**Draft Minutes of the 162nd Meeting of the**

**Royal Botanic Garden Edinburgh (RBGE) Board of Trustees**

**on Wednesday 1 December 2021 at 1415**

**in Person/Virtual**

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

 Ms Sarah Cathcart Trustee

 Mr Raoul Curtis-Machin Trustee

 Prof Beverley Glover Trustee and Chair of the Science Advisory Committee

 Dr David Hamilton Trustee

 Dr Ian Jardine Trustee and Chair of the Audit Committee

 Ms Liz Trevor Trustee

 Prof Ian Wall Trustee and Chair of the Investment Committee

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

 Mr Ian Brown Head of Finance (Items 8 and 9)

Ms Kari Coghill Director of Enterprise and Communication

 Ms Joanne Hannah Director of Resources and Planning and Board Secretary

 Prof Pete Hollingsworth Director of Science and Deputy Keeper

 Ms Meena Jagait Board Shadow

 Ms Emma Lacroix Director of Development

 Mr Steven Poliri Director of Estates and Facilities

 Mr Kevin Reid Director of Horticulture and Learning

**Apologies:** Prof Sarah Gurr Trustee

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Presentation**Prior to the meeting the Board of Trustees had received presentations on COP 26:* Dr Antje Ahrends (Head of Genetics and Conservation) presented an overview of the challenges of climate change and highlighted the consequences. The conclusions were that the scale of the challenge was enormous, there were no simple solutions and a combination of novel technologies, enhancement of natural sinks and changes in societal/individual behaviour and lifestyle would be required.
* Ms Lorna Ewan (Head of Public Engagement) gave a presentation on the COP 26 nature-based solutions exhibit and programme. The stand, although designed for COP 26, had legacy elements and would travel around the partner organisations and be in the John Hope Gateway in spring or early summer in 2022. All items on the stand were made of recycled or sustainable materials. The programme of activities included the Encampment of Eternal Hope multimedia art installation, and it was hoped to take the stand to the Regional Gardens.
* Ms Kirsty Wilson (Supervisor, Horticulture) gave a presentation on the Ikebana plant display installations which were set up in each meeting room and represented the different climatic zones in the world. Sustainably harvested plants from RBGE and NatureScot had been used with containers made of recycled plastics. A green wall had been created and installed at Waverley Station with LNER.
* The Director of Horticulture and Learning provided an update on a nature-based solutions in the VVIP garden that had been created for delegates. Elements included a green living wall, a rain garden, and a bicycle shelter with sedum roof. As a post COP 26 legacy, consideration was being given to installing the garden at RBGE which would provide an opportunity to amplify RBGE’s Mission and key messages.
* Dr Alex Davey (Science Policy and Impact Officer) gave a presentation on RBGE science at COP 26. RBGE had participated in several high-profile events and launches and made valuable connections with scientists and Ministers. The Prime Minister of Nepal, The President of Malawi and The Minister of Water and Forests from Cote d’Ivoire had visited the Edinburgh Garden. Outcomes of particular relevance to RBGE included the Glasgow Leaders’ Declaration on Forests and Land Use, REDD+ (Reducing Emissions from Deforestation and Forest Degradation) and an increase in recognition of the link between nature and climate. There would be opportunities for RBGE in public and political engagement, including plant diplomacy, evidencing climate impact on nature, nature and community based and long-term solutions, plant diplomacy, racial justice and a stronger scientific voice would be required in the future.

