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

**Board of Trustees**

**held in the North West Castle Hotel, Stranraer DG9 8EH**

**on Thursday 28 June 2018 at 0900**

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

Dr David Hamilton Trustee

Mrs Patricia Henton Trustee

Prof Thomas Meagher Trustee

Ms Diana Murray Trustee

Prof Ian Wall Trustee

Mr Chris Wallace Trustee

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

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

Ms Ann Robertson Head of Finance

**Apologies:** Prof Beverley Glover Trustee

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **Garden Visit**  The Board of Trustees had an inspirational visit to Logan Botanic Garden on Wednesday 27 June 2018 and thanked the Curator and his Team for all that was being accomplished. |  |
|  | **Private Meeting**  The Board of Trustees held a Private Meeting prior to the Main Board meeting. |  |
|  | **Welcome**  The Chairman, on behalf of the Board of Trustees, welcomed the Director of Development to her first meeting. |  |
|  | **Resignation**  The Chairman, on behalf of the Board of Trustees, thanked the Head of Finance for her work over the years and wished her well in the future. |  |
|  | **OPENING ITEMS:** |  |
| **1.0** | **Apologies**  Apologies were received from Prof Beverley Glover. |  |
| **2.0** | **Trustees’ Conflicts of Interest**  No conflicts of interest were reported. |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 28 February 2018**  The Minutes of the Meeting held on Wednesday 28 February 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**  4.1 | **Matters Arising**  Safeguarding of Children and Vulnerable Adults  The Board Secretary reported that a Children and Vulnerable Adults Safeguarding Policy had been developed. It was noted that responsibility for this area would move to the new Director of Enterprise and Communication when in post. Training for four Deputy Safeguarding Officers would be arranged. The use of disclosure checks had been reviewed - a wider group would now be prioritised and checked. The Regius Keeper would provide the Board of Trustees with updates. Arrangements were in place with appropriate contractors. |  |
| **5.0**  5.1  5.2  5.3  5.3.1  5.3.2  5.4 | **Chairman’s Report**  RBGE Medal  The RBGE Medal had been presented to Sir Peter Hutchison on Wednesday 25 April 2018 in a ceremony at Benmore Botanic Garden.  Open Evening  A successful event had been held in Edinburgh on Wednesday 18 April 2018 and this would remain part of the annual calendar.  Ministerial Engagements  A meeting was held with Dr Linda Pooley and Ms Morag Williamson (Rural and Environment Science and Analytical Services Division (RESAS)), the Regius Keeper and Board Secretary on Wednesday 6 June 2018. Discussions included climate change, biodiversity, plastics, the North East Corner project and the Scottish Government’s Brexit priorities.  Mrs Patricia Henton and the Regius Keeper had met with the Cabinet Secretary for the Environment, Climate Change and Land Reform who had been most supportive of the work of the RBGE. A briefing note had been produced that linked the work that the RBGE undertook with the Scottish Government’s National Performance Framework. Discussions included the North East Corner (a strong economic case would be required and the Scottish Government would advise on this); Biodiversity 2020 (the RBGE would have a larger role in advising the Scottish Government and would work even more closely with Scottish Natural Heritage); the increase in self-generated income over the past five years (44%) and the gender pay gap that had been closed (with a median of -7.2%).  Trustees’ Appointments  Prof Meagher was in the process of collecting Trustees’ views on the skills and experience required for a new Chairman, in order to advise the Scottish Government. |  |
| **6.0**  6.1  6.2  6.3  6.4  6.5  6.6  6.7  6.8  6.9  6.10 | **Regius Keeper’s Report**  The Regius Keeper presented his report and highlighted:  Strategic Plans   * The 2017/18 Operational Plan had been successfully delivered. * A one year Interim Plan would be produced for 2019/2020 which would be linked to the Scottish Government’s National Performance Framework (2020-25). * A Five Year Plan would be drafted for the Board and Ministerial consideration.   Science   * An application for a Natural Environment Research Council (NERC) grant for genome sequencing of the British Flora had passed the first round. * The Centre of Expertise for Plant Health was now operational. * A Collaboration Agreement had been signed between the Beijing Botanical Garden and the RBGE. * Funding had been received for the Tanzanian project.   Horticulture   * Apprentices were being recruited. * A member of the Horticulture staff was now working full time on planning for the decant for the North East Corner project. * The proposal for renovating the walled garden at Benmore Botanic Garden was being costed. * Dawyck Botanic Garden had retained its VisitScotland 5\* Visitor Award. * Biosecurity and plant health initiatives were being undertaken.   Exhibitions   * The Lost Words Exhibition was attracting a record number of visitors to Inverleith House. * The First Minister had chosen the Lost Words book to be her reading challenge for children this year.   Market Garden   * The Market Garden had obtained organic certification.   Education   * A new distance learning herbology course had been introduced. * The on-line botanical illustration course was 100% over subscribed. * Twenty-five years of the MSc course would be celebrated this year.   Development  Ms Emma Lacroix had started as the new Director of Development and would be recruiting two members of staff. She was impressed by the scale of ambition in particular with the North East Corner project. In the last financial year £1.3M had been raised in Fundraising and Membership with much potential to increase this amount. The priority was to shape a strategic plan for fundraising, and the 350th anniversary would provide some exciting opportunities. A priority would be to recruit senior volunteers to refresh significant philanthropic gifts. The Director of Development would make arrangements to meet individually with the Trustees.  Enterprise and Communication  Ms Kari Coghill would start as the new Director of Enterprise and Communication on Wednesday 4 July 2018 and Ms Suzie Huggins would start as the 350th Anniversary Coordinator on Monday 9 July 2018.  Fluid Grading  Following a fluid grading process to retain and reward the best people seven women and six men had been successfully promoted.  Priorities  The North East Corner, fundraising and profile raising with the Scottish Government, income generation and General Data Protection Regulation (GDPR) and cyber security. |  |
