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| Board of Trustees’ Meeting | Time: 13:30 – 16:30  Date: 11/12/2024  Location: Patrick Geddes Room, Teams |

### Present:

### Dominic Fry, Chair of Trustees (Items Presentation – Item 12.0)

### Cara Aitchison, Trustee

Elise Cartmell, Trustee

Sarah Gurr, Trustee and Chair of the Science Advisory Committee

David Hamilton, Trustee (Chair Items 13.0 – 23.0)

Ian Jardine, Trustee and Chair of the Audit Committee (Chair)

Stella Morse, Trustee

Liz Trevor, Trustee

### In Attendance:

Amanda Boughey, Boardroom Apprentice

Ian Brown, Head of Finance, Corporate Governance and Risk (Item 9.0 - 11.0)

Sarah Cathcart, Director of Learning and Engagement

Joanne Hannah, Director of Resources and Planning and Board Secretary

Pete Hollingsworth, Director of Science and Deputy Keeper

Jill Ingram, Planning, Performance & Systems Coordinator (Item 12.2)

Emma Lacroix, Director of Development and Communications

Jennifer Martin, PA to the Regius Keeper (Minutes)

Simon Milne, Regius Keeper

Lorna Mitchell, Head of Library (Item 21.0)

Duncan Reddish, Senior Cyber Security and Infrastructure Manager (Item 14.3)

Will Ritchie, Head of Biodiversity Education and Training (Presentation)