The Board of Trustees asked if there was a plan for developing partnerships as a result of COP 26 activity. It was noted there were potential opportunities for furthering collaboration in ecological restoration with associated sponsorship opportunities. Overseas, a Memorandum of Understanding with the Cote d’Ivoire was being developed; RBGE were working with the Scottish Africa Business Association, to develop potential projects with Malawi; and current and future partnership projects with Nepal had been bolstered. The Board of Trustees asked for clarification of the term “plant diplomacy”. It was explained that this is a term originating from RBGE that describes collaboration on plant related matters which in turn, enhanced the relationship between the involved countries.  |  |
|  | **OPENING ITEMS** |  |
| **1.0** | **Apologies**Apologies were received from Prof Gurr. |  |
| **2.0** | **Trustees’ Conflicts of Interest**No conflicts of interest related to the meeting were declared. |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 29 September 2021**The Minutes of the Meeting held on Wednesday 29 September 2021 were accepted as an accurate 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, RBGE Website and circulate by e-mail to the Trustees. | **PA to the** **Regius Keeper**  |
| **4.0**4.14.2 | **Matters Arising**The Chair reported that most of the actions from the Meeting held on Wednesday 29 September 2021 had been completed and noted the following ongoing actions.Gateway Review No. 3 (Investment Decision) Recommendations and RBGE Response/Action PlanThe Director of Estates and Facilities advised on the progress of the six recommendations of the Gateway Review: Quarterly meetings were held with the Scottish Government. The appropriate sections of the Edinburgh Biomes Business Case would be updated following commercial returns from Balfour Beatty. Including optimism bias in the budget was under consideration, and the action relating to the Palm House had been completed. The Risk Register had also been updated. As a result of the current challenges with rising costs (due to external factors including increased cost of materials and supply chain issues) RBGE would be unable to complete the project within the original budget, with most capital building projects experiencing a similar challenge. An Estates Development Manager had been appointed and recruitment for a Clerk of Works was underway. It was suggested that RBGE Risk Register could reflect the principal risk relating to Edinburgh Biomes.**ACTION:** The Director of Resources and Planning would include appropriate Edinburgh Biomes risk in RBGE Risk Register.Governance TransparencyThe Regius Keeper had implemented all the agreed recommendations to improve transparency, except for one relating to Terms of Reference (ToR) for Board Committees, pending agreement by the Board to revised ToRs which would be considered later in the meeting. | **Director of Resources and Planning** |
| **5.0**5.15.2 | **Chair’s Update**UpdateThe Chair thanked the staff for their energy and commitment and all that had been achieved by RBGE this year to deliver the Mission in challenging circumstances. Chair further noted that:* The annual Patrons’ Dinner had been most successful and very well attended, ably hosted by Kate Humble, and complemented by some inspiring talks from the Director of Science and some of his team.
* He and the Regius Keeper had hosted a most agreeable visit by Their Royal Highnesses the Duke and Duchess of Rothesay to the Edinburgh Garden where they had met staff, volunteers and supporters.
* Following COP 26 he had hosted a successful visit to the Edinburgh Garden by the Prime Minister of Nepal and accompanying ministers and diplomats.
* He had hosted the launch of the spectacular Christmas at the Botanics light show.

Appointment to Board Committees and the Botanics FoundationThe Chair advised that:* Ms Trevor and Ms Gurr had been appointed to the Botanics Foundation.
* Prof Glover had been appointed to the Remuneration Committee.
* Ms Trevor had been appointed to the Audit Committee.

For the Board of Trustees’ consideration there were current vacancies for a Whistleblowing Trustee and the Trustees’ representative on RBGE Health and Safety Committee, and there would be a vacancy on the Investment Committee at the end of 2022. **ACTION:** The Board of Trustees were asked to let the Chair know if they would like to take up one of the vacant positions. | **Board of Trustees** |
| **6.0**6.1 | **Regius Keeper’s Update** UpdateThe Regius Keeper highlighted that:* Groundworks for Edinburgh Biomes had started and would have a significant impact on the garden landscape – which was being communicated in a positive manner.
* A meeting had been requested with the appropriate Minister to discuss flexibility between financial years to address the cash flow profile challenge for Edinburgh Biomes.
* Public awareness of the importance of plants and related science, horticulture and education were increasing, most recently aided by the messaging from COP 26. This profile would be boosted when BBC’s Green Planet was screened in the New Year and would greatly aid the delivery of RBGE’s Mission and associated profile of Botanic Gardens, with potential for increased collaboration.
* The productive assistance of Board of Trustees with the risks and opportunities discussions had been greatly appreciated. Progress with developing the conclusions would be covered later in the meeting.
* The Scottish Government budget would be announced on 09.12.21 and the expectation was that savings would be required to achieve a balanced budget and there would be a need for increased focus on income growth.
* RBGE was reacting to changes in the Scottish Government’s guidance on COVID-19 as required.
* Six podcast episodes of RBGE life during the pandemic had been recorded for RBGE archives.
* He was spending an increased proportion of his time on fundraising (supported by the Director of Development and the Team).
* The Board of Trustees may find the Botanics Stories on the website <https://stories.rbge.org.uk/> of interest.

