ROYAL BOTANIC GARDEN EDINBURGH BOARD OF TRUSTEES

**Minutes of the Meeting of the Board of Trustees**

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

**Royal Botanic Garden Edinburgh (RBGE)**

**on Tuesday 20 June 2017 at 1400**

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

Prof Beverley Glover Trustee

Mrs Patricia Henton Trustee

Prof Thomas Meagher Trustee

Ms Diana Murray Trustee

Prof Ian Wall Trustee

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

Prof Pete Hollingsworth Director of Science

Mrs Heather Jackson Director of Enterprise

Mr Kevin Reid Director of Horticulture and Learning

Ms Ann Robertson Head of Finance

Dr David Hamilton New Trustee from 1 July 2017

Prof Chris Breward Chairman of Arts Working Group (Item 2.0 only)

Mr Ian Edwards More Partnership (Item 3.0 only)

Ms Catrin Tilley More Partnership (Item 3.0 only)

**Apologies:** Mr Chris Wallace Trustee

Dr Alasdair Macnab Director of Corporate Services Secretary

| Item | Narrative & Decisions | Action |
| --- | --- | --- |
|  | **DAWYCK BOTANIC GARDEN:**  Prior to the meeting the Board of Trustees visited Dawyck Botanic Garden and met the Curator and Staff. The Chairman extended his thanks to Graham Stewart and his team for a most informative and enjoyable visit and congratulated them on their achievements in the work of the Garden. |  |
| **1.0** | **PRIVATE MEETING:**  The Board of Trustees and the Regius Keeper held a Private Meeting prior to the Main Board meeting.  **Trustees’ Conflict of Interest**  There were no conflicts of interest to report. |  |
|  | **MAJOR REPORTS FOR DISCUSSION:** |  |
| **2.0**  2.1  2.2  2.3  2.4  2.5 | **Presentation and Report on the Arts Working Group**  Prof Chris Breward (Chairman of the Arts Working Group) gave a presentation on the Report of the Arts Working Group. The Arts Working Group had been asked to advise on the strategic direction for the development of a high quality arts and cultural programme encompassing a variety of disciplines that aligned to the RBGE’s core mission, was holistic and connected to RBGE operations and would allow the RBGE to build creative and sustainable partnerships, respond to the challenges and opportunities of the cultural and visual arts sector and had relevance for Inverleith House, the four gardens and their diverse audiences. Three formal meetings and one Vision Workshop had been held and as Chairman he had also met separately with interested individuals and groups to obtain their input to the process.  Five core Headline Objectives had been identified which would underpin the strategic development and effective delivery of the proposed Strategic Vision. Ten recommendations were proposed for consideration by the Board of Trustees and Senior Management including the introduction of an Arts Advisory Committee, the establishment of a five year Arts Programme (with a two year test period), working in partnerships and the preparation of a clear communication strategy.  The Board of Trustees thanked Prof Breward for his work in ensuring that the process had been constructive and thorough. Trustees discussed and agreed that:   * The quality of the future arts programme should match the same world class quality of the RBGE’s Science and Horticulture. Emphasis should be put on quality rather than quantity. * The Report recognised the importance and quality of current art-related events and exhibitions. * The programme would align existing and new artistic events with the RBGE Mission and would need to be embedded into the RBGE’s Business Plan. The new arts programme should concentrate on amplifying rather than diversifying the Mission. * While the proposed strategy was partly about adopting a more coherent approach to the development of an arts programme, much of its success would depend upon additional money being raised to support the programme. * The development and implementation of a new programme would have implications for staff time across the organisation. Trustees asked the Regius Keeper to ensure that this would not have a significant adverse impact on the delivery of the core science and horticulture programmes and to keep them informed of any significant concern about the capacity to deliver the programme. * Inverleith House would continue to be used, but not exclusively, for the arts programme, and should contribute to increasing self-generated income through both art and non-art related activity. * It would be impossible to deliver all the recommendations of the Report at the same time, and the Regius Keeper should prioritise the actions. * An Arts Advisory Committee should be established this year, under the chairmanship of a Trustee. Terms of Reference for the Committee would be approved by the Board.   