

**Minutes of the Meeting of the Board of Trustees**  
**held in the David Douglas Room, John Hope Gateway,**  
**Royal Botanic Garden Edinburgh (RBGE)**  
**on Wednesday 11 October 2017 at 1400**

<b>Present:</b>	Sir Muir Russell	Chairman of Trustees
	Prof Beverley Glover	Trustee
	Dr David Hamilton	Trustee
	Mrs Patricia Henton	Trustee
	Ms Diana Murray	Trustee
	Prof Ian Wall	Trustee
	Mr Chris Wallace	Trustee
	Mr Richard Wilson	Trustee
<b>In Attendance:</b>	Mr Simon Milne	Regius Keeper
	Mrs Heather Jackson	Director of Enterprise
	Mr Kevin Reid	Director of Horticulture and Learning
	Ms Ann Robertson	Head of Finance
<b>Apologies:</b>	Prof Pete Hollingsworth	Director of Science
	Prof Thomas Meagher	Trustee

Item      Narrative & Decisions      Action

**PRESENTATION ON SOCIAL AND ETHICAL INVESTMENTS**

Cameron Glasgow and Mark Ivory (Adam And Co (Investment)) gave a presentation on their views on ethical investment considerations for the RBGE. At present the RBGE's investment target was a 4% yield which they reported was challenging to achieve. They indicated that ethical investments did not produce as much income as other investments and the definition of ethical criteria would need to be agreed. The RBGE's Ethical Policy could be defined to relate to the Mission avoiding investments in companies involved in environmental damage in areas of the world that the RBGE worked, noting that similar organisations tended to have policies that restricted investments in particular sectors rather than particular companies. The Trustees would consider the information provided by Adam and Co.

**DIRECTOR OF CORPORATE SERVICES/BOARD SECRETARY**

The Director of Corporate Services would officially leave the RBGE on Friday 5 January 2018 and was currently on leave. On behalf of the Board of Trustees the Chairman thanked him for his many years of service and in particular for his work on the corporate planning structures. A good relationship had been maintained with the Scottish Government officials and his assistance in maintaining funding from them was appreciated. The Chairman wished him well for the future.

<u>Item</u>	<u>Narrative &amp; Decisions</u>	<u>Action</u>
	<b><u>PRIVATE MEETING:</u></b>	
	The Board of Trustees and the Regius Keeper held a Private Meeting prior to the Main Board meeting.	
	<b><u>OPENING ITEMS:</u></b>	
<b>1.0</b>	<b><u>Trustees' Conflict of Interest</u></b>	
	There were no conflicts of interest to report.	
<b>2.0</b>	<b><u>Minutes of the Previous Meeting held on Tuesday 20 June 2017</u></b>	
2.1	The Minutes of the Meeting held on Tuesday 20 June were accepted as a true record of the meeting.	
2.2	<b><u>Decision.</u></b> It was agreed that:	
	The PA to the Regius Keeper would place a copy of the approved Minutes in the Library, on the General Drive, the RBGE Website and circulate by e-mail to the Board of Trustees.	PA to the Regius Keeper
<b>3.0</b>	<b><u>Matters Arising</u></b>	
3.1	<b><u>Update on Arts Advisory Group, Chair and Terms of Reference</u></b>	
	Trustees endorsed the appointment of Mr Robert Wilson as Chair of the Arts Advisory Group, the proposed outline Terms of Reference, structure, and arrangements for the establishment of the RBGE Arts Advisory Committee and agreed to the Board Chair, Arts Advisory Group Chair and the Regius Keeper finalising the Terms of Reference and to recruit members of the Group. Mr Wilson suggested that initially four rather than two meetings be held a year.	
3.2	<b><u>Decision.</u></b> It was agreed that:	
	The Chairman, Chair of the Arts Advisory Group and the Regius Keeper would finalise the Terms of Reference (with four meetings per year initially) and recruit members for the Group.	Chairman/ Chair of the Arts Advisory Group/ Regius Keeper
<b>4.0</b>	<b><u>Chairman's Report</u></b>	
4.1	<b><u>Visit by Roseanna Cunningham MSP (Cabinet Secretary for the Environment, Climate Change and Land Reform)</u></b>	
	Ms Cunningham had visited the RBGE on Wednesday 4 October 2017. She had been well briefed on the work of the RBGE and had met a wide group of people.	