The Board of Trustees suggested that RBGE should maximise any communication opportunities relating to COP 15 in Kunming. The Board of Trustees asked if it would be useful to set up a sub committee or steering group on the climate emergency and biodiversity crisis to oversee the work already undertaken in this area – it was noted that liaison/coordination with the Scottish Government was achieved through the Environment and Economy Leaders Group. Internally at RBGE the Science Advisory Committee would provide some oversight and at the Board level, Trustees had been closely involved with the development of the Corporate and Biodiversity Strategies, progress with which was routinely monitored/discussed by the Board. In addition, there was a concern that a sub-group of this nature would be overly operational for the Board of Trustees. The idea would, nonetheless, be considered by the Chair and Regius Keeper. **ACTION:** The Regius Keeper and Chair would consider the suggestion for a steering group to consider RBGE’s work on the climate emergency and biodiversity crisis. | **Regius** **Keeper** |
| 6.26.2.16.2.26.2.36.2.46.2.5 | Directors’ Highlights The Regius Keeper invited the Directors to provide updates on key activities.*Horticulture* The Director of Horticulture and Learning reported that damage from Storm Arwen at the Edinburgh Garden was not severe, and the effectiveness of the Glasshouse temporary works programme had minimized losses. Dawyck Botanic Garden had lost a significant number of large trees with others badly damaged and requiring removal. The Tree protection enabling works for Edinburgh Biomes was on schedule. The updated Carbon Management Plan was almost complete, and capital and partner funding opportunities were being following up as part of post COP26 initiatives. The Green Recovery proposal for apprentices and internships for conservation horticulture and urban greening and education and career development opportunities was being followed up. Funding had been received from Cycle Friendly Scotland to support green cycling facilities and initiatives for our staff, volunteers and visitors. It was hoped that the successful pilot of the outdoor children’s nursery would lead to a commercial partnership with additional revenue for the long-term financial sustainability of RBGE Learning. Students had now successfully completed courses that had started in 2019. Future development work would commence with the aim of relaunching many elements of RBGE education in early 2022 with a particular focus on schools and short courses. There were discussions with partners on the formation of RBGE School of Horticulture and Leadership. *Resources and Planning*The Director of Resources and Planning reported that a People Strategy was being developed; lessons learned from the Scottish Environment Protection Agency cyber security breach were being considered and the financial situation was under constant review and adjustment. The Botanics Foundation Memorandum of Agreement with RBGE had been agreed and there were now vacancies for a Chair and two Trustees. For governance reasons the Regius Keeper would now be “in attendance” rather than an “attendee” at future meetings. *Development* The Director of Development reported that there was a new corporate fundraising programme, an application had been submitted to the National Lottery Heritage Fund and an application would be submitted to the Garfield Weston Foundation for funding for the Palm House restoration. A digital appeal would be launched to align with the launch of the Green Planet programme in 2022. The Botanics Magazine would be outsourced, and a new format developed. A campaign fundraising workshop would be held.*Enterprise and Communication*The Director of Enterprise and Communication reported that her focus was on driving up income (Christmas at the Botanics had a record number of tickets sales), the Caledonian Hall was being refurbished, public engagement activities were being planned around the launch of Green Planet programme in 2022, funding had been received from Event Scotland for COP 15 and 27 and RBGE’s brand would be reviewed.*Science* The Director of Science and Deputy Keeper highlighted that work was underway on the future restructure of the Science Team; the impact of the flooding and damage to the infrastructure in the Science building and COVID-19 restrictions on access to the facilities; investment into network leadership in the areas of biodiversity and bio monitoring in DNA across Europe; the establishment of an open network; the World Flora On Line Consortium and the publication of a field identification book in China based on RBGE’s collections. |  |
|  | **DECISION ITEMS** |  |
| **7.0** | **Remuneration Committee - Updated Terms of Reference** The Chair presented the updated Terms of Reference for consideration. The Board of Trustees approved the appointment of Prof Beverley Glover as a member of the Remuneration Committee. |  |
