United Kingdom)

**General Counsel, Company Secretary, Head of Contracts, Head of Data
Executive Leadership Team member**

- **General Counsel**, responsible for the group's global legal and compliance matters, as well as governance. Key areas of work include:
 - *Commercial and contracts*: services; sale and purchase; technology.
 - *Intellectual property*: strategy; brand exploitation and protection.
 - *Projects*: commercial and financial internal structures and transactions.
 - *Corporate*: commercial and charitable group development and intra-group structure.
 - *Regulatory*: UK and international corporate and charitable regulatory compliance.
 - *Funding and finance*: funding contracts; internal financial structure and controls.
 - *Employment*: contracts and terminations for key employees; employee conduct and policy.
 - *Disputes*: IP; reputation; defamation.
 - *Counterparty diligence*: management of reputational and legal KYB processes.
 - *Governance*: bespoke end-to-end governance covering board and executive leadership systems and processes.
 - *Compliance*: anti-bribery and corruption; sanctions; anti-trust; anti-money laundering; conflicts of interest.
 - *Insurance*: property, D&O, event and other insurances.
- **Company Secretary, Head of Contracts and Head of Data**, responsible for:
 - *Company secretariat*: board secretariat services;
 - *Data*: personal data policy, structure, documentation and process.
 - *Contracts*: global group contract management and administration.
 - **Executive Leadership Team**. Key team functions and responsibilities include:
 - *Strategy*: development and implementation of global strategy.
 - *Operations and governance*: management of people, systems and processes.
 - *Board matters*: management of board reporting and relationships.
 - *Cost-management*: management of budget and cost-control measures.
 - Other notable experience and responsibilities:
 - Building the group's Legal function, creating Contracts and Data functions, with the associated recruitment of staff, establishment of new systems and processes, and incorporation of the functions into the group's structure.
 - Structuring the group's new network partnership scheme.
 - Wholesale renewal of the group's personal data policy, structure, documentation and processes.
 - Management of internal and external legal resources (including associated budgets).

British Society of Soil Science Cranfield University, Building 42a, Cranfield, Bedfordshire MK43 0AL

T: +44 (0)1234 752 983 F: +44 (0)1234 752 970 E: admin@soils.org.uk W: www.soils.org.uk

	<p><u>2016-2020: Alvean (Switzerland)</u> General Counsel Head of HR, Head of Contracts, Global Management Team member</p> <p><u>2011-2016: Trafigura (Switzerland and Singapore)</u> Regional General Counsel</p> <p><u>2009-2011: Goldman Sachs (United Kingdom)</u> Executive Director/Vice President</p> <p><u>2007-2009: Shell International Trading & Shipping (United Kingdom)</u> Legal Counsel</p> <p><u>2002-2007: Reed Smith (United Kingdom)</u> Solicitor and Trainee Solicitor</p> <p>EDUCATION AND PROFESSIONAL QUALIFICATIONS</p> <p><u>2001-2002: The College of Law (Guildford, UK)</u> Legal Practice Course: Commendation</p> <p><u>2000-2001: The College of Law (Guildford, UK)</u> Post Graduate Diploma in Law: Distinction (Top 5%)</p> <p><u>1996-1999: University of Durham (UK)</u> BA (Joint Honours) Politics and Sociology 2:1</p>
Action	The Society Board suggests that members vote in favour of the proposed appointment.