*ROYAL BOTANIC GARDEN EDINBURGH BOARD OF TRUSTEES*

# Minutes of the Meeting of the Board of Trustees

**held in the Botanic Cottage, Royal Botanic Garden Edinburgh (RBGE) on Wednesday 5 October 2016 at 1345**

|  |  |  |
| --- | --- | --- |
| **Present:** | Sir Muir RussellProf Beverley Glover Mrs Patricia Henton Prof Thomas Meagher Ms Diana MurrayMr Tim Rollinson Prof Ian WallMr Chris Wallace | Chairman of Trustees TrusteeTrustee Trustee Trustee Trustee Trustee Trustee |
| **In Attendance:** | Mr Simon MilneProf Pete Hollingsworth Mrs Heather Jackson Dr Alasdair Macnab | Regius Keeper Director of Science Director of EnterpriseDirector of Corporate Services Secretary |

Mr Kevin Reid Director of Horticulture and Learning

Ms Ann Robertson Head of Finance

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisions | Action |
|  | **Visit to Nursery Glasshouses**Prior to the meeting the Board of Trustees visited the new Glasshouses in the Nursery as previously requested.**Private Meeting**The Chairman and the Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **OPENING ITEMS:** |  |
| **1.0**1.11.2 | **Minutes of the Previous Meeting held Thursday 30 June 2016**The Minutes of the Meeting held on Thursday 30 June 2016 were accepted as a true record of the meeting.**Decisions.** It was agreed that:The Secretary 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. |  |
|  | Secretary |

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisions | Action |
| **2.0** | **Chairman’s Report** |
| 2.1 | Recruitment of Trustees |
|  | The Scottish Government’s process for the recruitment of two new Trustees had just started. There was a vacancy for a Trustee with experience of the development of visitor destinations and a requirement to replace Mr Tim Rollinson on 28 February 2017. The latter position required a Trustee with experience in policy development and strategic planning. The Scottish Government would use an agency to help find potential Trustees and the ‘Person Specification’ for both vacancies had been drafted. |  |
| 2.2 | Impact Group |
|  | The Chairman had been asked to act as an advisor on the Impact Panel to assist the Directors of all the Main Research Providers to consider each organisation’s unique selling point, their value for Scotland, international reputation, links to the European Union and Knowledge Exchange. |  |
| 2.3 | Meeting with Roseanna Cunningham MSP (Cabinet Secretary for the |
|  | Environment, Climate Change and Land Reform) |
|  | The Chairman and Regius Keeper had a very positive meeting with the Cabinet Secretary for Environment, Climate Change and Land Reform, Dr Linda Pooley and Mr Chris Rich (Rural and Environment Science and Analytical Services Division (RESAS)) and Mr David Miller (Special Advisor) on Tuesday 30 August 2016. Mr Miller would visit the RBGE on Monday 10 October 2016 for an update on programmes, initiatives and to discuss communications. |  |
| **3.0** | **Matters Arising** |
| 3.1 | Benmore Botanic Garden Update on Proposals for Improvements and Costs |
|  | Following discussions at the last meeting the Director of Horticulture and Learning had been asked to provide an update on immediate improvements to visitor facilities. Essential repairs and operational improvement works of £25k had been identified for the Café and had been planned for January 2017. If funding from the in-year budget was not available a request would be prepared for consideration by the Botanics Foundation. A small group had been set up to consider funding support from local tourism representatives. The longer term proposals would maintain the profile and improve the visitor welcome. The Walled Garden had now progressed to the detailed design stage and a number of test digs were planned. |