4.2 Environment, Climate Change and Land Reform (Environment, Climate Change and Land Reform) Stakeholder Event

The Chairman and Regius Keeper had attended this event on Friday 6 October 2017 where the Cabinet Secretary for Environment, Climate Change and Land Reform had met with the Chairs and Chief Executives of the Environment and Forestry Directorate (ENFOR) public bodies. The aim of the meeting was to provide an opportunity to discuss Scotland’s ambitions for the environment. The key role that the RBGE played in assisting the Scottish Government by being a voice for Scotland in the wider world had been acknowledged.

4.3 Income Generation

The Chairman asked that the decision taken by the Board of Trustees at their Strategy Meeting on the agreement to use Inverleith House lawn for major events, including the erection of a marquee, for events in 2018-2020 be minuted. It was noted that this should not preclude the aspiration of achieving two exhibitions per year in Inverleith House.

**5.0 Regius Keeper’s Report**

The Regius Keeper presented his report and highlighted:

- Income was above target.
- The North East Corner Outline Business Case was being considered by the Scottish Government.
- There had been a joint funding application with Kew for work in Colombia.
- Plant health structures were in place and a resolution was expected on plant movement.
- Trustees agreed that the Regius Keeper should write to request the renewal of HRH The Duke of Rothesay as the RBGE’s Royal Patron.

**DECISION ITEMS:**

**6.0 Approval of Annual Report and Accounts 2016/2017**

6.1 The Head of Finance advised that there were no significant issues to report. The Annual Report and Accounts 2016/2017 were approved.

6.2 **Decision.** It was agreed that:

The Chairman and Regius Keeper would sign the Annual Report and Accounts 2016/2017 and the Head of Finance would pass them to the Scottish Government for final approval.

Chairman/  
Regius Keeper/  
Head of  
Finance

<u>Item</u>	<u>Narrative &amp; Decisions</u>	<u>Action</u>
<b>7.0</b>	<b><u>Risk Register Update</u></b>	
7.1	The Risk Register had been considered at the Trustees' Strategic Discussions. Some areas would be amended and developed by the Regius Keeper and an updated version brought back to the Board of Trustees for endorsement.	
7.2	<b><u>Decision.</u></b> It was agreed that:  The Regius Keeper would arrange for the Risk Register to be updated and circulate to the Trustees.	Regius Keeper
<b>8.0</b>	<b><u>Proposal for Awarding the RBGE Medal</u></b>	
	Sir Peter Hutchison and Dr Sanjeev Kumar Rai were proposed as recipients for the Royal Botanic Garden Edinburgh Medal. Trustees approved these nominations subject to confirmation by the Director of Science on some administrative matters relating to the award to Dr Sanjeev Kumar Rai.	
8.1	<b><u>Sir Peter Hutchison</u></b>	
	Sir Peter was nominated for his outstanding contribution to the work of the RBGE which spanned 30 years and ranged from Chairing the first Board of Trustees and the Younger (Benmore) Trust to significant horticultural achievements though plant exploration and active involvement with a wide range of groups.	
8.2	<b><u>Dr Sanjeev Kumar Rai</u></b>	
	Dr Sanjeev Kumar Rai was nominated for excellence as a young scientist in a developing country. He was currently Deputy Director General of the Department of Plant Resources (DPR), the national body responsible for plant biodiversity in Nepal, and RBGE's main partner for the Flora of Nepal programme. DPR run the National Herbarium and National Botanic Garden.	
8.3	<b><u>Decisions.</u></b> It was agreed that:	
8.3.1	The award of the RBGE Medal to Sir Peter Hutchison was approved. The Regius Keeper would arrange for the Medal to be presented by the Chairman at a suitable occasion.	Regius Keeper
8.3.2	The award of the RBGE Medal to Dr Sanjeev Kumar Rai was approved, subject to confirmation by the Director of Science of some administrative matters.	Director of Science

