**Minutes of the Meeting of the Royal Botanic Garden Edinburgh (RBGE)**

**Board of Trustees**

**held in the David Douglas Room, John Hope Gateway, Arboretum Place,**

**Edinburgh EH3 5NZ**

**on Tuesday 17 December 2019 at 1345**

**Present:** Mr Dominic Fry Chair of Trustees

Prof Beverley Glover Trustee

Dr David Hamilton Trustee

Dr Ian Jardine Trustee

Prof Thomas Meagher Trustee

Ms Diana Murray Trustee

Prof Ian Wall Trustee

**In Attendance:** Mr Simon Milne Regius Keeper

Mr Ian Brown Head of Finance

Ms Kari Coghill Director of Enterprise and Communication

Ms Judy Cromarty Head of Resources and Planning and Board Secretary

Prof Pete Hollingsworth Director of Science and Deputy Keeper

Ms Emma Lacroix Director of Development

Mr Kevin Reid Director of Horticulture and Learning

Ms Emma Nicolson Interim Head of Public Engagement (Item 8.0 only)

**Apologies:** Mr Raoul Curtis-Machin Trustee

Mr Chris Wallace Trustee

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Presentation on 350th Anniversary**  The Director of Enterprise and Communication and the Director of Development gave Trustees an update on the programme for 2020 prior to the Main Board meeting. The Trustees would be provided with key messages for the event to be held at the Scottish Parliament on Wednesday 15 January 2020. |  |
|  | **Private Meeting**  The Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **OPENING ITEMS:** |  |
| **1.0** | **Chair’s Remarks**  The Chair welcomed everyone to his first meeting and advised that he was delighted to take up this positon and looked forward to working with the Board of Trustees. |  |
| **2.0** | **Apologies**  Mr Raoul Curtis-Machin and Mr Chris Wallace had given their apologies. |  |
| **3.0** | **Trustees’ Conflicts of Interest**  No conflicts of interest were reported. |  |
| **4.0** | **Minutes of the Previous Meeting held on Wednesday 9 October 2019**  The Minutes of the Meeting held on Wednesday 9 October 2019 were accepted as a true 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, the RBGE Website and circulate by e-mail to the Board of Trustees. | **PA to the Regius Keeper** |
| **5.0** | **Matters Arising**  All matters arising had been actioned. |  |
| **6.0** | **Regius Keeper’s Update**  The Regius Keeper presented his update. The main focus was Edinburgh Biomes, the Corporate Plan 2020-2025, ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis’, the 350th programme, income generation and enhancing RBGE’s profile. The following areas were highlighted.   * Recruitment was underway for the Head of Education and the Head of Public Engagement. A Head of ICT would be considered in the new year. It was noted that the staff who were filling these roles temporarily had done very well. * The RBGE had submitted an application to Athena SWAN for a silver award. The Equality Diversity and Inclusion Group would continue to broaden its focus in 2020. * The 350th Anniversary Reception at the Scottish Parliament on Wednesday 15 January 2020 would be sponsored by Christine Grahame MSP and she and the Cabinet Secretary for Environment, Climate Change and Land Reform and the Chair would speak at the event. Edinburgh College of Art students would hold a fashion show inspired by the Botanics. * The RBGE’s Annual Conference would be held on Thursday 23 January 2020 and would focus on the ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis’. * The Spring Convention on Biological Diversity (organised in collaboration with Scottish Natural Heritage and the Scottish Government) would take place from 31 March 2020 to 3 April 2020 at the RBGE and other venues in Edinburgh. * The Chair expressed a wish to attend the Botanics Foundation Board meeting. The Head of Resources and Planning would liaise with the Chair of the Botanics Foundation accordingly. |  |
| **7.0** | **Divisional Updates**  The Leaders’ Group gave short presentations to update the Board of Trustees and introduced the Chair to to divisional priorities, opportunities and challenges. |  |
|  | **DECISION ITEMS:** |  |
| **8.0** | **Arts Advisory Group Manifesto ‘By Leaves We Live’**  For the benefit of the Chair, Ms Diana Murray (Chair of the Arts Advisory Group) gave some background on the origins of the Arts Advisory Group and introduced the Interim Head of Public Engagement who presented the Manifesto which would form the basis of the plan for the future arts programme. The primary aim was to achieve better alignment between the events and exhibitions programme and the RBGE’s Mission. A draft Arts Strategy was being prepared which would relate to the ‘RBGE’s Response to the Biodiversity Crisis and Climate Emergency’. The Board of Trustees’ endorsed the Manifesto. |  |
| **9.0** | **Strategic and Operational Planning 2020-2025**  The Regius Keeper presented a revised programme for corporate and operational planning for 2020-2025 for the Trustees’ consideration. The Board of Trustees would usually review a draft of the Corporate Plan at this meeting but due to postponement of the Scottish Government’s 2020/2021 Budget this had been delayed. Trustees noted the there was a need to complete the ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis Strategy’, respond to the Cabinet Secretary for Environment, Climate Change and Land Reform’s request for RBGE to revise carbon management plans to achieve “net zero” emissions and the provide an opportunity for the new Chair to review and influence strategic planning. Trustees’ endorsed this approach.  **ACTION:** The Regius Keeper would present the ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis’, the draft Corporate Plan 2020-2025 and the Budget for 2020-2021 to the Board of Trustees when available. | **Regius Keeper** |
| **10.0** | **RBGE/Botanics Foundation Service Level Agreement**  As requested at the previous Board of Trustees’ meeting the Director of Development presented an amended paper which would be renamed ‘Memorandum of Agreement (MOA)’ for the Board of Trustees’ consideration. The MOA would allow flexibility as to where the gifts went to maximise income to the RBGE. The Leaders’ Group had the authority to submit requests to the Botanics Foundation. A transactional Service Level Agreement would be required to go with the MOA. The Chair would attend future Botanics Foundation meetings.  **ACTION:** The Director of Development would amend the title of the document to ‘Memorandum of Agreement’. | **Director of Development** |
| **11.0** | **Investment Policy and Treasury Management Policy**  The Head of Finance presented the Treasury Management Policy (a subset of the Investment Policy which had been considered at the Investment Committee Meeting held on Wednesday 18 September 2019) for the Trustees’ consideration. The Treasury Management Policy was approved by the Board of Trustees. It was noted that an Ethical Investment Policy had been adopted by the Investment Committee for RBGE investments and ethical banking would be considered.  **ACTION:** The Head of Finance would arrange for the implementation of the Treasury Management Policy. | **Head of Finance** |