| No. | Item | Action |
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|  | Private Meeting (Trustees Only) |  |
|  | Presentation  The Director of Learning and Engagement introduced the Head of Biodiversity Education and Training who gave a presentation on the establishment of a Centre for Biodiversity Skills and Training. The Centre would maximise the efficiency, inclusivity and reach of our specialist training programmes, and expand our capacity to deliver online training and provide a base with an explicit challenge and focused ambitions, an ecology of learning resources, environments, collections and innovative skills training with a virtual environment for technology-enhanced learning and a global audience. The Board of Trustees welcomed the update and noted the future potential commercial opportunities. The Board of Trustees asked what RBGE would like to be known for upskilling or implementing solutions (it was suggested that there was a link between other consultancy initiatives), suggested that there be further discussions on use of the label “skills” (as it covered a wide area and they didn’t want the RBGE to be selling itself short) and although the RBGE had an international reach asked that the importance of the provision of learning to assist in delivering the Scottish Biodiversity Strategy not be forgotten. |  |
|  | Opening |  |
|  | Apologies  No apologies had been received. |  |
|  | Trustees’ Conflicts of Interest  Cara Aitchison advised that she had recently taken up an unremunerated role of professorship at the University of Edinburgh. |  |
| 3.0 | Minutes of the Previous Meeting  The Minutes of the Meeting held on Wednesday 25/09/2024 were accepted as an accurate record of the meeting.  ACTION: The PA to the Regius Keeper would place a copy of the approved Minutes in the Library, on the General Drive, RBGE Website and circulate by email to the Board of Trustees and Executive Team. | PA to the Regius Keeper |
| 4.0  4.1  4.2 | Action Points and Matters Arising from the Previous Meeting  The Chair reported that the actions from the previous meeting had been completed and an update on progress had been provided.  RBGE Risk Report - Autumn 2024  ACTION: The Regius Keeper would programme a Board of Trustees’ discussion to consider scenario planning around RBGE’s future budget challenges including maintenance of RBGE’s estate infrastructure, and planning for extreme risks. In progress (a discussion would be tabled at a future meeting.) Planning for extreme risks was tabled at this meeting.  RBGE Key Results Report and Dashboard: Autumn 2024  ACTION: The Regius Keeper and Director of Horticulture & Visitor Experience would programme an update to the Board of Trustees in 2025 on the future strategic direction for the Centre for Middle Eastern Plants, and an associated discussion on lessons learned for further development of science and knowledge-based consultancy. In progress (a discussion would be tabled in 2025.) | Regius Keeper  Regius Keeper/ Director of Horticulture & Visitor Experience |
|  | Activity and Performance Reports |  |
| 5.0 | Chair’s Update   * The Chair, on behalf of the Board of Trustees, thanked the Director of Development and Communications for the great contribution she had made to the RBGE over the last 6.5 years as she had transformed fundraising and development and led her to team to attract philanthropic support and grants in excess of targets. The Director of Development and Communications was a highly valued member of the RBGE team and best wishes were extended for her future role. * Advised that the Agenda and Papers provided for this meeting had been revised and the meeting extended to allow for more comprehensive discussions. * The budget outcome was more favourable than expected which was a testament to the Regius Keeper and his team in building a positive relationship with the Scottish Government. * Had represented the RBGE at a Brewin Dolphin event on the future of charity chairs. * Had met Diarmuid Ó Néill the new Director of Environment and Forestry in the Scottish Government. * The Edinburgh Biomes Oversight Committee had visited the Palm Houses to view the progress of the renovation work. * Would be on the panel to interview for the Director of Development and Communications role. * The process to appoint a successor for the Regius Keeper was now in place and he was grateful for procurement team’s guidance. |  |
| 6.0 | Regius Keeper’s Update   * Financial Outlook - The Regius Keeper advised that he had renewed optimism for future years following a favourable outcome of the Scottish Government’s budget settlement for 2025/2026 but was still committed to driving efficiencies and was engaging in the Public Service Reform agenda to strengthen the long-term financial resilience of the organisation. * Organisational Achievements – The renovation of the Victorian Palm House was progressing well, there was excellent progress in relation to philanthropy, outstanding media coverage had been achieved through the BBC Gardener’s World programme, collaborative science and horticulture efforts were developing well, including increased activity in Scottish based projects, RBGE continued to attract exceptional candidates for roles, the Digital Transformation Programme was progressing well, and positive feedback had been received on the brand refresh. * Priorities for 2025 included the development of the Operational Delivery Plan (led by Director of Resources and Planning), sustaining and building momentum in income generation, the finalisation of the Full Business Case for Edinburgh Biomes and the reinforcing of international collaborations. His aim was to ensure RBGE was left in the best position possible when he retired at the end of 2025. * Thanked the Trustees for their support, guidance and assistance in 2024. |  |