<u>Item</u>	<u>Narrative &amp; Decisions</u>	<u>Action</u>
<b>9.0</b>	<b><u>Land Sale</u></b>	
9.1	A neighbour had asked the RBGE about the possibility of buying land in the Nursery to extend his garden. Advice had been sought from Rural and Environment Science and Analytical Services Division (RESAS) and the Property Division within the Scottish Government who suggested that any decision would need to be part of a wider strategic plan for the organisation and only when the asset was surplus to requirements. The Board of Trustees would be required to make the decision. After some discussion Trustees agreed that this request should be refused as the land was a useful resource for the RBGE.	
9.2	<b><u>Decision.</u></b> It was agreed that:  The Regius Keeper would inform the neighbour of the Trustees' decision not to sell the land.	Regius Keeper
	<b><u>INFORMATION ITEMS:</u></b>	
<b>10.0</b>	<b><u>Finance</u></b>	
10.1	<u>Finance Update</u>  The Head of Finance reported that expenditure against budget was on track. The Capital Plan for the next three to four years was being considered and the Capital Planning Group would meet in November 2017 to consider the prioritisation of the allocation of funds for capital projects. Capital allocated for this financial year would be carefully monitored. Scott Moncrieff were advising on Her Majesty's Revenue and Customs' (HMRC) VAT inspection audit and the outcome would be reported to the Audit Committee. Museums and Galleries Tax Relief was being considered to find out if the RBGE could benefit.	
10.2	<u>Finance Report for the Period to August 2017</u>  The Head of Finance reported that although salaries appeared to be up by 23% this was an accounting issue in relation to grant overheads. The pay settlement included a change to the annual leave carry over entitlement for Staff from ten days to five from April 2018.	
10.3	<u>Botanics Trading Company (BTC) Final Accounts</u>  These were provided for information and had been signed off by the BTC Directors. There were no issues to report.	

<u>Item</u>	<u>Narrative &amp; Decisions</u>	<u>Action</u>
<b>11.0</b>	<b><u>Project Updates</u></b>	
	The application submitted to City of Edinburgh Council Planning Department to fully comply with building regulations for the Botanic Cottage had been approved. An issue with the structural support element of the front range glasshouses had been identified and the Glasshouses had to be closed until the work was completed.	
<b>12.0</b>	<b><u>Report of the Audit Committee</u></b>	
	The Chair of the Audit Committee advised that a Report received from Audit Scotland had been positive. The Audit Committee were interested in the governance around the decision making process for the prioritisation of maintenance works and would receive a presentation by the Head of Estates at their next meeting.	
<b>13.0</b>	<b><u>Minutes of the Science Advisory Committee (SAC) held 7 September 2017</u></b>	
	Prof Beverley Glover reported that SAC had received an update from Ms Katy Hayden (Mycologist) on plant health. A replacement for Dr Toby Pennington (former Head of Tropical Diversity) was discussed and it had been agreed that a member of SAC would sit on the interview panel. The SAC had been asked to review the future structures of Science in order to help ensure the longer term success.	
<b>14.0</b>	<b><u>Minutes of the Botanic Foundation Meeting held 23 August 2017 and Update on the Development of Fundraising Capacity</u></b>	
	The interim Chair, Lorna Stoddart, was steering the Botanic Foundation's new fundraising strategy. A Job Description for a Director of Development would be prepared and it was hoped that early in the New Year a complete Fundraising Team would be in place. The aim was to appoint two new Trustees by the end of the financial year. Following the departure of the Director of Corporate Services the Honorary Secretary of the Botanic Foundation role would be filled by the Head of Resources and Planning when recruited.	
<b>15.0</b>	<b><u>Property Asset Management Plan</u></b>	
15.1	The Property Asset Management Plan was received by the Trustees and a discussion took place on how best to prioritise and take action on the extensive backlog of property management issues. Trustees suggested that the issues should be identified and consideration given on how best to deal with them in the future.	
15.2	<b><u>Decision.</u></b> It was agreed that:	
	Prof Ian Wall and the Regius Keeper would meet to consider the best application of the Property Asset Management Plan.	Prof Wall/ Regius Keeper