| **8.0** | **Approval of Annual Report and Accounts** The Head of Finance, Corporate Governance and Risk presented the Annual Report and Accounts for the Year ended 31 March 2021 and the draft Audit Report for consideration. There had been a larger than expected unrestricted surplus which related to the cancellation of the VAT creditor for the John Hope Gateway and a couple of minor amendments. There was a query on the number of salaries over £60k which would be checked and there had been an Edinburgh Biomes Oversight Committee meeting held which should be included. The External Auditors had confirmed their intention to sign an unqualified audit opinion. There had been two audit recommendations one on financial sustainability and one on the creation of a Register of Interest for senior employees. For accountability the Chair of the Audit Committee reported that following their request for amendments an updated version of the Annual Report and Accounts had been presented to the Board of Trustees with thanks to all involved. The Board of Trustees asked if a summary document was produced with the key achievements for the year – the Annual Report and Accounts would be published on RBGE website, and an Impact document was being finalised. The Board of Trustees approved the Annual Report and Accounts for the year ended March 2021 and expressed their satisfaction with receiving an unqualified audit opinion.**ACTION:** The Head of Finance, Corporate Governance and Risk would arrange for the Chair and the Regius Keeper to sign the Annual Report and Accounts for the year ended 31.03.21. | **Head of Finance, Corporate Governance and Risk** |
|  | **DISCUSSION ITEMS** |  |
| **9.0**9.19.2 | **Finance** Finance Report to 31 October 2021 The Head of Finance, Corporate Governance and Risk presented the latest monthly financial information and advised that a small deficit was forecast which related to the 2% reduction in Grant-in-Aid from the Scottish Government and Cost Centre Managers were working to reduce costs. The Board of Trustees were concerned with the current low spend to date of the capital allocation – this was being managed as many of the works were due to be completed in the final quarter. There was short term action being considered in relation to the implementation of the Carbon Management Plan and an annual performance report had been submitted to Scotland’s Sustainable Network.Operational Planning and Budget The Head of Finance, Corporate Governance and Risk advised that there would be a more integrated approach to 2022/2023 operational planning and budget process, with key objectives and resource requirements being presented to the Executive Team in the new year.  |  |
| **10.0** | **Edinburgh Biomes – Update, Issues Log, Minutes of the Oversight Committee and Monthly Programme Dashboards** The Director of Estates and Facilities reported that the advance works were progressing well but highlighted that there were issues, associated with the post Covid-19 recovery that were continuing to impact on the delivery of Edinburgh Biomes. These issues related to the shortage of labour, scarcity of materials and goods and increasing costs due to high demand. Delivery timelines had slipped due to extended procurement activity. The delays, associated with unprecedent market conditions, had resulted in a projected underspend on Edinburgh Biomes in year 2021/2022. To resolve this issue, RBGE have formally requested flexibility from Scottish Government, in relation to the funding profile that had been set for Biomes over the next five years. To date the advice was that there was limited opportunity within the portfolio to allow for flexibility and the recommendation was to maximise this year’s spend. To maintain programme, and therefore spend, work was ongoing with procuring works for Sections 1-3. Tender returns were expected for the Energy Centre, Infrastructure, Plant Health Hub and Victorian Palm House in late December/early January. It was anticipated that all tender returns would be in excess of budget allowances due to market conditions. The impact of rising construction cost would mean that not all planned sections of work would be able to be progressed within the same timeframe due to funding availability. Some sections of work may need to be deferred until additional funding is available. Once the tender returns had been received scenario planning could be undertaken to identify which sections of work could be let and commenced on site in 2022 and which ones may need to be deferred to a later date. If additional funding was made available, then these projects would be “shovel ready” and could move to site quickly. In an attempt to address a projected underspend in year 2021/2022, work was ongoing to identify opportunities to advance purchase goods and materials. For accountability and auditing purposes the Board of Trustees asked for written confirmation from the Scottish Government on any decision not to allow RBGE to flex the funding between financial years, and to seek Scottish Government approval for any measures taken to reduce any underspend in financial year (out with routine programme decisions). |  |
| **11.0**11.111.2 | **Risk and Opportunities Report**Embedding Innovation and Change at RBGE The Director of Resources and Planning presented on the proposed Innovation and Change Frameworks and advised that this paper was derived, and took forward, the output from the Board of Trustees’ Workshop on 28.09.21 and update reports would be provided when appropriate. The Board of Trustees advised that staff buy in would be required early in the process. The Board of Trustees were happy with the approach taken. RBGE should consider how commercial it was allowed/prepared to be and where Equality, Diversity and Inclusion fitted into the process (internationally and nationally). Risk Review and Risk Register: Winter 2021 The Director of Resources and Planning highlighted that there were some challenges with RBGE’s built infrastructure which were being addressed and prioritised. It was noted that the Issues Log was a live document, reviewed monthly and actively managed by the Senior Leadership Team. The Board of Trustees were reassured about the systems that were in place to mitigate and manage the risks and issues. |  |