| 7.0  7.1  7.2 | RBGE Key Results Dashboard and Report: Winter 2024  The Director of Resources and Planning presented a paper and provided an overview of key results dashboard prepared for the Board of Trustees which was their guide to measuring success. Three indicators had exceeded their targets; the Botanics Trading Company net profit was currently below target and this was being addressed. The remaining indicators were on track. The Board of Trustees were invited to review the RBGE Key Results Dashboard and Report for Winter 2024 and advised that they would like further consideration on net zero progress and if percentage information could be provided to assist with tracking. It was noted that the majority of net zero data could only be meaningfully calculated on an annual basis, but the suggestion would be investigated. The Board of Trustees advised that this document was a useful tool which should also be used to feed into the Communications Plan. The Director of Resources and Planning offered a longer period to review the dashboard and provided a closing date of 31/01/25 for input.  ACTION: The Director of Resources and Planning would consider the viability of advising on the net zero process on a quarterly (rather than annual) basis.  ACTION: The Board of Trustees would offer any final input into the Key Results Dashboard to the Director of Resources and Planning by 31/01/25. | Director of Resources and Planning  Board of Trustees |
| 8.0  8.1  8.2  8.3  8.4  8.5 | Director’s Updates  Director of Development and Communications   * There had been a broad range of national and international press and communications coverage. * The refreshed brand roll-out on was on track for this financial year and the RBGE website would be updated in January 2025. * The fundraising target for the year had been reached and there was excellent momentum in funding for the Palm Houses with a recent donation of £1.5M received from the Julia Rausing Trust. The next priority would be to work with individual donors. * Membership income was ahead of target despite there being a dip in the number of new members. * Thanks to all for the support provided to her over the years.   Director of Learning and Engagement   * Was working on the Learning and Engagement Strategy. * Following the launch of the revised adult learning programme were ahead of income target for the year to date. * Was exploring new strategic partnerships. * Following the retirement of the Head of Engagement a successor had been appointed and would start in March 2025.   Director of Resources and Planning   * Work was being undertaken on the 2025/26 Budget and Operational Delivery Plan and consideration given on how to continue to enhance delivery. * The Digital Transformation Programme would primarily focus on capital planning supporting commercial operations and philanthropy in 2025. * The culture of health and safety work at RBGE was excellent and the reporting was being enhanced to improve oversight at Board level.   Director of Horticulture & Visitor Experience   * Were behind on projected income (partly due to the adverse weather and the implementation of the new catering contract) but this was being challenged with investments being made and it was noted that Christmas at the Botanics was currently ahead of budget but was subject to impact of any cancellations due to high winds. * The larch felling at Benmore Botanic Garden was ongoing and the first commercial wood products were available in the shops. * A new position of Deputy Curator Edinburgh had been created and the successful applicant was an internal appointment.   Director of Science and Deputy Keeper   * Application of expertise has been extended to a wide range of collaborations, including, Scottish Government reporting on the Global Biodiversity Framework, working on new collaborations on the genetic biodiversity and participating in the Co-ordinated Agenda for Marine, Environment and Rural Affairs Science (CAMERAS) partnership. * The Scottish Government’s Scottish Biodiversity Strategy had been published and RBGE was maximising its effort to contribute to its delivery. * RBGE was evaluating the role it might play in future Conference of Parties (COP). |  |
|  | Finance and Risk |  |
| 9.0 | Approval of the Annual Report and Accounts for the Year Ended 31/03/2024  The Head of Finance, Corporate Governance and Risk highlighted that RBGE had made a small deficit on unrestricted funds during the year which has slightly reduced unrestricted reserves at the year end. Total net assets had increased, mainly due to increased capital income for the Edinburgh Biomes programme. Audit Scotland had provided an unqualified audit opinion, and the Audit Committee had recommended that the Board of Trustees approve the Annual Report and Accounts. The Board of Trustees suggested that consideration be given in future Annual Report and Accounts to reflect the challenges that were faced by the RBGE during the period. The Board of Trustees asked about the incorrect income recognition risk that had been highlighted and were advised that this mainly related to 2022/2023 year-end transactions not being picked up but were advised that processes were now in place to ensure there was a double check on all transactions, and that plans were in place to avoid a repetition of this error.  ACTION: The Director of Resources and Planning would consider including information on some of the strategic challenges faced by the RBGE in future Annual Report and Accounts. | Director of Resources and Planning |
| 10.0 | Finance Report to 31/10/2024  The Head of Finance, Corporate Governance and Risk highlighted that the key message was that the current forecast for the unrestricted budget had reduced the deficit significantly and was confident that would be resolved by the year end. The capital allocation was on track to be spent by the year end. |  |
| 11.0 | Report from the Audit Committee  The Chair of the Audit Committee presented his report on the meeting held on 27/11/2024 and highlighted that they were pleased to see progress on the outstanding audit recommendations. |  |
