

**Minutes of the 165th Meeting of the**

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

**on Wednesday 28 September 2022 at 1400**

**Hybrid Meeting (In Person and via Microsoft Teams)**

**Present:** Dominic Fry Chair of Trustees

 Beverley Glover Trustee and Chair of the Science Advisory Committee

 Sarah Gurr Trustee

 David Hamilton Trustee

 Ian Jardine Trustee and Chair of the Audit Committee

 Liz Trevor Trustee

 Ian Wall Trustee and Chair of the Investment Committee

 **In Attendance:** Jamie Bateman Smith Scott Mullan (Presentation)

Ian Brown Head of Finance, Corporate Governance & Risk (Item 14.0)

Kari Coghill Director of Enterprise and Communication

 Raoul Curtis-Machin Director of Horticulture

 Simon Fuller Deputy Director – Rural & Environmental Science and

 Analytical Services, Scottish Government (part attendance)

 Joanne Hannah Director of Resources and Planning and Board Secretary

 Pete Hollingsworth Director of Science and Deputy Keeper

 Emma Lacroix Director of Development

 Andrew Mackie Head of Environment & Forestry Sponsorship Hub, Scottish

 Government (part attendance)

 Jennifer Martin PA to the Regius Keeper (Minutes)

 Simon Milne Regius Keeper

 Amy Murray Head of Edinburgh Biomes Programme (Presentation and

 Item 11.0)

 Colin Reid Balfour Beatty (Presentation)

 Kevin Quinlan Director, Environment and Forestry, Scottish Government

 (part attendance)