|  | **INFORMATION ITEMS:** |  |
| **12.0** | **Carbon Management and Net Zero Emissions**  The Regius Keeper advised that Prof Tom Meagher and the Director of Science and Deputy Keeper had attended a meeting on Tuesday 1 October 2019 which had been Chaired by Roseanna Cunningham MSP (Cabinet Secretary for Environment, Climate Change and Land Reform) and was attended by the Minister for Rural Affairs and the Natural Environment and public body Chairs and Chief Executives. The Cabinet Secretary for Environment, Climate Change and Land Reform had subsequently written on Wednesday 20 November 2019 asking for a summary of the RBGE’s Carbon Management Plan and information on a date when the RBGE intended to achieve zero direct emissions (it would be 2040). The letter was distributed for the Trustees’ information. |  |
| **13.0**  13.1  13.2 | **Edinburgh Biomes**  The Head of Resources and Planning and Dr David Hamilton highlighted the following points:   * The planning application had been approved on Wednesday 31 July 2019. * A draft Full Business Case had been submitted to the Scottish Government in October 2019. * The procurement process had started with the SCAPE framework list being utilised and a contractor engaged for a no cost or commitment ten week programme to investigate the viability, feasibility and buildability of the programme. Following a selection process of potential suppliers McLaughlin and Harvey had been appointed and had met the Leaders’ Group on Wednesday 27 November 2019. The work would be programmed in the new year. * An annual governance review had started and would report to the Programme Board in February 2020. * Funding for 2020/2021 would be considered.   Trustees thanked the Leaders’ Group, Dr David Hamilton and Prof Ian Wall for their work over the past eighteen months.  Due to the wider current political and economic situation work is being planned on the assumption that the Scottish Government would provide funding of around £1M in 2020/2021 to keep the planning for the full programme moving. It was noted that this would effectively push the build of Edinburgh Biomes back by a further year and increase costs. It was suggested the decoupling of the Plant Health Suite and the Energy Centre from the full programme could be considered and funding sought for one or both of these elements independently. The question of how much energy should the RBGE put into trying to obtain funding from other sources while it awaited a response on funding for 2021/2022 from the Scottish Government was considered. Trustees considered the timing of the Scottish Government’s Capital Spending Review scheduled for summer 2020 and the associated an unwelcome uncertainty over the programming of funding for Edinburgh Biomes. Trustees recommended that patience be maintained and messaging should continue to be when, not if, the programme would be delivered and that it was important that all maintained this approach It was noted that productive work could be delivered in 2020 on project development and that there were some advantages in using 2020/2021 to further develop funding sources. Trustees noted that the energy supply agreement option considered previously would be revisited by the Edinburgh Biomes Programme Board at the meeting in January.  **ACTION:** The Chair and Regius Keeper would write to request funding from the Scottish Government for the Plant Health Suite and Energy Centre in 2021/2022 and funding for the main capital bid for 2021/2022.  **ACTION:** The Head of Resources and Planning would report back on the discussion on an energy supply agreement for the Energy Centre element of the Edinburgh Biomes programme to the next meeting. | **Chair/**  **Regius Keeper**  **Head of Resources and Planning** |
| **14.0** | **Finance Report for the Period to 31 October 2019**  The Head of Finance highlighted that a mid-year review had been carried out and a potential deficit identified. The Leaders’ Group were considering ways to reduce expenditure to achieve a balance outturn at the year-end. Trustees asked about the VAT issues reported. The Head of Finance noted that some of these had related to changes in reporting responsibilities and changes in the Finance Team. However it was also noted that the treatment of VAT was relatively complicated in RBGE due to the nature of transactions. |  |
| **15.0** | **Risk Register Quarter 2**  The Head of Resources and Planning reported that risk had been considered more fully at the Audit Committee Meeting and the Risk Register would be amended to reflect these discussions. The Director of Horticulture and Learning noted the ongoing works to mitigate the risks of extreme weather on the increasingly fragile glass. |  |
| **16.0** | **Estates, Property Maintenance and Project Updates**  This report was provided for information to update the Board of Trustees on maintenance issues and project updates for the third quarter of financial year 2019/2020 for the RBGE estate (built environment). |  |
| **17.0** | **Update on Business Continuity/Emergency Response**  The Director of Horticulture and Learning had provided an update to the Audit Committee and reported that the statutory requirement for a five yearly fixed wire testing programme would take place on the weekend of 4/5 January 2020 when the Science buildings would be closed to staff and visitors. |  |
| **18.0** | **Report of the Audit Committee**  Mr Ian Wall reported on the meeting he had chaired at 1000. The Terms of Reference of the Audit Committee were considered with some minor changes identified. Procurement was being taken in-house in 2020. The Risk Register was considered. |  |
| **19.0** | **Report of the Science Advisory Committee**  Prof Tom Meagher (Chair of the Science Advisory Committee) reported on two issues that they had considered:   * A presentation by Mr Chris Ellis (Head of Cryptogams) on the Scottish Biodiversity Programme which formed the basis for the ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis’. * Consideration of future agendas. The Science Programme Digital Strategy included digitisation, other data capture elements and data curation, a review of the science programme at Kew to consider any lessons that the RBGE could take on board would be included. Prof Meagher emphasised the importance of digital resources for RBGE science in the future and the linkage of this work strand to the carbon emission reduction plan was noted   The RBGE had been advised that we had been awarded a Tier 5 Licence to employ foreign nationals with the endorsement of the UK Research and Innovation. This would allow access to the skills base in Europe. |  |
|  | **CLOSING ITEMS:** |  |
| **20.0** | **Any Other Business**  There was nothing to note. |  |
| **21.0** | **Arrangements for the Next Meeting**  The next meeting would be held on Wednesday 3 March 2019 at 1200 in the David Douglas Room, John Hope Gateway, Arboretum Place, Edinburgh EH3 5NZ. |  |

