**Minutes of the Meeting of the Royal Botanic Garden Edinburgh (RBGE)**

**Board of Trustees**

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

**on Wednesday 27 February 2019 at 1345**

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

 Dr David Hamilton Trustee

 Prof Thomas Meagher Trustee

 Ms Diana Murray Trustee

 Prof Ian Wall Trustee

 Prof Beverley Glover Trustee

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

 Mr Ian Brown Head of Finance

 Ms Kari Coghill Director of Enterprise and Communication

Ms Judy Cromarty Head of Resources and Planning and Board

 Secretary

 Prof Pete Hollingsworth Director of Science and Deputy Keeper

 Ms Emma Lacroix Director of Development

 Mr Kevin Reid Director of Horticulture and Learning

**Apologies:** Mr Chris Wallace Trustee

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Private Meeting**The Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **Fellow of the Royal Society of Edinburgh**On behalf of the Board of Trustees the Chairman congratulated Prof Pete Hollingsworth who had been elected a Fellow of the Royal Society of Edinburgh. |  |
|  | **OPENING ITEMS:** |  |
| **1.0** | **Apologies**Apologies were received from Mr Chris Wallace. |  |
| **2.0** | **Trustees’ Conflicts of Interest**No conflicts of interest were reported. |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 5 December 2018**The Minutes of the Meeting held on Wednesday 5 December 2018 were accepted as a true 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, the RBGE Website and circulate by e-mail to the Board of Trustees. | **PA to the Regius Keeper**  |
| **4.0** | **Matters Arising**All matters arising had been actioned. |  |
| **5.0**5.15.25.35.4 | **Chairman’s Report**Sir Peter Hutchison Bt CBE FRSEThe Chairman and Regius Keeper had attended the funeral for Sir Peter Hutchison on Friday 15 February 2019. Sir Peter had been the RBGE’s first Chairman of the Board of Trustees. The Regius Keeper had given one of two eulogies at the service.Annual ConferenceMs Roseanna Cunningham MSP (Cabinet Secretary for Environment, Climate Change and Land Reform) had addressed the Annual Conference on Thursday 24 February 2019. The presentation ‘Living Roots’ which Ms Tricia Lancaster (Education Volunteer) had given was shown to the Trustees. Recruitment of New TrusteesInterviews for two new Trustees had been held. One position was for a candidate with experience in the areas of sustainable development, conservation and public engagement and the other with experience in the areas of visitor attraction and fundraising. Ms Roseanna Cunningham MSP (Cabinet Secretary for Environment, Climate Change and Land Reform) would consider the panel’s recommendations for the two positions.Recruitment of New ChairmanThe Chairman’s second term of office would finish in December 2019 and Prof Tom Meagher and the Regius Keeper had started discussions on a job description for his successor and would work with the Scottish Government to find a replacement. |  |
| **6.0**6.16.26.36.4 | **Regius Keeper’s Report** The Regius Keeper presented his report and highlighted: PrioritiesCurrent priorities were the Corporate Plan, Edinburgh Biomes, income generation and profile raising (including the 350th celebrations).BudgetThe RBGE was unable to insure its buildings due to the Scottish Government’s policy of “self-insuring”. A request for an additional £70k to cover the cost of repairing the damage caused by the fire at Benmore Botanic Garden had been rejected by the Scottish Government. Trustees agreed that the Chairman should write to the Scottish Government to express concern that the costs of the fire damage at Benmore Botanic Garden would not be reimbursed and, given that RBGE does not set aside funds annually to cover the risk of such events, to enquire as to how this fits with responsible risk management and governance approaches. Trustees suggested that the RBGE could consider insuring its income generation areas in the future. A review of the RBGE’s insurance policies was being undertaken and suggestions for mitigating risk would be identified. The robustness of the RBGE’s travel insurance policy was being tested. **ACTION:** The Regius Keeper would prepare a letter for the Chairman to send to the Scottish Government asking for financial support for the repair costs at Benmore Botanic Garden.Employee EngagementAn update was provided in the paper presented by the Regius Keeper.Botanics FoundationThe Director of Development provided the Trustees with an update. A paper on philanthropic income and the administration of large gifts would be presented to the Trustees at the next meeting. It was proposed that a development fund be created for capacity building and income generation activities. Mr James Ferguson and Mrs Patricia Henton had been appointed as new Trustees to the Botanics Foundation and additional Trustees would be recruited in the future.**ACTION:** The Director of Development would present a paper on fundraising plans and administration to the next meeting.  | **Regius Keeper****Director of Development** |
|  | **DECISION ITEMS:** |  |
| **7.0**7.17.27.3 | **Corporate Plan**The Regius Keeper reported that the first draft of the Transition Plan 2019/20 was presented for the Board’s review and endorsement and would inform the development of the next Five Year Plan 2020/25. The Scottish Government were keen that the Transition Plan 2019/20 be used for external audiences. At the previous meeting the Trustees endorsed the proposal to have three strategic “pillars” with more emphasis on the impact and outcomes. The RBGE contributed to seven out of eleven of the Scottish Government’s National Outcomes. The Director of Science and Deputy Director, Director of Horticulture and Learning, Director of Enterprise and Communication and Director of Development gave presentations on their plans for the coming year. Trustees agreed that the Regius Keeper’s introduction should be used in the Transition Plan, growth percentage figures could be included, it should capture the RBGE’s ambition and include information on the volunteers. Trustees asked about the environmental conditions in the Herbarium and Library. Trustees requested that, at their strategy planning away time, the Leaders’ Group develop a position paper on the place of digitisation and the conservation of the preserved collection. This would inform the content of the Five Year Plan 2020-25.Trustees’ comments would be take into account and the next version produced for the Scottish Government within a few weeks. The Operational Delivery Plan would be completed for implementation from April 2019. Trustees endorsed the Transition Plan subject to minor amendments.**ACTION:** The Director of Science and Deputy Keeper would consider the environmental conditions in the Herbarium and Library for the next Corporate Plan.**ACTION:** The Regius Keeper would continue to work on finalising the Transition Plan for issue.**ACTION:** The Regius Keeper and Leaders’ Group would consider long term plans for digitisation and conservation of the preserved collection at their away time in July 2019.  | **Director of Science and Deputy Keeper****Regius Keeper****Regius Keeper** |