**Apologies:** Sarah Cathcart Trustee

 Meena Jagait Board Shadow

| **NO** | **ITEMS** | **ACTION** |
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|  | **Private Meeting** The Trustees held a private meeting. |  |
|  | **Presentation** The Head of Edinburgh Biomes Programme introduced the presentations which provided updates on the restoration of the Victorian Palm Houses (Tropical Palm House and Temperate Palm House), a project within the Edinburgh Biomes programme. A key milestone had been reached and work had started on site on Monday 12 September 2022. Jamie Bateman gave a presentation which showed the history and significance of the Palm Houses and the current restoration works. The entrance and visitor journey would change to enhance the future glasshouse experience, the ironworks would be refurbished, the glazing replaced (Historic Environment Scotland and the City of Edinburgh Council had approved the use of modern glazing), the stonework would be renovated and the guttering capacity increased to add resilience against future levels of rainfall. In relation to energy there would be a substantial reduction in the carbon output by reducing the temperature in the Tropical Palm House to become a temperate glasshouse and with the use of a new sustainable energy centre to be located in the Nursery.Colin Reid gave a presentation on the logistics of renovating the Victorian Palm Houses. An access haul road had already been installed at the North Gate from Inverleith Place. During the week access to the Queen Mother’s Memorial Garden would be closed to visitors but would reopen at weekends. Temporary site accommodation would be provided on the Fossil Lawn. Balfour Beatty was working with RBGE towards net zero carbon in the construction process.The Board of Trustees asked if transparent solar panels could be used on the glasshouses but noted that such panels would negatively impact on UV light levels required for plant growth. The Board of Trustees welcomed the presentations and noted that this was a complex and ambitious project and were very grateful for the work already achieved. |  |
|  | **OPENING ITEMS** |  |
| **1.0** | **Apologies**Apologies were received from Sarah Cathcart and Meena Jagait.(Post Meeting Note: Meena Jagait has come to the end of her 12-month appointment as Board Shadow, and had met with the Director of Resources and Planning to provide feedback on her experience.) |  |
| **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 June 2022**The Minutes of the Meeting held on Wednesday 29 June 2022 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** | **Matters Arising**The Chair reported that the actions from the previous meeting had been completed and that the Director of Resources and Planning had amended the information in the Key Results Dashboard charts to present yearly comparisons in a clearer way. |  |
| **5.0** | **Chair’s Update**The Chair would attend the annual Patrons’ dinner on Thursday 29.09.22 (where the Director of Horticulture and the Director of Science and Deputy Keeper would give presentations and two Scottish Government Ministers would be in attendance); would be on the selection panel for the recruitment of three new Trustees and welcomed the Director of Horticulture following his recent appointment. The Chair appreciated the increasing pressures that the RBGE Team were currently working under with an ambitious programme of activities and asked the Board of Trustees to be mindful and considerate of the current workload of the Executive Team. |  |
| **6.0**6.1 | **Regius Keeper**UpdateThe Regius Keeper gave an overview and highlighted that RBGE were ensuring continued delivery against objectives within budget constraints, concerns with reductions in Grant-in-Aid; challenges with Edinburgh Biomes due to increasing costs and Scottish Government cash flow restrictions and was increasingly focused on fundraising activities. |  |
| 6.26.2.16.2.26.2.36.2.46.2.5 | Directors’ Highlights The Regius Keeper invited the Directors to provide brief updates on key activities.*Horticulture* The Director of Horticulture advised that RBGE Staff had been very supportive to him as he settled into his new role. The Director of Horticulture had recently visited all four Gardens and highlighted the works undertaken on the Redwood Avenue and the new sculpture installed on Puck’s Hut at Benmore Botanic Garden, the introduction of rare Vietnamese plants at Logan Botanic Garden and concerns about spruce bark beetle infestation at Dawyck Botanic Garden. Climate change adaptation projects would be considered, plant decanting as part of Edinburgh Biomes was continuing and there would be improved planning at all four Gardens with the integration of strategy and core objectives.*Resources and Planning*The Director of Resources and Planning’s priorities were people and financial resilience. The Division had been restructured with the inclusion of the Edinburgh Biomes Team and the merging of the Estates and Facilities Team and the Digital Team. A hybrid working consultation with the workforce had been completed with 60% of those eligible requesting to be on site and 40% off site and consideration of the optimisation of space across the estate would be considered including any further use of the of the estate by Botanics Trading Company (BTC) for enterprise opportunities. In Education the products offered, pricing structure, future partnership with the Royal Horticultural Society (RHS) and leadership and management were being reviewed. Successes included the shortlisting of ‘Our Wee Garden’ programme for the RSPB Nature of Scotland Youth and Education Award and the MSc course in Biodiversity and Taxonomy of Plants had attracted 26 students this year. Challenges included pay and consideration was being given on what could be possible beyond the Scottish Government’s Pay Policy to alleviate the cost-of-living issues. Planning would be undertaken on translation of the RBGE’s strategy into a multi-year Corporate Plan. The Board of Trustees asked if additional resources would be required for teaching and this was being reviewed to ensure that the learning offer continued to be of high quality in the future.