**ROYAL BOTANIC GARDEN EDINBURGH (RBGE)**

**BOARD OF TRUSTEES’ SUB COMMITTEES**

**TERMS OF REFERENCE**

**1.0 RBGE Audit Committee**

1.1 Purpose

The Board has established an Audit Committee as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive dialogue.

1.2 Membership

The members of the Committee shall be at least three Trustees appointed by the Board of Trustees of the Royal Botanic Garden Edinburgh (RBGE), or two Trustees and an independent member approved by the Board of Trustees. They shall be independent of management and free of any business or other relationship (including, without limitation, cross-directorships or day-to-day involvement in the management of the business) which could interfere with the exercise of their independent judgement. The Chair of the Committee shall be appointed by the Board of Trustees. The quorum of the Committee shall be three members; membership can include alternate Trustees. Appointments to the Committee shall be for a period of up to four years, which may be extended for a further four-year period subject to the approval of the Board of Trustees. The process of selecting and recommending to the Board of Trustees an appropriate candidate as an independent member is delegated to the Chair of the Audit Committee. Current Members are:

* Dr Ian Jardine Trustee (Chair)
* Ms Amanda Forsyth Member
* Ms Liz Trevor Trustee
* Prof Ian Wall Trustee

1.3 Secretary

The PA to the Regius Keeper shall be the Secretary of the Audit Committee.

1.4 Attendance

The Regius Keeper, the Director of Resources and Planning, the Head of Finance, Corporate Governance & Risk, the Internal Auditor(s) and such other members of staff as the Chair may require shall attend meetings. Any Trustee not being a member of the Audit Committee may attend a meeting of the Audit Committee. The Audit Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. At least once a year the Committee shall meet the representatives of the appointed internal and external audit companies without Senior Management of the RBGE present. Any issues that have been raised must be communicated to the Senior Leadership Team after any such meeting. If members of the Audit Committee fail to attend meetings on a regular basis then this will be reviewed with the Chair of the Board of Trustees.

1.5 Frequency of Meetings

The Audit Committee will meet at least four times a year, in advance of each of the quarterly Board of Trustees meetings. The external auditors may request a meeting if they consider that one is necessary. The Chair of the Audit Committee may convene a private meeting periodically for its members to ensure that there is a clear understanding of expectations and mutual understanding of current issues.

1.6 Authority

The Committee is authorised by the Board of Trustees to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request by the Committee. The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

1.7 Access

The representatives for Internal and External Audit will have free and confidential access to the Chair of the Audit Committee, and the Committee Chair will provide feedback to the Audit Committee.

1.8 Duties

The duties of the Committee shall be to review on behalf of the Board and report on:

* The state of the control environment (the policies, procedures, practices, and organisational structures designed to provide reasonable assurance that business objectives will be achieved and that undesired events will be prevented or detected and corrected).
* Draft financial statements.
* The processes for managing risks.
* Reports from the internal and external auditors.
* Oversight of an annual carbon reduction plan.
* Any other matter referred to it by the Board or Regius Keeper (as Accountable Officer).
* Recommend to the Board the appointment of the Internal Auditors, approve the terms of such appointments, and their subsequent programmes of work.

1.9 Minutes

The Minutes of Meetings of the Committee shall be circulated to all members of the Board of Trustees and a copy of the approved Minutes shall be placed in the Library where any member of staff or the general public may view them.

1.10 Review

Terms of Reference to be reviewed every three years.

**As at December 2021 (reviewed by the Audit Committee at their meeting on 17.11.21 and approved by the Board of Trustees at their meeting on 01.12.21).**

1. **RBGE Investment Committee**

2.1 Purpose

The RBGE Investment Committee will meet at least twice per year with the appointed investment fund managers. The Chair of the Committee will be appointed by the Board of Trustees and at least one other Trustee will be appointed to the Committee. The Head of Finance, Corporate Governance and Risk will act as Secretary to the Committee. The purposes of the Committee are to:

* To review the portfolio of the investments held by the RBGE and forward recommendations to the Investment Fund Manager on changes.
* To meet the Investment Fund Manager at least annually to carry out a full review of the portfolio and decide changes to be made.

2.2 Membership

Current members are:

* Prof Ian Wall (Chair)
* Dr David Hamilton
  1. Secretary

The Head of Finance, Corporate Governance and Risk will act as Secretary to the Committee.

* 1. Minutes

The Minutes of Meetings of the Committee shall be circulated to all members of the Board of Trustees.

2.5 Review

Terms of Reference to be reviewed every three years.

**As at December 2021 (reviewed by the Investment Committee at their meeting on 17.11.21 and approved by the Board of Trustees at their meeting on 01.12.21).**

**3.0 Edinburgh Biomes Oversight Committee**

3.1 Purpose

The overarching purposes of the Committee is to provide assurance to the RBGE Board of Trustees for the successful development and implementation of Edinburgh Biomes, to make decisions within the delegated authority of the Board of Trustees, and to challenge, guide and support the Senior Responsible Officer on the delivery of Edinburgh Biomes.