**Jennifer Martin**

PA to the Regius Keeper

19 December 2019

**ANNEX 1**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **OPENING ITEMS:** |  |
| **4.0** | **Minutes of the Previous Meeting held on Wednesday 9 October 2019**  **ACTION:** 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** |
|  | **DECISION ITEMS:** |  |
| **9.0** | **Strategic and Operational Planning 2020-2025**  **ACTION:** The Regius Keeper would present the ‘RBGE’s Response to the Climate Emergency and Biodiversity Crisis’, the draft Corporate Plan 2020-2025 and the Budget for 2020-2021 to the Board of Trustees when available. | **Regius Keeper** |
| **10.0** | **RBGE/Botanics Foundation Service Level Agreement**  **ACTION:** The Director of Development would amend the title of the document to ‘Memorandum of Agreement’ and circulate the dates of future Botanics Foundation meetings to the Chair. | **Director of Development** |
| **11.0** | **Investment Policy and Treasury Management Policy**  **ACTION:** The Head of Finance would arrange for the implementation of the Treasury Management Policy. | **Head of Finance** |
|  | **INFORMATION ITEMS:** |  |
| **13.0**  13.1  13.2 | **Edinburgh Biomes**  **ACTION:** The Chair and Regius Keeper would write to request funding from the Scottish Government for the Plant Health Suite and Energy Centre in 2021/2022 and funding for the main capital bid for 2021/2022.  **ACTION:** The Head of Resources and Planning would report back on the discussion on an energy supply agreement for the Energy Centre element of the Edinburgh Biomes programme to the next meeting. | **Chair/**  **Regius Keeper**  **Head of Resources and Planning** |