| **12.0** | **Key Results Dashboard – November 2021** The Director of Resources and Planning presented the Key Results Dashboard for November 2021 with accompanying RBGE Key Results Report for the Board of Trustees’ Review. The Board of Trustees asked about the impact of COVID-19 and Brexit on the science grant income and if the loss of income was recoverable. The Director of Science and Deputy Keeper was optimistic on the successful outcome of some of the current grant applications.  |  |
|  | **INFORMATION ITEMS** |  |
| **13.0**13.113.2 | **Equality, Diversity, and Inclusion (EDI)** EDI Update November 2021The Director of Resources and Planning provided an update for information.Racial Justice – Action PlanThe Director of Resources and Planning presented a review of progress in developing an Action Plan. The Board of Trustees asked about the action on consideration of time-limited ‘takeovers’ of social media content. It was suggested that these shouldn’t be stand alone events and instead there should be regular diversity of voices and this was already being implemented. The action on working towards achieving a Board of Trustees and Executive Team that reflected the ethnic make up of Scotland was highlighted. |  |
| **14.0**14.114.214.314.3.114.3.2 | **Audit Committee Report**Report of Meeting held Wednesday 17 November 2021The Chair of the Audit Committee presented a paper reporting on the meeting held on Wednesday 17 November 2021. The Board of Trustees reiterated their concern with the Scottish Government’s insistence that capital funding for Biomes (Low Carbon Fund grant) be spent in year even if this represented poor value for money, and sought assurance that measures being taken to reduce any underspend in FY 2021/22 were in accordance with the Public Sector Finance Manual guidance. The Board supported the Audit Committee’s recommendation that written agreement should be sought from the Scottish Government where there was a risk of non-alignment with the Finance Manual.**ACTION:**  The Accountable Officer (Regius Keeper) would seek written approval from the Scottish Government on any measures relating to addressing an underspend in FY 2021/22 should there be any associated risk of non alignment with the Public Sector Finance Manual guidanceAnnual Report by RBGE Audit Committee for the Financial Year 2020/2021The Chair of the Audit Committee presented the Annual Report and advised that it would normally be provided to the Board of Trustees in advance of the request to sign the Annual Report and Accounts. Updated Terms of ReferenceThe Chair of the Audit Committee presented the updated Terms of Reference and advised that it had been proposed to move to a membership of four with a quorate of three (Ms Trevor had been invited to join the Audit Committee) and that there had been a discussion on a proposal for the Audit Committee to undertake a formal role in overseeing (annual) progress with carbon reduction targets. The Board of Trustees approved the updated Terms of Reference, agreed to add the oversight of a carbon reduction report to the Audit Committee’s remit and for Ms Trevor to become a member.**ACTION:** The Chair of the Audit Committee would add the oversight of a carbon reduction report to its remit.**ACTION:** The Director of Resources and Planning would arrange for the Terms of Reference to be made available on RBGE website and reviewed every three years. | **Regius Keeper****Chair of the Audit Committee****Director of Resources and Planning** |
| **15.0**15.115.2 | **Investment Committee**Investment Committee Report of Meeting held Wednesday 17 November 2021The Chair of the Investment Committee presented a paper reporting on the meeting held on Wednesday 17 November 2021.Updated Terms of Reference The Chair of the Investment Committee presented the updated Terms of Reference and advised that it had been proposed to review the Terms of Reference every three years. The Board of Trustees approved the updated Terms of Reference.**ACTION:** The Director of Resources and Planning would arrange for the Terms of Reference to be made available on the RBGE website and reviewed every three years. | **Director of Resources and Planning** |
| **16.0** | **Science Advisory Committee** The Chair of the Science Advisory Committee reported on the meeting held on 30.11.21 where presentations on COP 26 had been received, there had been a discussion on the potential restructure of the Science Team and the importance of involving the staff in discussions from an early stage and the retiral of three members of the Committee (Prof Janet Sprent, Dr Ian Bainbridge and Prof Susanne Renner). |  |
| **17.0** | **Health and Wellbeing Survey** The Director of Resources and Planning reported that the results of the Health and Wellbeing survey had been requested by the Audit Committee. The Board of Trustees suggested that RBGE results could be benchmarked against similar organisations. **ACTION:** The Director of Resources and Planning would consider the benchmarking of RBGE against other organisations. | **Director of Resources and Planning** |
|  | **CLOSING ITEMS** |  |
| **18.0** | **Any Other Business**No other business was raised. |  |
| **19.0** | **Arrangements for the Next Meeting**The next meeting would be held on Wednesday 2 March 2022. |  |