*Enterprise and Communication* The focus of the Director of Enterprise and Communication was on business recovery following the pandemic with Visitor numbers within 3% of the 2019 figures. A report would be received at the end of the year on the quality of the RBGE’s offer/experience as part of the Visitor Attraction Quality Scheme review. A successful exhibition ‘In the Eddy of the Stream’ had been held as part of the Climate House project in Inverleith House. There had been a variety of broadcast media opportunities, communications for Edinburgh Biomes would be relaunched, the major contract for Christmas at the Botanics would be retendered and there were new business development opportunities through BTC. *Development* The Director of Development advised that Edinburgh Biomes fundraising for the Palm House restoration was going well with a grant received from Historic Environment Scotland and with donor engagement there was a focus on support from individuals and organisations. Events for significant potential donors had been held. Increasing unrestricted income was a key priority, with changes being made to the Patrons’ programme (including a new pricing model and support levels) and a review of the Membership programme. Work on appeals continued to ensure long term unrestricted income and there would be international fundraising efforts in partnership with the Botanics Foundation.*Science* The Director of Science and Deputy Keeper reported that the Biodiversity Genomics Europe Consortium had been launched with 33 organisations from 21 European countries, additional funding had been received for the Darwin Tree of Life, there was a proposal for a COP 15 event in Montreal which would showcase the value of DNA sequence data for biodiversity conservation and the last of the archives had returned to site following the flood last year. Priorities included increasing resilience in the Science leadership team with a key appointment funded by People’s Postcode Lottery and number of grants earning Principal Investigators who would work to achieve increased funding. The Board of Trustees asked for an update on Horizon Europe funding and it was noted that the underwrite had been extended but there was uncertainty on the future funding. |  |
| **7.0** | **View from the Scottish Government**Kevin Quinlan reported that recognition of the nature crisis and the importance of biodiversity was a high priority in the Scottish Government at present and climate adaptation was also high on its agenda. Government was keen on international projection and recognised RBGE as a great asset to Scotland. There were resourcing challenges over pay increases and the UK Government’s fiscal approach. There was pressure on people and money in the Scottish Government and the RBGE’s focus on maximising self-generated resources was helpful. It was noted that any money raised by RBGE additional to Grant-in Aid would not result in a reduction in Grant-in-Aid. Simon Fuller advised that these were uncertain and challenging times for ENFOR with budgets, and ongoing dialogue with RBGE on finances was important. He also noted that the transparency of RBGE governance was helpful. |  |
|  | **DECISION ITEMS**  |  |
| **8.0** | **Recording the Decision to Proceed to Edinburgh Biomes 4 Delivery Agreement via SCAPE Section 3 with Balfour Beatty – Victorian Palm House**The Regius Keeper advised that the decision was taken by email and this was recorded in the Minutes. |  |
| **9.0** | **Project Gladiolus** The Regius Keeper presented a paper that had been amended following discussions at the previous Board of Trustees’ meeting and asked if the Board of Trustees were content for the paper to go to the Scottish Government for consideration. The Board of Trustees welcomed the amendments and Scottish Government’s offer to hone the paper prior to formal submission. One Trustee asked that their opposition to the proposal be noted. It was agreed that this proposal was worth exploring further with the Scottish Government.**ACTION:** The Regius Keeper and Simon Fuller would discuss the paper and send a proposal to the Scottish Government for consideration. | **Regius Keeper/****Simon Fuller** |
| **10.0** | **Due Diligence: Corporate Funding/Partnerships** The Regius Keeper presented a paper and asked the Board of Trustees to consider and agree a position on the principles of whether and when it was appropriate to receive funding from companies involved in the exploitation of natural resources. There was an opportunity for the RBGE to apply for funding for biodiversity survey work in the Middle East from a petroleum and natural gas company. It was noted that there were two related policies ‘RBGE’s Ethical Investment Policy’ and the ‘RBGE’s Ethical Fundraising Policy’ but no policy which directly covered whether or when to accept contracts for biodiversity research and conservation from extractive industries. The Board of Trustees was very concerned about the potential for ‘greenwashing’ and the reputational risk to the RBGE if associated with the company, and agreed that it would be inappropriate for RBGE to apply for funding. As a general principle it was agreed that funding from government organisations in Saudi Arabia could still be considered for the Centre for Middle Eastern Plants relating to high impact conservation projects in the area. The Scottish Government could provide some guidance in relation to human rights and guidance on working in Saudi Arabia.**ACTION:** The Scottish Government would circulate their guidance on working with Saudi Arabia. | **Scottish Government** |
|  | **DISCUSSION ITEMS** |  |
| **11.0**11.111.2 | **Edinburgh Biomes**Oversight Committee – Key Discussions and Minutes of Previous Meetings The Head of Edinburgh Biomes had prepared a report of the discussions held at the Edinburgh Biomes Oversight Committee meeting with a summary of key discussions, events, and issues over the last quarter. A key milestone had been the signing of the contract for the Victorian Palm House and a detailed piece of work had been conducted prior to the contract signing. The next stage key to progress was the construction of the Energy Centre, however, supply chain issues in the construction industry had resulted in a delay to the signing of the contract. It was noted that RBGE were restricted in the yearly spend in relation to the Scottish Government funding. Building Retention ProposalThe Regius Keeper asked the Board of Trustees to review progress and delegate decision making to the Edinburgh Biomes Oversight Committee. Due to challenging market conditions, constraints in relation to cash flow for the funding from Scottish Government and increases in construction costs options had been identified to allow for flexibility, reduction in spend and the retention of some of the original horticulture and education buildings. Options had been presented to the Oversight Committee for consideration at their meeting on Tuesday 28 September 2022 where further detail was requested ahead of any decision. The Board of Trustees noted that because of the Scottish Government funding timetable a prompt decision was required. It was agreed that the Head of Edinburgh Biomes Programme would provide additional data to allow the Edinburgh Biomes Oversight Committee to take the final decision on behalf of the Board of Trustees.**ACTION:** The Head of Edinburgh Biomes Programme would present additional information to the Edinburgh Biomes Oversight Committee who would take the decision on behalf of the Board of Trustees. | **Head of Edinburgh Biomes Programme** |
