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

**Board of Trustees**

**held in the McMillan Suite, Lodge on Loch Lomond, Luss, Argyll G83 8PA**

**on Wednesday 20 June 2019 at 0900**

**Present:** Sir Muir Russell Chairman of Trustees

 Mr Raoul Curtis-Machin Trustee

 Prof Beverley Glover Trustee

 Dr David Hamilton Trustee

 Prof Thomas Meagher Trustee

 Ms Diana Murray Trustee

 Prof Ian Wall Trustee

 Mr Chris Wallace 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

 Mr Kevin Reid Director of Horticulture and Learning

**Apologies:** Dr Ian Jardine Trustee

 Ms Emma Lacroix Director of Development

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Private Meeting**The Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **Benmore Botanic Garden**Trustees had received a presentation on the Benmore Development Project from Mr Peter Baxter (Curator of Benmore Botanic Garden) prior to a Garden visit on Wednesday 19 June 2019. In addition to the proposed redevelopment of the walled garden, which had been the focus of the presentation, facilities for visitors would be also be improved. Preparation work to date had been funded by the Younger Benmore Trust. A Benmore Development Project Board had been set up. It was expected that some additional staffing resource would be required during the construction period but that the existing resources would manage and maintain the area in the future. Trustees asked for clarification on the purpose of the proposed new plantings in the walled garden development and information of how they would fit in with the RBGE’s science, education and horticultural messages. The purpose of the project should articulated more clearly.**ACTION:** The Regius Keeper would provide further information for Trustees on the purpose of the walled garden development. | **Regius Keeper** |
|  | **Singapore Botanic Gardens – Corner Archive**Follow up discussions with representatives of the Singapore Botanic Gardens had taken place and a collaborative agreement set up and communicated in relation to the Corner Archive. The final legal paperwork was being considered by the Singapore Botanic Gardens. |  |
|  | **Joint Meeting with Board of Trustees and Botanics Foundation Trustees**A successful joint meeting had been held on Thursday 2 May 2019 to discuss the way forward and allow both Boards to work more closely together.  |  |
|  | **OPENING ITEMS:** |  |
| **1.0** | **Apologies**Apologies were received from Dr Ian Jardine and Ms Emma Lacroix. |  |
| **2.0** | **Trustees’ Conflicts of Interest**No conflicts of interest were reported. |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 27 February 2019**The Minutes of the Meeting held on Wednesday 27 February 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**  |
| **4.0** | **Matters Arising**All matters arising had been actioned. |  |
| **5.0**5.15.2 | **Chairman’s Report**Derek Mackay (Finance Minister, Scottish Government)The Chairman had been advised of the recommendation that the Finance Minister be invited to visit the RBGE.Recruitment of ChairProf Meagher and the Regius Keeper had developed a Job Description and the Scottish Government aimed to advertise the position in July/August 2019 using a recruitment company. All were asked to use their networks to advertise this opportunity and encourage applications. Trustees asked if a Vice Chair should be identified.**ACTION:** At the Trustees’ Strategy Meeting on Wednesday 9 October 2019 the Chairman would consider the potential for a Vice Chair to be appointed. | **Chairman** |
| **6.0** | **Regius Keeper’s Report** The Regius Keeper presented his report and highlighted: * The Performance Report was produced as a management tool and copied to the Board of Trustees for their information. The achievements and challenges were summarised in the Regius Keeper’s Report.
* The RBGE pay deal for 2019/20 was being considered by the Scottish Government.
* The RBGE Transition Plan (where the new strategic pillars were being tested) was now available as a PDF or in hard copy.
* The next Five Year Plan would be considered by the Leaders’ Group at their Away Days in July 2019 and would be presented at the Trustees’ Strategy meeting in October 2019.
* Planning for the programme for the RBGE’s 350th in 2020 was underway.
* A Business Plan for Consultancy was being prepared to capitalise on the success of the arboricultural work.
 |  |
|  | **DECISION ITEMS:** |  |
| **7.0**7.17.1.17.1.2 | **Botanics Trading Company (BTC)**Draft BTC Report and Accounts The Head of Finance reported that profit had increased from £619k to £1.1M due to improvements in the retail performance, catering payments for 2017/2018 and 2018/2019 being received and consultancy income. There had been changes to the accounting for gift aid payments which were only allowed to be transferred during the year (and not at the year-end as in previous years) and an adjustment had been made in the accounts to reflect this change. The Director of Enterprise and Communication was invited to update the meeting on the strategic direction of BTC. There were two key areas she had been focussing on; a review of existing income streams and working on 5\* status to increase consistency of quality. In year two of the Christmas at the Botanics contract there had been an increase in visitor numbers from 60k to 78k. The focus would now be on business development and other income streams. A Five Year Plan for BTC (related to the RBGE’s Five Year Plan) was being prepared. It had previously been agreed that Sodexo could erect a marquee on Inverleith House lawn for the month of June for a three year period but it transpired that there had not been the market for this type of event. The Board of Trustees thanked the Head of Finance and Director of Enterprise and Communication for their work and good results. Trustees agreed that the Chairman should sign a letter of support from the RBGE to BTC which would be sent to Chiene and Tait (BTC’s Auditors) and that the Regius Keeper would sign the Accounts.**ACTION:** The Head of Finance would arrange for the Chairman to sign the letter of support.**ACTION:** The Head of Finance would arrange for the Regius Keeper to sign BTC Accounts. | **Head of Finance****Head of Finance** |
| **8.0** | **Ethical Fundraising Policy**The Director of Development had prepared an Ethical Fundraising Policy for the Board of Trustees’ consideration. The receipt of funds would be considered on a case by case basis and any that had a major and clear link to an activity that was in conflict with the RBGE’s Mission would be avoided. The Ethical Fundraising Policy had been aligned to the Investment Committee’s Ethical Investment Policy. **ACTION:** Trustees’ approved the Ethical Fundraising Policy and the Director of Development would now arrange for it to be implemented (and add ‘Approved by RBGE Board of Trustees at the meeting on Thursday 20 June 2019’ to the final copy before distribution. | **Director of Development** |
| **9.0**9.19.2 | **Botanics Foundation Receipt of Gifts**The Director of Development had prepared a strategic level policy paper on the receipt of gifts to the Botanics Foundation. The Botanics Foundation’s remit had recently changed to one with a more active fundraising role (which was aligned to other similar organisations). To ensure the Botanics Foundation continued to meet the needs of the RBGE a Service Level Agreement would be drafted to support it operation and the administration of donations. Trustees suggested that the Auditors could advise on the terminology of a Service Level Agreement and that an appropriate review period was included. The Board of Trustees approved the new approach for the receipt of gifts to the Botanics Foundation.**ACTION:** The Director of Development would present the Service Level Agreement to the Board of Trustees at their next meeting.**ACTION:**  The Director of Development would implement the policy. | **Director of Development****Director of Development** |