| **8.0** | **Budget Planning for 2019/2020**The Head of Finance presented a balanced revenue budget for 2019/20 for the Trustees’ consideration. The Scottish Government’s Grant-In-Aid was the same level as the previous financial year. The RBGE had set a target of a thirty-two percent increase in self-generated income. Staff costs would increase by seven and a half percent due to increased staffing levels and pay increases following the Scottish Government’s pay policy guidance. The figures did not include provision for increased employer pension contributions which would be approximately £480k. HM Treasury had suggested that additional funding would be made available and confirmation was awaited from the Scottish Government that the Grant-In-Aid would be increased to cover this figure. The Scottish Government had been advised that it was unlikely that RBGE would be able to implement the other elements of the Government’s proposed pay deal should the pensions not be covered. Trustees approved the Budget for 2019/20.**ACTION:** Subject to confirmation from the Scottish Government on the funding for the increased employer pension contributions, the Head of Finance would arrange for the 2019/20 Budget to be implemented. | **Head of Finance** |
| **9.0** | **New Risk Register** The Head of Resources and Planning introduced the new format Risk Register (which had been endorsed by the Audit Committee at their meeting on Wednesday 13 February 2019) for Trustees’ approval. The Senior Management Team would have ownership of the risks. Trustees’ approved the new format Risk Register.**ACTION:** The Head of Resources and Planning would arrange for the new Risk Register to be implemented. | **Head of Resources and Planning** |
| **10.0** | **Request for the De-Accession of the Corner Archive to the Singapore Botanic Gardens** The Director of Science and Deputy Keeper invited Trustees to consider a proposal to send the EJH Corner archive of writings and illustrations to the Singapore Botanic Garden. EJH Corner’s collection of mycological specimens, illustrations and writings were gifted to the RBGE under the terms of his will. At present the RBGE did not have the capacity to utilise the collection of writings and illustrations. The Singapore Botanic Garden had requested the writings and illustrations to actively work on the collection including promoting access to it. Trustees thought that this should be a joint project with joint ownership of the collections and suggested that some legal advice be obtained. Trustees agreed to the transfer of the writings and illustrations of the EJH Corner archive to the Singapore Botanic Garden, subject to confirmation of joint ownership arrangements.**ACTION:** The Director of Science and Deputy Keeper to inform the Singapore Botanic Garden of the decision to transfer the writings and illustrations under a joint project agreement. | **Director of Science and Deputy Keeper** |
|  | **INFORMATION ITEMS:** |  |
| **11.0** | **Edinburgh Biomes**The Head of Resources and Planning reported on progress since the last meeting. Additional funding of £0.5M had been requested from the Scottish Government for this financial year but has not as yet made available. The quality of support provided by Arcadis for the Outline Business Case was a concern and a new consultant from Arcadis had now proposed a different approach. The Project Execution Plan would define the control and governance arrangements for the delivery of the project. In addition, governance and control arrangements for income generation, accounting and monitoring were being developed. There had been a review of current governance arrangements and it was proposed that adjustments be made to the format of the Programme Board Meetings to ensure they were fit for purpose for the next phase. Proposals for the format of Edinburgh Biomes meetings would be considered by the Leaders’ Group and if agreed implemented from Monday 1 April 2019. A full meeting schedule for the financial year 2019/20 would be provided.  |  |
| **12.0** | **Finance Report for the Period to 31 December 2019**The Head of Finance highlighted that a balanced outturn would be reported by the year end. The capital projects were on track to be spent by the end of the financial year. There had been a change to the way gift aid from the Botanics Trading Company (BTC) to the RBGE was accounted for. |  |
| **13.0** | **Major Capital Project Updates**The Director of Horticulture and Learning reported that an Asset Management Plan would be in place for the next financial year.  |  |
| **14.0** | **Report of the Audit Committee**Mr Ian Wall thanked Dr David Hamilton for attending in the place of Prof Tom Meagher to ensure the meeting was quorate. Internal Audit Reports had been received on Payroll, Data Protection and Information and Cyber Security. The previous audit recommendations would all be completed by the end of March 2019. The new Risk Register had been considered and was commended to the Board of Trustees. There had been a discussion on whether to extend the Internal Auditors’ (Henderson Loggie) contract for a further two years and this had been agreed. |  |
| **15.0** | **Report of the Arts Advisory Group**The Chairman of the Arts Advisory Group reported that the Minutes of the Meeting held on Wednesday 20 February 2019 would be circulated to the Trustees for information. Ms Emma Nicolson (Head of Exhibitions) had given a presentation which included proposals for the integration with the work of the Garden and a draft Arts Strategy was being prepared. A tour of the Herbarium would be arranged and a workshop (facilitated by Mr Chris Wallace) held on Tuesday 2 April 2019 to obtain external feedback on the Arts Strategy to which Trustees were welcome to attend. Consideration would be given on how the Arts Strategy would fit into the RBGE’s strategic direction. |  |
|  | **CLOSING ITEMS:** |  |
| **16.0**16.1 | **Any Other Business**Botanics FoundationThe Chair of the Botanics Foundation had proposed a joint event with the Botanics Foundation Board of Trustees and the RBGE Board of Trustees to discuss the way forward and allow both Boards to work more closely together. The proposed date was Thursday 2 May 2019 from 1600 – 1900. It was agreed that the two new RBGE trustees would be invited to the joint Boards event as part of their induction. |  |
| **17.0** | **Arrangements for the Next Meeting to be held on Thursday 20 June 2019** The next meeting would be held on Thursday 20 June 2019 at the Lodge on Loch Lomond, Luss, Argyll G83 8PA. |  |