**Jennifer Martin**

PA to the Regius Keeper

1 December 2021

Annex A Summary of Actions

 **ANNEX A**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 29 September 2021****ACTION:** The PA to the Regius Keeper would place a copy of the approved Minutes in the Library, on the General Drive, RBGE Website and circulate by e-mail to the Trustees. | **PA to the** **Regius Keeper**  |
| **4.0**4.1 | **Matters Arising**Gateway Review No. 3 (Investment Decision) Recommendations and RBGE Response/Action Plan**ACTION:** The Director of Resources and Planning would include appropriate Edinburgh Biomes risk in RBGE Risk Register. | **Director of Resources and Planning** |
| **5.0**5.2 | **Chair’s Update**Appointment to Board Committees and the Botanics Foundation**ACTION:** The Board of Trustees were asked to let the Chair know if they would like to take up one of the vacant positions. | **Board of Trustees** |
| **6.0**6.1 | **Regius Keeper’s Update** Update**ACTION:** The Regius Keeper and Chair would consider the suggestion for a steering group to consider RBGE’s work on the climate emergency and biodiversity crisis. | **Regius** **Keeper** |
| **8.0** | **Approval of Annual Report and Accounts** **ACTION:** The Head of Finance, Corporate Governance and Risk would arrange for the Chair and the Regius Keeper to sign the Annual Report and Accounts for the year ended 31.03.21. | **Head of Finance, Corporate Governance and Risk** |
| **14.0**14.114.314.3.114.3.2 | **Audit Committee Report**Report of Meeting held Wednesday 17 November 2021**ACTION:**  The Accountable Officer (Regius Keeper) would seek written approval from the Scottish Government on any measures relating to addressing an underspend in FY 2021/22 should there be any associated risk of non alignment with the Public Sector Finance Manual guidance.Updated Terms of Reference**ACTION:** The Chair of the Audit Committee would add the oversight of a carbon reduction report to its remit.**ACTION:** The Director of Resources and Planning would arrange for the Terms of Reference to be made available on RBGE website and reviewed every three years. | **Regius Keeper****Chair of the Audit Committee****Director of Resources and Planning** |
| **15.0**15.2 | **Investment Committee**Updated Terms of Reference **ACTION:** The Director of Resources and Planning would arrange for the Terms of Reference to be made available on RBGE website and reviewed every three years. | **Director of Resources and Planning** |
| **17.0** | **Health and Wellbeing Survey** **ACTION:** The Director of Resources and Planning would consider the benchmarking of RBGE against other organisations. | **Director of Resources and Planning** |