|  | **DECISION ITEMS:** |  |
| **10.0** | **Risk Register Quarter 4 - Red Risks**The Head of Resources and Planning presented the Risk Register for review. Trustees asked, noting the Government position regarding self-insurance, that consideration be given to the splitting of risk P02.01RR Risk of Damage to the National Botanical Collections. The approach to the ‘named owner of risks’ was discussed, Trustees asked that the multiple owner approach be reconsidered. The risk in relation to Brexit would be considered by the Leaders’ Group at their Away Days in July 2019.**ACTION:** The Head of Resources and Planning would consider the splitting of risk P02.01RR Risk of Damage to the National Botanical Collections and revising “risk ownership”. | **Head of Resources and Planning** |
| **11.0**11.111.1.111.1.2 | **Report on Progress January - June 2019 (including Terms of Reference for the Edinburgh Biomes Programme Board)**The Head of Resources and Planning reported that Trustees had received an update presentation on the Edinburgh Biomes programme on Wednesday 19 June 2019 from Jacqui Nicols (Arcadis) and John Dunn (PPM). The budget was set at £70M but initial costings were showing an excess of £6.1M and cost savings would need to be found. There were potential savings to be made in the type of glass used and size of the Education facilities. The Board of Trustees requested an overview of the strategic biodiversity/science concept for Glasshouse Zero and the themes for proposed plantings. Work was underway on the Full Business Case which would be completed by Wednesday 31 July 2019. The City of Edinburgh Council Planning Committee would consider the Nursery and main site applications at their meeting on Wednesday 31 July 2019. Enabling works were being considered internally and regular meetings held. Trustees requested further information on the organisational approach to digitisation. Trustees suggested that the Scottish Futures Trust could be approached. The Terms of Reference for the Edinburgh Biomes Programme Board were approved and would be reviewed annually.**ACTION:** The Regius Keeper would arrange for a presentation on the overall concept and planting proposals for Glasshouse Zero to be provided at the next meeting.**ACTION:** The Head of Resources and Planning would implement and review annually the Terms of Reference for the Edinburgh Biomes Programme Board. | **Regius Keeper****Head of Resources and Planning** |
|  | **INFORMATION ITEMS:** |  |
| **12.0** | **Finance Report for the Period to April 2019**The Head of Finance reported that some minor adjustments were still to be made. The £96k for the additional employer contributions to the pension would be absorbed using the retained reserves of RBGE. Expenditure was reviewed every three months. The Regius Keeper had written to the Scottish Government about the requirement for continued assistance with the additional pension contribution requirements in 2020 and beyond. Trustees suggested that the full Financial Report be presented to the Audit Committee for their consideration but that a streamlined version be presented to the Board of Trustees (eg Annex 3 Project Report could be removed).**ACTION:** The Head of Resources and Planning and the Head of Finance would consider amendments to the Finance Report for the next Board of Trustees’ Meeting. | **Head of Resources and Planning/****Head of Finance** |
| **13.0** | **Major Project Updates 2019/20**The Director of Horticulture and Learning reported that the paper provided an update for the first quarter of the financial year on projects that included the Herbarium/Library scoping study, Science Electron Microscope (SEM) Suite ceiling and lighting replacement works, Benmore Botanic Garden staff house upgrades, a partial water mains update in Edinburgh, new valves for the main boilers and glasshouse ladder works. |  |
| **14.0** | **Report of the Audit Committee**The Chairman of the Audit Committee reported on the meeting held on Wednesday 12 June 2019. The Annual Internal Audit Plan for 2019/20 was presented for consideration. The Update on Audit Recommendations provided useful information. The Scottish Government’s Audit Self-Assessment Checklist had been completed by the Committee and they would consider how to assess their effectiveness in the future. |  |
| **15.0** | **Report of the Science Advisory Committee**The Chairman of the Science Advisory Committee reported on a meeting held on Thursday 30 May 2019 that included virtual participation by some members. An impressive presentation had been given by a new member of staff Dr Caroline Lehmann (Scientist, Tropical Diversity) on the high level impact of her research work and Dr Mark Hughes (Begonia Systematist) gave a presentation on the plans for the expedition to Papua New Guinea in 2020 for the 350th anniversary. |  |
| **16.0** | **Report of the Arts Advisory Group**The Chair of the Arts Advisory Group reported that they had met twice since the last Board of Trustees’ meeting. Some of those invited to join the group had turned the opportunity down as they felt the programme was now moving in the right direction and their assistance was not required. In April the Group visited the Herbarium where work from the collections was presented in an inspirational way. The new Head of Exhibitions had given a presentation on how she proposed to develop the arts programme, and a workshop had been held to consider an outline vision for the arts at RBGE. The group had also held a familiarisation visit to Dawyck Botanic Garden and viewed the exhibition space. It was felt that two more meetings were required to be held of this group for it to meet its remit. |  |
| **17.0** | **Annual Health and Safety Report**The Regius Keeper presented the Report for the Trustees’ consideration and highlighted that the programme of asbestos removal was ongoing, there had been an issue with the non-transfer of records when the occupational health providers had changed which was being followed up, and the Accident Report Forms were being improved.**ACTION:** The Head of Resources and Planning would circulate an update on progress with the Accident Report Forms. | **Head of Resources and Planning** |
| **18.0**18.118.2 | **Proposed Board of Trustees’ Meeting Dates for 2020**The following timings/dates/venues were offered for Trustees’ consideration:Wednesday 4 March 2020Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh1200 - 1245 Lunch1245 - 1330 Tour/Presentation1330 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board Meeting  Wednesday 24 June 2020Venue: Dawyck Botanic Garden 0900 - 1030 Travel to Dawyck Botanic Garden1030 – 1200 Garden Visit1200 – 1230 Lunch 1230 – 1400 Travel to Edinburgh1400 – 1630 Main Board MeetingWednesday 30 September 2019 Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh1000 - 1230 Strategy Discussion 1230 - 1245 Lunch1245 - 1330 Tour/Presentation1330 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board Meeting Wednesday 2 December 2020Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh1200 - 1245 Lunch1245 - 1330 Tour/Presentation1330 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board Meeting It was noted that these would be subject to the availability of the new Chair when appointed. Trustees asked that an overnight stay be considered for the visit to Dawyck Botanic Garden in 2020.**ACTION:** The Head of Resources and Planning would consider an overnight stay in the programme for the meeting on Wednesday 24 June 2019.**ACTION:** Attendees to note the dates for the 2020 meetings. | **Head of Resources and Planning****Attendees** |