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisions | Action |
|  3.2 3.33.43.4.1 | Board of Trustees’ Committee VacanciesDue to the changes to the role and structure of the Botanics Foundation, the number of Trustees on the Foundation would increase but would continue to include two Board of Trustee representatives. It was proposed that there would be one Investment Committee to advise both the RBGE and the Botanics Foundation in the future. It was agreed that Prof Ian Wall would continue to Chair the Investment Committee and other Trustees could attend if required. There would be a requirement for a new Chair of the Botanics Foundation following the end of term of office of the current Chair in November 2016. Mrs Diana Murray agreed to join the Botanics Foundation as a Board of Trustees’ representative.Audit CommitteeMrs Patricia Henton had agreed to join the Audit Committee.**Decision.** It was agreed that:Board of Trustees’ Committee VacanciesThe Secretary would advise the Chair of the Botanics Foundation that Mrs Murray would join as a Board of Trustees’ representative. |  |
|  | Secretary |
| **4.0**4.1 | **Regius Keeper’s Report**The Regius Keeper presented his quarterly report and highlighted the following items.* The RBGE had achieved the Athena SWAN Bronze Award.
* A successful joint expedition to Nepal for seed collection and capacity building had been achieved. Science and Horticulture Staff had worked together with colleagues in Nepalese organisations collecting material for the National Botanic Garden of Nepal and the RBGE and completing and opening the new Biodiversity Education Garden near Kathmandu. The Regius Keeper had met with the President of Nepal, Nepalese Ministers and the British Ambassador to Nepal, cementing the productive relationship between RBGE and the Government of Nepal. Nepal was also the subject of the talk to the Patrons of the RBGE at their annual dinner.
* Tiina Sarkinen and her co-authors had been awarded the prestigious Stebbins Award.
* Logan Botanic Garden had been selected for the final in the “best visitor attraction” category of the Scottish Thistle Awards.
* The Scottish Government had agreed to fund the installation of a mains water supply at Benmore Botanic Garden.
 |  |

Item Narrative & Decisions Action

* The Public Open Meeting had been postponed until the New Year.
* A successful 10th Flora Malesiana Symposium had been held and good feedback received.

Trustees asked about the Estates Strategy which had been completed but now needed input from the Divisions to allow long term planning.

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

The Secretary would issue the Estates Strategy as a baseline from which to work and this would be amended in the future.

Secretary

# DECISION ITEMS:

* 1. **Risk Register**
	2. The red risks on the Risk Register were reviewed at the Trustees’ Strategy Discussions held in the morning and amended as detailed in the (Confidential) Annex.
	3. **Decision.** It was agreed that:

The Secretary would circulate the full amended Risk Register to the Trustees for information.

Secretary

# Scottish Government Funding

* 1. Following an update and discussions with Dr Linda Pooley (Rural and Environment Science and Analytical Services Division) and Ms Liz Ditchburn (Director General for Enterprise, Environment and Innovation) at the Trustees’ Strategy Discussions in the morning it was agreed that the Chairman would provide the Scottish Government with a broad strategic financial plan by Tuesday 1 November 2016. This was in response to the potentially significant increase in pressure on Government funding and the Government’s request that RBGE should explore every opportunity to grow its self-generated income. The outline plan would provide the Cabinet Secretary for Environment, Climate Change and Land Reform with additional information that would enable her to gain a clearer view on the strategic financial development of the RBGE. The Regius Keeper would produce a draft for circulation to the Chairman for consideration before it was sent to the Scottish Government on 1 November 2016.

# Report on the Future of Inverleith House Gallery

* 1. The Regius Keeper had issued the Kelly and Co Report on ‘A Future for Inverleith House’ to Trustees prior to the meeting for their consideration. This Report had been funded by Creative Scotland following their move from providing Regular Funding to Open Project Funding. It was noted that the current funding model was that external funders provided funding for exhibitions in Inverleith House and the RBGE paid the staffing,