| 12.0  12.1  12.2 | RBGE Risk:  Risk Management Report: Winter 2024  The Director of Resources and Planning presented a paper. Following  requests from the Audit Committee and the Board of Trustees to  streamline the risk management reports, the format had been revised to improve the clarity of high-level risk management information, introduced overviews of the key challenges and concerns and advised how RBGE was addressing these. Most of the risks related to sustaining RBGE, 4 risk scores had decreased and 3 new risks had been added.  Horizon Scanning for Emerging Risks: December 2024  The Director of Resources and Planning advised that the Performance & Systems Co-ordinator had been working with the Scottish Water Risk Team to observe how the latter managed risk at a corporate level and this exercise would be conducted annually with any learnings incorporated into the Risk Register or kept on a watch list for consideration. The Performance and Systems Co-ordinator advised that following a review, 5 risks that had the potential to impact RBGE that were not fully covered in the Corporate Risk Register had been identified (war/conflict, adverse outcomes of Artificial Intelligence/frontier technologies, disruption to critical infrastructure (physical), disruption to critical infrastructure (digital) and heightened regulatory/compliance changes and increased scrutiny). The Board of Trustees asked about the process to move the emerging risks into the Risk Register and were advised that recommendations from the Audit Committee and Board of Trustees would be included in the next review of corporate risks and consideration given to how they could link into existing risks. |  |
|  | Health and Safety |  |
| 13.0 | Health and Safety Committee Update  David Hamilton advised that following comments made at the previous meeting he and the Director of Resources and Planning had prepared a paper to inform the Board of Trustees of a range of activities currently underway related to the timely and effective monitoring and management of Health & Safety matters within RBGE. The governance around management and reporting had been reviewed, improvements made to the reporting processes and the Board of Trustees would be provided with quarterly reports. The Board of Trustees welcomed the new reporting and requested to see trend information provided in the quarterly reporting (and proposed a 3-year average be considered) to understand how issues were progressing. It was agreed that trend information would be included when sufficient historical data was available. |  |
|  | Decision |  |
| 14.0  14.1  14.2  14.3 | RBGE Policies  RBGE Policy Management Review and Approval Processes  Cara Aitchison provided an introduction and advised that in partnership with the Director of Resources and Planning a cycle of review had been developed and following an inventory of all RBGE policies, 18 had been identified that merited approval by the Board of Trustees. The Board of Trustees were invited to review the RBGE Policy Management: Review and Approval Processes Report and the list of policies identified. The Board of Trustees asked if future individual policies that related to the same area could be brought together in overarching policies (eg Shared Parental Leave Policy and Maternity Leave Policy). It was noted that the Botanics Trading Company Board would be responsible for considering the company’s own policies which were separate to those of the RBGE. An exercise on risk appetite would come to the Audit Committee in June 2025 and the discussion/decision would inform the Risk Management Policy. The Board of Trustees asked if the Audit Committee should consider the Theft and Fraud Policy.  ACTION: The Director of Resources and Planning would consider if it would be useful for the Audit Committee to review the Theft and Fraud Policy.  Safeguarding Policy  The Director of Learning and Engagement presented the revised Safeguarding Policy (which had been considered by the Health and Safety Committee and would be reviewed annually) and advised on progress of the work and actions taken by the Safeguarding Group. The Board of Trustees asked how safeguarding would apply when working overseas and were advised that as much of it related to working with children, young people and adults at risk and there would be very limited cases where staff would be interacting with those groups. It was suggested that when working in partnership overseas the RBGE could request that Safeguarding Policies be included in any agreement information. The section ‘Safeguarding While Working Overseas’ in the RBGE’s Safeguarding Policy would be enhanced and include information that any safeguarding issues would be passed promptly to the appropriate authorities as well as RBGE. The Board of Trustees approved the Policy, subject to these enhancements being included.  ACTION: The Director of Learning and Engagement would arrange for the text in ‘Safeguarding While Working Overseas’ in the RBGE’s Safeguarding Policy to be enhanced, ensure it was consistent with the presentational style of other policies and arrange for its publication.  RBGE Generative Artificial Intelligence (AI) Acceptable Usage Policy  The Senior Cyber Security and Infrastructure Manager gave a presentation and advised on the context, drivers and processes of the Policy. It was noted that the only AI product RBGE would authorise for use was Microsoft Co-Pilot. The Board of Trustees asked that information on the pros and cons of the use of other AI products be included in the Policy to show why RBGE were not authorising them and suggested that other National Collections Organisations be asked to share their policies to allow a comparison. The Board of Trustees approved the Policy.  ACTION: The Director of Resources and Planning would ensure that the pros and cons of AI products was included in the Policy, advise on any acronyms and ensure policies were consistent in their presentational style. | Director of Resources and Planning  Director of Learning and Engagement  Director of Resources and Planning |
