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

**Board of Trustees**

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

**Edinburgh EH3 5NZ**

**on Wednesday 9 October 2019 at 1400**

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

 Mr Raoul Curtis-Machin Trustee

 Prof Beverley Glover Trustee

 Dr David Hamilton Trustee

 Dr Ian Jardine Trustee

 Prof Thomas Meagher Trustee

 Ms Diana Murray Trustee

 Prof Ian Wall Trustee

 Mr Chris Wallace 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

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Private Meeting**The Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **OPENING ITEMS:** |  |
| **1.0** | **Apologies**There were no apologies. |  |
| **2.0** | **Trustees’ Conflicts of Interest**No conflicts of interest were reported. |  |
| **3.0** | **Minutes of the Previous Meeting held on Thursday 20 June 2019**The Minutes of the Meeting held on Thursday 20 June 2019 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** | **Chairman’s Report**The Chairman reported on the very successful event on Wednesday 17 July 2019 to celebrate the 50th Anniversary of Logan Botanic Garden becoming part of the RBGE. |  |
| **6.0** | **Regius Keeper’s Report** The Regius Keeper presented his update and highlighted:* Performance Report – this document did not align with the Board of Trustees’ meeting dates and would be circulated when available.
* Income generation – an application for £9.8M had been made to the National Heritage Lottery Fund.
* Patrons’ Dinner – a successful event was held on Thursday 12 September 2019 with several new Patrons joining following the event.
* Profile – continuing excellent press coverage both nationally and internationally.
* Physic Garden at the Palace of Holyroodhouse – this was under construction and the RBGE had been asked to consider taking on the maintenance of this area. A Memorandum of Understanding was being prepared.
* Education Courses – this year’s MSc Course had received the highest number of students. A revamped and very successful Graduation Ceremony was held on Thursday 12 September 2019
* HRH The Duke of Rothesay had agreed to provide a video message for the RBGE’s 350th celebrations.
* ICT – the RBGE was on track to obtain Cyber Essentials Plus certification.
* Farewell Dinner for Chairman – to be held on Friday 1 November 2019.
* Christmas at the Botanics – launch event to be held on Friday 22 November 2019.
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|  | **DECISION ITEMS:** |  |
| **7.0**7.17.27.37.47.5 | **Confirmation of Decisions Arising from Risk and Strategy Discussions**The Board of Trustees had considered the major risks presenting to RBGE in the earlier discussion. Reducing and increasing risks had been noted, mitigating actions discussed and recommendations on sources of further information made. The Director of Horticulture and Learning had been requested to present the Disaster Recovery Plan to a future Board meeting. Biodiversity StrategyFollowing discussions the Director of Science and Deputy Keeper would further develop and present the 'RBGE Biodiversity and Science Strategy’ to the Board of Trustees.Corporate Plan 2020-2025It had been agreed that the Regius Keeper would present the five year 'Strategic Plan’ to the Board of Trustees at their next meeting.Benmore Development ProjectFollowing discussions it had been agreed that the Director of Horticulture and Learning, the Director of Enterprise and Communication and the Director of Development would take forward the agreed option to develop phasing priorities for the Benmore Development Project.Edinburgh Biomes ProgrammeFollowing discussions it was agreed that the current plans for a fully capital funded approached should continue to be followed as the preferred option and in principle agreement was provided by the Board of Trustees to set up a subsidiary company for VAT purposes in relation to the Energy Centre. |  |
| **8.0** | **Appointment of Vice Chair**Scottish Government had indicated that there should be no need to appoint a Vice chair of the Board of Trustees. This matter was closed, subject to confirmation of the start date for the new Chair. |  |
| **9.0** | **Appointment of Dr Ian Jardine to the Audit Committee**The Chairman proposed that Dr Ian Jardine be appointed to the Audit Committee and this was agreed.**ACTION:** The Head of Resources and Planning (and Board Secretary) would make arrangements for Dr Ian Jardine to join the Audit Committee. | **Head of Resources and Planning** |
| **10.0** | **Approval of Annual Report and Accounts 2018/2019**The Head of Finance presented the Annual Report and Accounts 2018/2019 for consideration and approval. A surplus was being reported as a result of the changes in the gift aid reporting where funds could only be shown in the Accounts when the funds were transferred. When the Head of Finance had made some minor amendments to the Trustees’ Report the Trustees were happy for the Regius Keeper and Chairman to sign the Annual Report and Accounts 2018/2019. For future Reports the narrative would be amended to provide a more compelling report of RBGE’s achievements. The Audit Scotland Proposed 2018/19 Annual Audit Report was presented. It was noted that the financial position was challenging. All issues noted had been resolved to the satisfaction of Audit Scotland and they would sign an unqualified audit opinion. It was suggested that transparency could be improved by making Committee minutes and papers available on the website which the Trustees had rejected previously. It was agreed that this suggestion could be reviewed by the new Chair when in post but the current position remained.**ACTION:** The Head of Finance would ask the Chairman and Regius Keeper to sign the Annual Report and Accounts 2018/2019. | **Head of Finance** |
| **11.0** | **Annual Report from RBGE Audit Committee 2018/2019**The Chairman of the Audit Committee presented the Audit Committee’s Report which informed the Board of Trustees of the work undertaken by the Audit Committee to provide assurance when approving the Annual Accounts. The Audit Committee considered that the RBGE had an acceptable process for managing and reporting risk and that the internal control framework was satisfactory. The Audit Committee has reviewed the Governance Statement which formed part of the 2018/19 Annual Report and Accounts prior to signing by the Regius Keeper and Chairman of Trustees. |  |