The Board further agreed that:   * It should publicly welcome the Arts Working Group Report and endorse its recommendations. * The Chairman and Regius Keeper would develop a statement welcoming the report and indicating the first steps to be taken to implement the appropriate recommendations. The statement would be released with the Arts Working Group Report. * The development and implementation of a five year Arts Programme would start when Advisory Committee was formed but that should not hold up the routine programming of events and exhibitions. * Trustees should receive an update at their next meeting. * It should extend its great appreciation to the Arts Working Group for the Report and thank all involved for donating so much time and effort to the task.   **Decision.** It was agreed that:  The Chairman and Regius Keeper would prepare a public Statement on the Arts Working Group Report. | Chairman/  Regius Keeper |
| **3.0**  3.1  3.2    3.3  3.4  3.5 | **Presentation by the More Partnership on a New Approach to Fundraising**  Mr Ian Edwards and Ms Catrin Tilley gave a presentation of their report. The aim of their work had been to examine how RBGE could significantly increase its philanthropic income. They had reviewed the current fundraising position, produced a ‘Case for Support’, undertaken donor sampling of supporters and produced a report and strategy.  They advised that the following would be required to achieve a successful fundraising campaign:   * *A compelling story.*   This was an opportunity to communicate with new audiences what the RBGE does. It was proposed that a five year fundraising campaign be developed with clearly defined projects for support. The RBGE should consider the donors’ perspective (why they should care, why they should believe and what difference their contribution would have on what the RBGE wanted to do).   * *A committed leadership to provide direction for fundraising and engagement with donors.*   A Director of Fundraising should be recruited and the role of the Botanics Foundation broadened to provide fundraising advice. The Chairman and Regius Keeper would require support and there was not the capacity within the existing management structure to provide this.   * *Investment in the infrastructure, processes and systems to run a professional fundraising campaign.*   The Botanics Foundation could be asked to assist with funding for this.   * *The philanthropic culture.*   Successful fundraising organisations have philanthropy embedded with it and the whole organisation should be engaged and involved in future fundraising. Individual and corporate donors were considered areas of potential growth.  Trustees noted that the successful development of the campaign would require:   * The support of the interim Chair of the Botanics Foundation for the proposed fundraising plan * A successful grant application to the Botanic Foundation for “seed corn funding”. * The appointment of a new Fundraiser at Director level.   And further noted that:   * It would take from one year to 18 months to achieve a successful outcome from a prospective donor. * To reduce the risk of a high turnover of Fundraising Staff in the future it would be important to ensure that the Job Description for a new Director of Fundraising was explicit in what was required in a particular timescale and that they understood the work and aspirations of the RBGE. * The main focus of the current small Fundraising Team was achieving funding from Trusts and Foundations rather than development of the Patrons scheme or individual giving. * Any significant increases in income were unlikely to be achieved within the first two years of the campaign * The ‘Case for Support’ was the RBGE’s “shop window” and it required further work if it was to be convincing and effective – drawing on feedback from the interview programme. * A ‘Recognition and Naming Strategy’ should be produced to ensure consistency in the acknowledgement of donations.   The Board of Trustees endorsed the Report and its recommendations. It endorsed a submission to the Botanic Foundation for a start-up grant for three years of c£160k pa (subject to detailed costing); endorsed the establishment of a new post of Director Fundraising (subject to funding by the Botanics Foundation for three years); would assist the Botanics Foundation with the recruitment of new Trustees if requested so to do; recorded its appreciation of the Botanics Foundation for funding this study and noted that the enrichment of RBGE’s Fundraising Team would necessitate a review and potential changes to RBGE management structures. |  |
|  | **OPENING ITEMS:** |  |