| 15.0 | Edinburgh Garden Change to Opening Hours  The Regius Keeper presented his paper and invited the Board of Trustees to approve the proposed change in opening hours for the Edinburgh Garden in response to the introduction of the 35-hour working week. The proposed opening hours from 2025 in the Edinburgh Garden would be:   * November – January: 1000 – 1600 (no change) * February – October: 1000 – 1600 (no change) * March to September 1000 – 1700 (previously 1000 - 1800)   The proposal would bring the RBGE in line with other National Collection holders and the potential effect on commercial activities had been considered (including the additional time it would create to set up for commercial events). The Board of Trustees would ideally prefer the Garden opening hours to remain as they were currently but understood the necessity to change as a result of the 35-hour working week (introduced to provide health and well-being benefits to staff and align with Scottish Government Pay policy) and the additional financial cost that would be required to keep the current hours. The Board of Trustees provisionally agreed to the request but would like to see underlying data and any useful information to allow confirmation of the decision.  ACTION: The Director of Horticulture & Visitor Experience would provide the Board of Trustees with information behind the decision to amend the 2025 opening hours. | Director of Horticulture & Visitor Experience |
| 16.0 | Review of Remuneration Committee Terms of Reference  The Chair informed the Board of Trustees that the Terms of Reference were reviewed every 3 years, advised that no changes had been made and asked for their approval.  ACTION: The PA to the Regius Keeper would arrange for the reviewed Terms of Reference to be published. | PA to the Regius Keeper |
|  | Discussion |  |
| 17.0 | Commercial Strategy 2025-30  The Director of Horticulture & Visitor Experience invited the Board of Trustees to consider and give comment/advice on the strategic goals and the course of action proposed in the draft Commercial Strategy. As the Board of Trustees would like a more in depth look at the Commercial Strategy it was agreed that this item would be moved to the next meeting and an hour be allocated for discussions. If the Board of Trustees had any initial thoughts on a particular steer or focus, they were asked to advise the Director of Horticulture & Visitor Experience.  ACTION: The PA to the Regius Keeper would add Commercial Strategy to the Agenda for the next meeting. | PA to the Regius Keeper |
|  | Information |  |
| 18.0 | Edinburgh Biomes Oversight Committee – Key Information  The Head of Edinburgh Biomes had provided a paper, and the Board of Trustees were invited to consider the content of the report on the discussions, events, and issues involving the Edinburgh Biomes Oversight Committee over the last quarter. The Regius Keeper advised that the Scottish Government would commit full funding for Edinburgh Biomes for the next financial year but there was still the issue of funding for 2026/2027 as next phase of the programme would run over 2 financial years. This matter was currently being addressed with Scottish Government and the outcome should be known before the end of the current financial year. |  |
| 19.0 | Science Advisory Committee (SAC)  Sarah Gurr provided an update on the SAC meeting held on 11/12/24 and advised on the incredible contribution made by the science team. The SAC had discussed media outputs (including BBC Gardeners World), the impressive work on World Flora Online and on whether the RBGE should renew the bronze level Athena Swan accreditation which would be considered further. |  |
| 20.0 | Boardroom Apprentice Update  As this was her final meeting the Boardroom Apprentice presented a paper, provided an update of her reflections on the first year of participation in the programme and thanked the Board of Trustees and Executive Team for the opportunity to attend meetings (including Committee meetings to discover how they fitted into the governance process). David Hamilton, on behalf of the Board of Trustees, thanked Amanda Boughey for her support in 2024 and wished her well for the future. The Director of Resources and Planning advised that the RBGE would be participating in the 2025 Boardroom Apprentice programme and provided background information on the confirmed candidate. |  |
| 21.0 | Records Management Annual Update  The Director of Resources and Planning introduced the Head of the Library who had provided a paper, and the Board of Trustees were invited to review the actions that had been taken over the previous year to improve the management of records across the organisation and comply with legislative requirements. The Head of the Library advised that new structures were in place and staff training would be completed by the end of the current financial year, and the recent IT systems outage had highlighted the importance of identifying vital records (those that an organisation would be unable to function without or that the organisation required to prove that a key activity) which had been added to the Records Retention Schedule. |  |
|  | Closing |  |
| 22.0  22.1  22.2 | Any Other Business  Presentation Topics for 2025  Presentation topics for 2025 would be considered.  ACTION: The PA to the Regius Keeper would circulate some initial ideas for presentation topics for 2025 for the Board of Trustees’ consideration.  Agenda Items for 2025  For future meetings, the Board of Trustees suggested that some of the information papers could be considered out with the meeting or only discussed in the meeting if there were particular comments to raise to save time, they would like more time to be allocated to strategy discussions and suggested that non-consequential/typographical amendments to policies etc could be addressed by email.  ACTION: The Chair and Regius Keeper would consider future Agendas. | PA to the Regius Keeper  Chair/Regius Keeper |
| 23.0 | Date of Next Meeting  The next meeting would be held on Wednesday 26/03/2025. |  |