Item Narrative & Decisions Action

building maintenance, and other support costs. The Trustees’ views were sought on whether to keep Inverleith House as a contemporary art gallery or to explore other uses for the space. It was noted that there was no funding for exhibitions beyond the end of October 2016. It was agreed that the financial model figures proposed in the Report were high risk, required further financial investment and included untested assumptions. Trustees asked if there would be any opportunities to partner with other Scottish galleries to share the financial responsibility, but there would appear to be little appetite for this. If Inverleith House was no longer used as a contemporary art gallery the Staff would be offered positions elsewhere in the Exhibition and Events Team. Trustees discussed the matter in detail and concluded unanimously that:

* + 1. Inverleith House would no longer be dedicated to contemporary art.
		2. RBGE would continue to include creative art events and exhibitions in its programme, and would discuss the future programme and the potential for funding with Creative Scotland.
		3. The Regius Keeper would investigate the future use of Inverleith House as part of the drive to increase income/make financial savings.

Trustees also noted that Inverleith House had built up an excellent reputation as a contemporary art gallery and had contributed much to the “Scottish art scene”. However, the need to focus resources on core botanical and horticultural activities, reduce financial risk and costs, and to increase income meant that it was no longer appropriate for RBGE to subsidise a dedicated contemporary art gallery.

* 1. **Decisions.** It was agreed that:

The Regius Keeper would:

* + 1. Advise the Scottish Government and Creative Scotland of the Board’s decision to no longer run Inverleith House as a dedicated contemporary art gallery.
		2. Offer the two affected Staff positions elsewhere in the Exhibitions and Events Team.
		3. Consider future options for the use of Inverleith House.

# INFORMATION ITEMS:

Regius Keeper

Regius Keeper

Regius Keeper

# 8.0 Pathogens and Plant Health

The Director of Science gave a presentation on the Centre of Expertise in Plant Health and biosecurity.

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisions | Action |
|  | The RBGE was part of the bid for Scottish Government funding of up to £750k per year. The consortium comprised The James Hutton Institute, Scotland’s Rural College (SRUC), Biomathematics and Statistics Scotland (BioSS), University of Stirling (UoS), Forest Research (FR), Scottish Agricultural Science Agency (SASA) and the RBGE. It would become Scotland’s knowledge hub for plant health and improve resilience to plant health threats in Scotland. |  |
| 8.2 | BiosecurityThis was an external project that involved the sequencing of soil samples from Logan Botanic Garden, Benmore Botanic Garden and Edinburgh where *Phytophthora* had been detected although it was difficult to determine whether this was a risk solely at the RBGE or throughout Scotland. The RBGE’s Science Advisory Committee was providing advice on the issue and a partial moratorium on plant movements had been put in place. The understanding of *Phytophthora* was being improved by DNA sequencing and molecular detection. Risk assessments and checks were in place. |  |
| **9.0** | **North East Corner Project** |
| 9.1 | The Secretary had provided an update at the Trustees’ Strategy Discussions in the morning session. There was no change to the update provided at the last Board Meeting except that a Business Plan was being prepared. |  |
| **10.0** | **Economic Impact Assessment** |
| 10.1 | The Secretary reported that this had originally been commissioned to support the North East Corner Project. This Report could be used to make a strong case for support to the Scottish Government as it demonstrated the RBGE’s financial benefit to Scotland and internationally. |
|  |  **INFORMATION ITEMS:** |
| **11.0** | **Finance Reports** |
| 11.1 | Draft Annual Report and Accounts 2015/16 for Approval |
|  | The Head of Finance reported that the Audit Committee had considered the ‘Draft Annual Report and Accounts 2015/16’ at their meeting on 21 September 2016. Audit Scotland (external auditors) had provided an unqualified audit opinion which would allow the Chairman and Regius Keeper to sign off the Accounts. The main adjustment had been the transfer of capital into revenue. A small item of £7k had been left unadjusted with the agreement of Audit Scotland. The Accounts were consistent with the new SORP. The issue of the independence of theBotanics Foundation had been agreed that whilst the RBGE was receiving benefit it did not exercise control of the Foundation but this would be |