Item	Narrative & Decisions	Action
<b>16.0</b>	<b><u>Update on 350<sup>th</sup> Anniversary</u></b>	
16.1	The summary of potential/agreed projects was presented to the Trustees. The next stage would be to work up each idea and consolidate them into a cohesive plan. Trustees asked if there were any Science projects or events with overseas partners that could be included and whether there were any events for children and events with outreach. It was noted that many of the annual activities such as the Science Festival would be included in the programme. The programme should include a strategic look forward for the next 350 years as well as celebrating past events. It was suggested that there should be a separate cost centre set up for the programme and that some of the income raised could be used for a short term appointment to oversee the delivery of the programme. There would be opportunities to increase Membership. It was suggested that a theme of the 350 <sup>th</sup> Anniversary might be identified (ie 350 years of collecting information and were now disseminating them). Items could be packaged for sponsorship.	
16.2	<b><u>Decisions.</u></b> It was agreed that:	
16.2.1	The Director of Science would consider if any opportunities for science projects or collaboration with the RBGE's overseas partners that could be included in the programme.	Director of Science
16.2.2	The Regius Keeper would investigate the potential for appointing a (fixed term) 350 <sup>th</sup> Anniversary Coordinator.	Regius Keeper
16.2.3	The Director of Horticulture and Learning would further the investigation of potential Legacy Projects.	Director of Horticulture and Learning
<b><u>CLOSING ITEMS:</u></b>		
<b>17.0</b>	<b><u>Any Other Business</u></b>	
17.1	<b><u>Investment Committee</u></b>	
	Dr David Hamilton had agreed to join the Investment Committee. Trustees were asked if the RBGE and Botanic Foundation investments should be considered by their respective Boards annually (the RBGE's auditors would be happy with this arrangement) or if they should continue to be considered separately by the Investment Committee. It was suggested that until the restructuring of the Senior Management Team had taken place the Investment Committee should continue to meet and should consider a brief to specify how ethical the RBGE and the Botanic Foundation investments should be to allow a comparison of potential Investment Fund Managers to take place (these discussions should include the Chair of the Botanic Foundation). The Ethical Policy should relate to the RBGE's Mission. A meeting of the Investment Committee would be arranged for November 2017. In the longer term the RBGE and Botanic Foundation Boards would take over the consideration of the investments from the Investment Committee.	

<u>Item</u>	<u>Narrative &amp; Decisions</u>	<u>Action</u>
17.1	<b><u>Decisions.</u></b> It was agreed that:	
17.1.1	The Regius Keeper would ask the Chair of the Botanic Foundation if she would be happy for the Investment Committee to consider potential Investment Fund Managers for the Botanic Foundation investments.	Regius Keeper
17.1.2	Dr David Hamilton and Prof Ian Wall would consider the investment policies of other similar organisations and draft a RBGE Ethical Policy for approval by the Board.	Dr Hamilton/ Prof Wall
17.1.3	The Investment Committee would arrange for a review of Investment Fund Managers to take place.	Prof Ian Wall
<b>18.0</b>	<b><u>Arrangements for the Next Meeting</u></b>	
18.1	The next meeting would be held on Friday 8 December 2017 in the David Douglas Room, John Hope Gateway, Arboretum Place, Edinburgh EH3 5NZ.	

*J Martin*

**Jennifer Martin**  
PA to the Regius Keeper  
1 November 2017