Annex A: Summary of Outstanding Actions

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Summary of Outstanding Actions

| No. | Item | Action |
| --- | --- | --- |
| 3.0 | Minutes of the Previous Meeting  ACTION: The PA to the Regius Keeper would make the amendments and place a copy of the approved Minutes in the Library, on the General Drive, RBGE Website and circulate by email to the Trustees and Executive Team. | PA to the Regius Keeper |
| 4.0  4.1  4.2 | Action Points and Matters Arising from the Previous Meeting  RBGE Risk Report - Autumn 2024  ACTION: The Regius Keeper would programme a Board of Trustees’ discussion to consider scenario planning around RBGE’s future budget challenges including maintenance of RBGE’s estate infrastructure, and planning for extreme risks. In progress (a discussion would be tabled at a future meeting.) Planning for extreme risks was tabled at this meeting.  RBGE Key Results Report and Dashboard: Autumn 2024  ACTION: The Regius Keeper and Director of Horticulture & Visitor Experience would programme an update to the Board of Trustees in 2025 on the future strategic direction for the Centre for Middle Eastern Plants, and an associated discussion on lessons learned for further development of science and knowledge-based consultancy. In progress (a discussion would be tabled in 2025.) | Regius Keeper  Regius Keeper/ Director of Horticulture & Visitor Experience |
| 7.0    7.1  7.2 | RBGE Key Results Dashboard and Report: Winter 2024  ACTION: The Director of Resources and Planning would consider the viability of advising on the net zero process on a quarterly (rather than annual) basis.  ACTION: The Board of Trustees would offer any final input into the Key Results Dashboard to the Director of Resources and Planning by 31/1/25. | Director of Resources and Planning  Board of Trustees |
| 9.0 | Approval of the Annual Report and Accounts for the Year Ended 31/03/2024  ACTION: The Director of Resources and Planning would consider including information on some of the strategic challenges faced by the RBGE in future Annual Report and Accounts. | Director of Resources and Planning |
| 14.0  14.1  14.2  14.3 | RBGE Policies  RBGE Policy Management Review and Approval Processes  ACTION: The Director of Resources and Planning would consider if it would be useful for the Audit Committee to review the Theft and Fraud Policy.  Safeguarding Policy  ACTION: The Director of Learning and Engagement would arrange for the text in ‘Safeguarding While Working Overseas’ in the RBGE’s Safeguarding Policy to be enhanced, ensure it was consistent with the presentational style of other policies and arrange for its publication.  RBGE Generative Artificial Intelligence (AI) Acceptable Usage Policy  ACTION: The Director of Resources and Planning would ensure that the pros and cons of AI products was included in the Policy, advise on any acronyms and ensure policies were consistent in their presentational style. | Director of Resources and Planning  Director of Learning and Engagement  Director of Resources and Planning |
| 15.0 | Edinburgh Garden Change to Opening Hours  ACTION: The Director of Horticulture & Visitor Experience would provide the Board of Trustees with information behind the decision to amend the 2025 opening hours. | Director of Horticulture & Visitor Experience |
| 16.0 | Review of Remuneration Committee Terms of Reference  ACTION: The PA to the Regius Keeper would arrange for the reviewed Terms of Reference to be published. | PA to the Regius Keeper |
| 17.0 | Commercial Strategy 2025-30  ACTION: The PA to the Regius Keeper would add Commercial Strategy to the Agenda for the next meeting. | PA to the Regius Keeper |
| 22.0    22.1  22.2 | Any Other Business  Presentation Topics for 2025  ACTION: The PA to the Regius Keeper would circulate some initial ideas for presentation topics for 2025 for the Board of Trustees’ consideration.  Agenda Items for 2025  ACTION: The Chair and Regius Keeper would consider future Agendas. | PA to the Regius Keeper  Chair/Regius Keeper |