| **12.0** | **RBGE Service Level Agreement**The Director of Development and Head of Resources and Planning presented a proposed new Service Level Agreement between the Botanics Foundation and the RBGE which would ensure Trustees had clarity about the services provided and would be effective from 1 April 2020. Trustees suggested that the Service Level Agreement should be a Memorandum of Agreement, the ‘criteria’ should be ‘category’ and requested a clearer presentation on where the income would be received in the future. It was suggested that one table which showed three options for income ie funds to be received by the RBGE, funds to be received by the Botanics Foundation or funds to be decided on a case by case basis replace the current two separate tables.**ACTION:** The Director of Development would amend and recirculate the paper as a Memorandum of Agreement to the Board of Trustees of the RBGE and Botanics Foundation for final agreement. | **Director of Development** |
|  | **INFORMATION ITEMS:** |  |
| **13.0** | **Risk Register Quarter 2**The Head of Resources and Planning had presented information on the movement of risk in response to mitigating actions taken and the external environment at the strategy discussions. The Risk Register was presented for information and it was noted that it was a working document and a Risk Workshop for Edinburgh Biomes would be held. |  |
| **14.0** | **Finance Report for the Period to 31 August 2019 Including Provisional Outturn**The Head of Finance presented his report and highlighted changes made to the structure of the report following previous input received from the Trustees. The RBGE were on track to meet the yearly financial targets and a mid-year forecasting exercise would be undertaken. |  |
| **15.0** | **Estates, Property Maintenance and Project Updates**The Director of Horticulture and Learning drew the Board of Trustees’ attention to the amount of estates investment in Benmore Botanic Garden this year. Glasshouse resilience was a continuing issue and the maintenance programme was being prioritised. |  |
| **16.0** | **Public Records (Scotland) Act – Progress Update Review**The Regius Keeper reported that that National Records of Scotland required this report to be presented to the Board of Trustees for their information. The Board noted the report and the ongoing work on Records Management. Trustees recognised the amount of work required, congratulated staff and thanked them for their work to date. The Board requested a further report on the progress of implementing the Records Management action plan from the Head of Resources and Planning in October 2020.  |  |
| **17.0** | **Report of the Audit Committee**The Chairman of the Audit Committee reported on the meeting held on Wednesday 18 September 2019. The Internal Auditors had provided a clean bill of health for the last financial year and work was continuing in the area of cyber security. |  |
| **18.0** | **Report of the Science Advisory Committee**Prof Beverley Glover had updated the Board of Trustees on a meeting held on Tuesday 8 October 2019 during their strategy discussions. The Science Advisory Committee had been impressed with the work that had gone into consideration of what information should be in the 'RBGE Biodiversity and Science Strategy’. |  |
| **19.0** | **Report of the Arts Advisory Group**The Chair of the Arts Advisory Group presented her report. A meeting had been held on Tuesday 24 September 2019 where the Interim Head of Public Engagement had presented a draft manifesto ‘By Leaves We Live’ which had been welcomed by the Group and the final version would be presented to the Board of Trustees at their next meeting. It had been agreed that the Arts Advisory Group would continue to meet until the manifesto and plan were implemented. The Board of Trustees thanked Mrs Diana Murray for her chairing of this group.**ACTION:** The Chair of the Arts Advisory Committee would present the manifesto ‘By Leaves We Live’ at the next meeting. | **Chair of the Arts Advisory Committee** |
| **20.0** | **Report of the Investment Committee**The Chair of the Investment Committee reported that an ethical investment programme was in place, the use of ethical banks would be considered, the issue of being able to identify palm oil companies would become easier with further refinements to the advisors’ database. The Board of Trustees would be kept updated on the income target for the RBGE’s investments. The Investment Committee highlighted that two polices included in the Annual Trustees’ Report were for approval by the Board of Trustees. The Board confirmed approval of the Reserves Policy and the Investment Policy. As a subset of the latter a Treasury Management Policy would be brought to the next meeting of the Board for approval. **ACTION:** The Chair of the Investment Committee would present a Treasury Management for approval at a future meeting. | **Chair of the Investment Committee** |
| **21.0** | **Update on 350th Anniversary Programme**The 350th Anniversary Project Coordinator had provided an update on the programme. An internal launch of the programme would be undertaken at the next Regius Keeper’s update Meeting on Monday 4 November 2019. There would be a media launch on Tuesday 7 January 2020 and a Reception at the Scottish Parliament on Wednesday 15 January 2020. Trustees asked if the RBGE could be involved in the Scottish Parliament’s garden.**ACTION:** The Director of Enterprise and Communication would consider whether the RBGE could input to the garden at the Scottish Parliament. | **Director of Enterprise and Communication** |
|  | **CLOSING ITEMS:** |  |
| **22.0**22.1 | **Any Other Business**Chairman Vote of ThanksMr Tom Meagher, on behalf of the Board of Trustees, gave a vote of thanks to Chairman of the Board of Trustees as this was that last meeting that he would Chair before the completion of his eight year term of office at the end of November 2019. The Chairman had expertly chaired meetings steering sensitively through political waters and moving the Garden forwards. |  |
| **23.0** | **Arrangements for the Next Meeting**The next meeting would be held on Wednesday 17 December 2019 at 1200 in the David Douglas Room, John Hope Gateway, Arboretum Place, Edinburgh EH3 5NZ. |  |