| **4.0**  4.1  4.2 | **Minutes of the Previous Meeting held Monday 27 February 2017**  The Minutes of the Meeting held on Monday 27 February 2017 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 |
| **5.0**  5.1  5.2  5.3 | **Chairman’s Report**  Queen’s Birthday Honours  The Chairman, on behalf of the Board of Trustees, congratulated Mrs Patricia Henton who was recognised in the Queen’s Birthday Honours for services to the environment and professional education.  Update on Recruitment of Trustees  The Chairman welcomed Dr David Hamilton to his first meeting. Dr Hamilton and Mr Robert Wilson had been appointed as Trustees starting on 1 July 2017.  Update on Meeting with Ms Bridget Campbell (Director, Environment and forestry) and Dr Linda Pooley (Deputy Director, Rural and Environment Science and Analytical Services Division) on 17 May 2017  The Chairman reported that the meeting had been constructive and the RBGE should: work on communicating more fully on what it is achieving for Scotland to Ministers, develop a concise “case for support” for the North East Corner project, and to continue to pursue income generation initiatives. |  |
| **6.0**  6.1  6.2  6.3  6.4 | **Regius Keeper’s Report**  The Regius Keeper presented his report and highlighted that:   * High productivity had been achieved across all operational areas in the last quarter of 2016/17 * Good progress was being made with the development of the income generation proposals that had been submitted to the Scottish Government, although the development of Education income was challenging due to staffing issues. * A contract for the provision of training was being developed with the Wheatley Group * There were good prospects of RBGE being contracted to provide arboriculture support to British Embassies.     Trustees asked about developments with the Colombia Bio Project. Prof Tom Meagher had attended a workshop and more information would be available when the call for funding was announced. It was suggested that that there might be a role for the RBGE research in partnership with environmental law or business organisations.  The Board were concerned that the completion of the RBGE Estates and Strategy and Property Asset Management Plan was well overdue, and asked that it be produced without fail for their next meeting  **Decision.** It was agreed that:  The Secretary would present the RBGE Estates and Strategy and Property Asset Management Plan at the next meeting of the Board of Trustees. | Secretary |
|  | **DECISION ITEM:** |  |
| **7.0**  7.1  7.2 | **Botanics Trading Company (BTC) Letter of Support**  The Board of Trustees reviewed the contents of the letter of support from the RBGE to Chiene and Tait in relation to their continuing support of BTC and confirmed they were content for the Chairman to sign it.  **Decision.** It was agreed that:  The Head of Finance would arrange for the Chairman the sign the Letter of Support in relation to BTC. | Head of Finance |
|  | **DISCUSSION ITEMS:** |  |
| **8.0**  8.1  8.2 | **Risk Register Update – Review of Red Risks**  Trustees suggested that the updates and mitigation information could be improved for future Reports. In particular the risk of ‘failure to deliver and fund the North East Corner Masterplan Project if approved (Research Glasshouses)’ should be revisited and additional mitigation measures developed.  **Decision.** It was agreed that:  The Director of Corporate Services would review the risks relating to the North East Corner Masterplan and mitigation measures enriched. | Secretary |
| **9.0**  9.1  9.2  9.3 | **Treasury Management and Investment Policy**  The Treasury Management and Investment Policy had been reviewed by the Investment Committee and was presented to the Board of Trustees’ for their approval. Trustees approved the Treasury Management and Investment Policy.  Trustees asked if the RBGE had an Ethical Policy for Investments. The Investment Committee had asked the Investment Managers to minimise the RBGE’s exposure to palm oil but the only formal restriction was on tobacco.  **Decision.** It was agreed that:  The Head of Finance would ask the Investment Managers for the RBGE and the Botanics Foundation to give advice on ethical investments and provide a range of options to allow a discussion to take place at the Trustees’ Strategy Meeting on Wednesday 11 October 2017 | Head of Finance |