**Jennifer Martin**

PA to the Regius Keeper

5 March 2019

**ANNEX 1**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **OPENING ITEMS:** |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 3 October 2018****ACTION:** The PA to the Regius Keeper 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. | **PA to the Regius Keeper**  |
| **6.0**6.36.5 | **Regius Keeper’s Report** Budget**ACTION:** The Regius Keeper would prepare a letter for the Chairman to send to the Scottish Government asking for financial support for the repair costs at Benmore Botanic Garden.Botanics Foundation**ACTION:** The Director of Development would present a paper on fundraising plans and administration to the next meeting.  | **Regius Keeper****Director of Development** |
|  | **DECISION ITEMS:** |  |
| **7.0**7.17.27.3 | **Corporate Plan****ACTION:** The Director of Science and Deputy Keeper would consider the environmental conditions in the Herbarium and Library for the next Corporate Plan.**ACTION:** The Regius Keeper would continue to work on finalising the Transition Plan for issue.**ACTION:** The Regius Keeper and Leaders’ Group would consider long term plans for digitisation and conservation of the preserved collection at their away time in July 2019.  | **Director of Science and Deputy Keeper****Regius Keeper****Regius Keeper** |
| **8.0** | **Budget Planning for 2019/2020****ACTION:** Subject to confirmation from the Scottish Government on the funding for the increased employer pension contributions, the Head of Finance would arrange for the 2019/20 Budget to be implemented. | **Head of Finance** |
| **9.0** | **New Risk Register** **ACTION:** The Head of Resources and Planning would arrange for the new Risk Register to be implemented. | **Head of Resources and Planning** |
| **10.0** | **Request for the De-Accession of the Corner Archive to the Singapore Botanic Gardens** **ACTION:** The Director of Science and Deputy Keeper to inform the Singapore Botanic Garden of the decision to transfer the writings and illustrations under a joint project agreement. | **Director of Science and Deputy Keeper** |