**Jennifer Martin**

PA to the Regius Keeper

16 October 2019

**ANNEX 1**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **OPENING ITEMS:** |  |
| **3.0** | **Minutes of the Previous Meeting held on Thursday 20 June 2019****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**  |
|  | **DECISION ITEMS:** |  |
| **9.0** | **Appointment of Dr Ian Jardine to the Audit Committee****ACTION:** The Head of Resources and Planning (and Board Secretary) would make arrangements for Dr Ian Jardine to join the Audit Committee. | **Head of Resources and Planning** |
| **10.0** | **Approval of Annual Report and Accounts 2018/2019****ACTION:** The Head of Finance would ask the Chairman and Regius Keeper to sign the Annual Report and Accounts 2018/2019. | **Head of** **Finance** |
| **12.0** | **RBGE Service Level Agreement****ACTION:** The Director of Development would amend and recirculate the paper as a Memorandum of Agreement to the Board of Trustees of the RBGE and Botanics Foundation for final agreement. | **Director of Development** |
|  | **INFORMATION ITEMS:** |  |
| **19.0** | **Report of the Arts Advisory Group****ACTION:** The Chair of the Arts Advisory Committee would present the manifesto ‘By Leaves We Live’ at the next meeting. | **Chair of the Arts Advisory Committee** |
| **20.0** | **Report of the Investment Committee****ACTION:** The Chair of the Investment Committee would present two policies for approval at the next meeting. | **Chair of the Investment Committee** |
| **21.0** | **Update on 350th Anniversary Programme****ACTION:** The Director of Enterprise and Communication would consider whether the RBGE could input to the garden at the Scottish Parliament. | **Director of Enterprise and Communication** |