| **12.0** | **RBGE Risk Exception Report Autumn 2022**The Director of Resources and Planning presented the Report to keep the Board of Trustees appraised of the current risks and associated actions and highlighted the three risks where the priority had been increased. The Board of Trustees asked if a risk should be added in relation to the current cost of living issues in relation to staff impact and it was agreed that this would be revisited as part of the Risk Register review in October.  |  |
| **13.0** | **Key Results Dashboard – April to July 2022** The Director of Resources and Planning presented the Key Results Dashboard and the Board of Trustees were content with the charts that presented year on year comparison information in a clearer way along with the accompanying RBGE Key Results Report. The Board of Trustees noted that social media had flatlined and asked if TikTok should be added to the dashboard. This would be reported upon in the future. |  |
|  | **INFORMATION ITEMS**  |  |
| **14.0**14.114.2 | **Finance**Botanics Trading Company Final Accounts The Head of Finance, Corporate Governance and Risk highlighted the return to profit. A claim for £100k had been agreed with our insurers under the Business Disruption Policy as a result of closures due to COVID-19. The funds would be gift aided to the RBGE by the end of December 2022. Finance Report to 31 August 2022The Head of Finance, Corporate Governance and Risk presented the Finance Report and advised that confirmation of a proposed 2% cut in Grant-in-Aid from the Scottish Government was awaited. A forecasting exercise had been undertaken and consideration was being given to continued cost reductions. Discussions were ongoing with the Unions and the Pay Policy would be revisited and options considered to alleviate the current cost of living issues.  |  |
| **15.0** | **Equality, Diversity, and Inclusion (EDI)** The EDI Manager had prepared a report for the Board of Trustees’ Information. The Board of Trustees appreciated that the EDI Manager had reached out to other organisations and asked if there was an opportunity for them to assist during Black History Month. It was noted that the RBGE’s ambition was to achieve silver level under Athena SWAN.**ACTION:** The Director of Resources and Planning would consult with the EDI Manager and advise if there could be a role for the Trustee to be involved in Black History Month. | **Director of Resources and Planning** |
| **16.0**16.116.2 | **Audit Committee**Annual Report by RBGE Audit Committee for Financial Year 2021/22The Chair of the Audit Committee presented the report and advised that there was nothing that would be a cause for concern and there had been good engagement with both the internal and external auditors.Report of Audit Committee Meeting held Wednesday 16 September 2022 The Chair of the Audit Committee presented a paper reporting on the meeting held on Wednesday 16 September 2022 for the Board of Trustees’ information. |  |
| **17.0** | **Science Advisory Committee** The Chair of the Science Advisory Committee reported on the meeting held on Tuesday 27 September 2022 where the focus had been on independent fellowships. The Scottish Government noted that the publications list and grant income were impressive.  |  |
| **18.0** | **Botanics Foundation American Fundraising Proposal** The Director of Development presented a paper on plans from the Botanics Foundation to develop a new USA based 501 (c)(3) independent charity and highlighted the rationale behind the proposal. Reassurance was given to the Board of Trustees that the RBGE and Botanics Foundation had considerable expertise in this type of work. The Board of Trustees asked if registration should start immediately as the process could take a while. It was noted that the first stage would be to engage potential individuals who could assist as Trustees before engaging in the registration process. |
|  | **CLOSING ITEMS** |  |
| **19.0**19.119.219.3 | **Any Other Business**Investment CommitteeThe Chair of the Investment Committee advised that funds were down by 8.8% which was consistent with the current market position and there was no immediate cause for concern. The funds would be reviewed in detail at the next meeting of the Investment Committee.Biosecurity AccreditationThe Director of Horticulture advised that the RBGE had been the first garden in the UK to successfully achieve biosecurity accreditation.Christmas at the BotanicsThe Board of Trustees would be invited to attend Christmas at the Botanics. |  |
| **20.0** | **Arrangements for the Next Meeting**The next meeting would be held on Wednesday 7 December 2022 |  |

**Jennifer Martin**

PA to the Regius Keeper

28 September 2022

**Annex A** Summary of Actions

 **ANNEX A**

**SUMMARY OF ACTIONS**

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| **NO** | **ITEMS** | **ACTION** |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 29 June 2022****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**  |
| **9.0** | **Project Gladiolus** **ACTION:** The Regius Keeper and Simon Fuller would discuss the paper and send a proposal to the Scottish Government for consideration. | **Regius Keeper/****Simon Fuller** |
| **10.0** | **Due Diligence: Corporate Funding/Partnerships** **ACTION:** The Scottish Government would circulate their guidance on working with Saudi Arabia. | **Scottish Government** |
| **11.0**11.2 | **Edinburgh Biomes**Building Retention Proposal**ACTION:** The Head of Edinburgh Biomes Programme would present additional information to the Edinburgh Biomes Oversight Committee who would take the decision on behalf of the Board of Trustees. | **Head of Edinburgh Biomes Programme** |
| **15.0** | **Equality, Diversity, and Inclusion (EDI)** **ACTION:** The Director of Resources and Planning would consult with the EDI Manager and advise if there could be a role for the Trustee to be involved in Black History Month. | **Director of Resources and Planning** |