3.2 Composition

*Committee Members*

* Chair - Chair of RBGE Board of Trustees
* Two Trustees - from, and appointed by the RBGE Board
* Senior Responsible Officer (SRO) – Regius Keeper
* External Member - appointed by RBGE Board of Trustees

*In Attendance*

* Director of Estates and Facilities
* Director of Resources and Planning

Additional RBGE/Edinburgh Biomes staff may be required to attend for specific agenda items.

*Administration and Minutes*

* Estates Project Officer

*Terms of Office*

* Chair and RBGE Trustees – commensurate with tenure as RBGE Trustee or as agreed by RBGE Board of Trustees
* External Member – Up to four years with the possibility of reappointment for a further four years

3.3 Duties

* Monitor, scrutinize, and challenge on behalf of RBGE Board of Trustees, the development and implementation of Edinburgh Biomes in order that it meets its outcomes
* Inform and report to the Scottish Government on Edinburgh Biomes progress
* Scrutinize, confirm and where necessary adjust, the Edinburgh Biomes budget and programme (within delegated authority)
* Monitor and scrutinize adherence to the Scottish Government’s programme and project management principles, the Scottish Finance Manual and HM Treasury Green Book
* Review and input to the identification and mitigation of key Programme risks
* Consider and agree programme change requests to the value of more than £250k and less than £1m in any one month
* Address and resolve issues (to limit of delegated authority) identified by the Committee, or referred to it by the SRO, Edinburgh Biomes Programme Board or the Board of Trustees
* Provide advice and recommendations to the Board of Trustees relating to Edinburgh Biomes
* Provide support and guidance to the SRO and Director of Estates and Facilities
* Review Edinburgh Biomes governance arrangements and recommend changes, to the RBGE Board of Trustees
* Resolve escalated issues

3.4 Frequency of Meetings

Monthly, within one week after Edinburgh Biomes Programme Board meeting where practicable.

3.5 Conduct of Meetings

* Quorum – three committee members
* Decision should be achieved by Committee consensus. Where this is not possible a decision may be taken by a vote of members present with the Chair having a casting vote. Members will be entitled to have any objection formally minuted, on request.

3.6 Reporting and Referral

* Committee minutes to go to RBGE Board of Trustees and Scottish Government
* Refer decisions that exceed its delegated authority and other matters at its discretion, to RBGE Board of Trustees
* To receive a monthly status report from the Director of Estates and Facilities
* To receive and review project accounts and cash flow forecasts, including fundraising projections
* Commission other reports as required by the Committee, Scottish Government and the Board of Trustees
* Reports to be submitted in a reporting format that is consistent across all Edinburgh Biomes committee entities

3.7 Delegated Authority

Delegated authority for financial and non-financial commitment is summarised in the Edinburgh Biomes Delegated Authority Matrix. Delegated authority to agree budget variation (within overall Edinburgh Biomes project cost) is within a tiered framework:

* RBGE Board of Trustees - above £1m
* Edinburgh Biomes Oversight Committee £250k - £1m in any one month
* Senior Responsible Officer - £100k - £250k in any one month
* Director of Estates and Facilities – up to £100k in any one month

When cumulative variations exceed the upper limit in any one month, the change must be authorised by the tier above

Delegated Authority for Non-financial commitment will extend to the following areas:

* Timescales (may also carry a financial impact)
* Scope changes (may also have a financial impact or be required to offset costs to maintain overall budget)
* Deliverables/Benefits (other items may have impact on this such as scope reduction or timescale delays)
* RBGE Strategy / Corporate Plan
* Reputation
* Procurement (Design Team / Contractor appointment and or termination)
* Risk Management (may also carry a financial impact)
* Health and Safety

3.8 Minutes

To be produced for the Chair within five working days of each meeting.

4.9 Review

Terms of Reference to be reviewed in May 2024.

**4.0** **RBGE Remuneration Committee**

4.1 Purpose

The RBGE Remuneration Committee will meet at least annually and is chaired by the Chair of the Board of Trustees. At least one other Trustee will be appointed to the Committee. The Head of the People and Organisational Development department of the RBGE will act as Secretary to the Committee.  The purposes of the Committee are:

* To review and approve annually, the salary and reward structure for the RBGE staff (pay remit), and to report on the same to the Board.
* To review annually the salary of the Regius Keeper and make recommendations to Rural and Environment Science and Analytical Services Division (RESAS) on annual pay increases linked to performance outcomes.

4.2 Membership

Current members are:

* Mr Dominic Fry (Chair)
* Prof Beverley Glover

4.3 Secretary

The Head of People and Organisational Development department of the RBGE will act as Secretary to the Committee.

4.5 Minutes

The Minutes of Meetings of the Committee shall be circulated to all members of the Board of Trustees and a copy of the approved Minutes maintained in a confidential file within the People and Organisational Development department.

4.6 Review

Terms of Reference to be reviewed every three years.

**As at December 2021 (reviewed and approved by the Board of Trustees at their meeting on 01.12.21).**