**Jennifer Martin**

PA to the Regius Keeper

25 June 2019

**ANNEX 1**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Benmore Botanic Garden****ACTION:** The Regius Keeper would provide further information for Trustees on the purpose of the walled garden development. | **Regius Keeper** |
|  | **OPENING ITEMS:** |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 27 February 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**  |
| **5.0**5.3 | **Chairman’s Report**Recruitment of Chair**ACTION:** At the Trustees’ Strategy Meeting on Wednesday 9 October 2019 the Chairman would consider the potential for a Vice Chair to be appointed. | **Chairman** |
|  | **DECISION ITEMS:** |  |
| **7.0**7.17.1.17.1.2 | **Botanics Trading Company (BTC)**Draft BTC Report and Accounts **ACTION:** The Head of Finance would arrange for the Chairman to sign the letter of support.**ACTION:** The Head of Finance would arrange for the Regius Keeper to sign BTC Accounts. | **Head of Finance****Head of Finance** |
| **8.0** | **Ethical Fundraising Policy****ACTION:** Trustees’ approved the Ethical Fundraising Policy and the Director of Development would now arrange for it to be implemented (and add ‘Approved by RBGE Board of Trustees at the meeting on Thursday 20 June 2019’ to the final copy before distribution. | **Director of Development** |
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| **12.0** | **Finance Report for the Period to April 2019****ACTION:** The Head of Resources and Planning and the Head of Finance would consider amendments to the Finance Report for the next Board of Trustees’ Meeting. | **Head of Resources and Planning/****Head of Finance** |
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