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisionsreviewed annually. A new Audit Scotland Audit Team were now in place. The Regius Keeper would be asked to sign a ‘Letter of Representation’ and this was agreed. Audit Scotland would then sign off the Accounts and send to Rural and Environment Science and Analytical Services Division | Action |
| 11.211.311.411.511.5.1 | (RESAS) where they would be laid before Parliament then put on the website of the RBGE and The Office of the Scottish Charity Regulator (OSCR).Botanics Trading Company (BTC) AccountsThese were provided for the Board of Trustees’ information and had been presented previously to the Audit Committee and the BTC Board and had now been signed off.Finance UpdateThe Head of Finance reported on the overall financial position and the initial forecast for the year end. It was noted that there had been lower than forecast staff turnover which would impact on the savings target, and that the subject of adjusting annual leave accruals was being discussed with the Trade Union. Only £40k of funding remained in the capital plan after expenditure on the Nursery was taken into account. A meeting to decide the priorities for capital funding would be held.Finance Report for the Period to 31 August 2016This was discussed under item 11.3. Trustees offered their congratulations to the Director of Enterprise and her team for successfully taking the shop back in house with a plan to increase income.**Decision.** It was agreed that:Draft Annual Report and Accounts 2015/16 for ApprovalThe Head of Finance would ask the Chairman and Regius Keeper to sign off the ‘Draft Annual Report and Accounts 2015/16’ and the Regius Keeper would sign the ‘Letter of Representation’. |  |
|  | Head of Finance |
| **12.0**12.1 | **Capital Projects Update**The Secretary reported that further work to remove asbestos had been identified with a total estimated cost of £140k plus VAT. The Nursey Works were to budget but two months behind schedule. There was an issue to resolve with the Logan Botanic Garden pond and work on the pond at the John Hope Gateway would start in October 2016. Glasshouse safety works had been completed. Following a dispute between the Quantity Surveyors on the Botanic Cottage project the final costs were due in October 2016 and there was a financial risk as previously briefed to the RBGE but funding had been set aside to cover this. |  |

|  |  |  |
| --- | --- | --- |
| Item | Narrative & Decisions | Action |
| **13.0**13.1 | **Working Practices Review**The Regius Keeper provided an update on the Working Practices Review. Trustees noted that no further action was being taken on the recommendation concerning weekend allowances. |
| **14.0** | **Report of the Audit Committee** |
| 14.1 | Annual Report by Royal Botanic Garden Edinburgh Audit Committee for |
|  | the Financial Year 2015/2016 |
|  | Mr Tim Rollinson (Chair of the Audit Committee) had provided a report and was happy to recommend to the Board of Trustees that the RBGE had an acceptable process for managing and reporting risk and that the internal control framework was adequate. The Audit committee thanked the finance Team for their work in preparing the Annual Report and Accounts. The recommendations from the previous Report had now been implemented and there were no recommendations for this year and the Audit Committee were happy with the process. |  |
| 14.2 | Minutes of Audit Committee Meeting held 21 September 2016 |
|  | These were provided for information. |
| **15.0** | **Report of the Science Advisory Committee** |
| 15.1 | Prof Tom Meagher (Chairman of the Science Advisory Committee) reported that a virtual meeting had been held on Wednesday 21 September 2016 where the *Phytophthora* issue had been discussed along with good news science stories: a recent cover story in Science, a recent internationally prestigious Stebbins Award, and even more external grant award successes’. The next full meeting would be held on Thursday 8 December 2016. The Director of Science thanked the Science Advisory Committee for their work. |
|  | **CLOSING ITEMS:** |  |
| **16.0** | **Any Other Business** |  |
| 16.1 | There were no items raised. |
| **17.0** | **Arrangements for the Next Meeting** |
| 17.1 | The next meeting would be held on Wednesday 7 December 2016 in the David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh. |  |
|  |  |
|  |  |

**Jennifer Martin**

PA to the Regius Keeper

31 October 2016