| **10.0**  10.1  10.2 | **Draft Annual Report and Accounts**  The Head of Finance invited the Board of Trustees to note the progress to date in producing the Annual Report and Accounts for 2016-17 and to comment on any changes to the narrative. Audit Scotland would consider them on Thursday 29 June 2017, and they would then be finalised for review by the Audit Committee at their meeting on Thursday 21 September 2017 and the Board of Trustees would receive a final copy for sign off at their next meeting.  **Decision**. It was agreed that:  Trustees would e-mail the Head of Finance with any comments on the draft Annual Report and Accounts by Friday 23 June 2017. | Trustees |
|  | **INFORMATION ITEMS:** |  |
| **11.0**  11.1  11.2 | **Finance**  Finance Update  This was provided for information. A break even position at the year end for 2016/2017 was forecast and would be confirmed at the July annual audit. It was noted that not all the grant from the Botanics Foundation would need to be drawn down.  Finance Report for the Period to 31 May 2017  This Report had been considered by the Senior Management Meeting. The 2017/2018 Budget figures had been provided and a forecasting exercise would take place over the summer months. A Review of Compliance had been undertaken by Chiene and Tait. |  |
| **12.0**  12.1 | **Project Updates**  The Regius Keeper reported that the asbestos removal programme was ongoing. A retrospective planning application for the Botanic Cottage had been submitted to the City of Edinburgh Council to formalise the variations that had been applied to the construction. Glasshouse safety works were continuing on the Palm House and the new Nursery Glasshouses had now been handed over to the RBGE and “snagging” works were ongoing. |  |
| **13.0**  13.1  13.2 | **Report of the Audit Committee**  In the absence of the Mr Chris Wallace (Chairman of the Audit Committee), Mrs Patricia Henton and Prof Ian Wall reported on the recent Audit Committee. The Board noted with concern that there were still outstanding actions from historic audits and reinforced the need for dates for the completion of outstanding actions in all Audit Reports along with a schedule of current actions.  **Decision:** It was agreed that:  The Secretary would ensure that a schedule of current and outstanding Audit Report actions was prepared with dates for completion, and that this was to be achieved by the end of July 2017, with an update on progress on addressing the outstanding actions to be provided at the next Board meeting. | Secretary |
| **14.0**  14.1 | **Report of the Science Advisory Committee (SAC)**  Prof Tom Meagher (Chairman of the Science Advisory Committee) reported that there had been a virtual meeting held on Thursday 2 March 2017. It was suggested that the SAC could provide advice on promotion interviews. A formal presentation from Centre for Middle Eastern Plants (CMEP) would be provided at the next meeting to allow the SAC to provide advice on its future. They had brainstormed ideas for the 350th Anniversary and these would be put into the planning process for consideration. |  |
| **15.0**  15.1 | **Annual Health and Safety Report 2016/2017**  The Regius Keeper presented his Report for the Trustees’ information. Health and Safety Audits were being completed for all sites. Mrs Patricia Henton, Trustees’ representative on the RBGE’s Health and Safety Committee, reported that there was a good health and safety culture at the RBGE. |  |
| **16.0**  16.1  16.2 | **Update on 350th Anniversary**  The Director of Horticulture and Learning thanked the Trustees for their input. A draft programme for 2020 was being prepared and highlighted some of the projects. Trustees offered some further ideas and it was noted that given the very good response to the call for ideas, careful and strategic prioritisation would be necessary.  **Decision.** It was agreed that:  The Director of Horticulture and Learning would provide Trustees with an update on the prioritised programme at their next meeting. | Director of Horticulture and Learning |
| **17.0**  17.1 | **Botanics Foundation Audit Action**  In response to last year’s Annual Report and Accounts Audit by Audit Scotland the Board of Trustees was invited to note the formal relationship between the RBGE and the Botanics Foundation to ensure that clear boundaries existed and the independence of both charities had been properly maintained. The Secretary had found no evidence of the RBGE Board of Trustees influencing their nominated representatives in the discharge of their duties as charity trustees on the Board of Trustees of the Botanics Foundation. |  |
|  | **CLOSING ITEMS:** |  |
| **18.0**  18.1 | **Any Other Business**  There was nothing to raise. |  |
| **19.0**  19.1 | **Arrangements for the Next Meeting**  The next meeting would be held on Wednesday 11 October 2017 in the David Douglas Room, John Hope Gateway, Arboretum Place, Edinburgh EH3 5NZ. |  |

**Jennifer Martin**

PA to the Regius Keeper

3 July 2017