|  | **DECISION ITEM:** |  |
| **7.0**  7.1  7.2  7.3  7.4  7.5  7.6  7.7 | **North East Corner (NEC) - Revised Plan**  Following a presentation by Jacqui Nicol (Arcadis) and John Dunn (PMP) to the Board of Trustees on the evening of Wednesday 27 June 2018 agreement was requested on the proposed outline design concept. An overview of the project had been presented which had given the Trustees confidence. It was noted that the original plans had been sympathetically amended and the lines of communication had improved between the RBGE and the Design Team. Trustees would like more information on the financing of the proposal for the use of ESB energy scheme and advice on what certainties there were. A governance structure was in place with the Programme Board making the decisions and the Regius Keeper and Board Secretary providing instruction to the Design Team. The Outline Business Case (OBC) would be refreshed and the Leader’s Group would undertake a significant review of the governance structure. Clarification was requested on the relationship between the Programme Board and the RBGE Board of Trustees and this would be provided for information.  **ACTION:** Following consideration by the Leaders’ Group the Regius Keeper would update the Trustees on the governance structure.  Trustees asked if an independent audit should be undertaken. It was noted that the Scottish Government Gateway process fulfilled this purpose.  **ACTION:** The Regius Keeper to provide information to Dr Hamilton on the Scottish Government Gateway process.  Trustees agreed that Dr David Hamilton would join Prof Ian Wall as an additional Trustees’ representatives for the project and to sit on the NEC Programme Board  **ACTION:** The Board Secretary would arrange for Dr Hamilton to become a Trustee’s representative for the project.  Trustees were concerned about the ability to deliver the project to the agreed timescale. Trustees asked that the architectural design for the proposed ‘Hub’ be considered carefully and suggested that a Concept Architect and a Delivery Architect be engaged. A competition should be arranged and a small number of architects should be invited to propose imaginative, affordable designs but using readily available materials. The brief should include the potential use of the area around the ‘Hub’. As Trustees liked the concept of the ‘Hub’ they would leave it to the RBGE to specify its future use.  **ACTION:** The Board Secretary would arrange an architecture competition to select a design for the ‘Hub’.  Trustees liked the proposals to have a sustainable energy supply and would like the new Education building to be adaptable for future requirements and suggested that another architect be involved in the design of this building.  **ACTION:** The Board Secretary would instruct Smith Scott Mullan to consider an environmentally sustainable design for the Education building which would meet future needs.  A proposal was made to consider the exchange of the Herbarium with the proposed Education building and it was suggested that the research footprint be considered to ensure that future needs would be met. These matters would need to be considered promptly and not impact on the timescale of the project.  **ACTION:** The Science Advisory Committee would consider the desirability and feasibility of moving the Herbarium to a new building and would consider future space requirements for research.  Trustees agreed to keep to the current timetable for the project. | **Regius Keeper**  **Regius Keeper**  **Board Secretary**  **Board Secretary**  **Board Secretary**  **Chairman of Science Advisory Committee** |
|  | **DISCUSSION ITEMS:** |  |
| **8.0**  8.1  8.2  8.3 | **Risk Register Q4 Red and Amber Risks**  The major issues to highlight were:  Cyber Security  The allocation of resource requirements were being considered. A solution for the use of unsupported software in accordance with the Scottish Government’s terms was being considered.  General Data Protection Regulation (GDPR)  The implementation date for the new regulations had been Friday 25 May 2018. A costed plan was being prepared and work undertaken on an Information Asset Register. The data held by the Regional Gardens was being considered. An organisational-wide privacy statement for use with emails was being prepared.  Risk Review  Trustees suggested that consideration be given as to how to reduce the long term red risks. The annual risk review would take place at the October Board Meeting and the process for monitoring and managing risks would be considered by the Leaders’ Group before this date. |  |
| **9.0** | **Draft Annual Trustees’ Report and Accounts - First Draft**  The Head of Finance reported that the Annual Report and Accounts would be presented to Audit Scotland on Friday 6 July 2018 with the final clearance meeting scheduled for the end of July. The Report and Accounts would then be circulated to the Board for final comments and presented to the Audit Committee at their next meeting. Approval by the Board and signing of the Annual Report and Accounts by the Chairman and Regius Keeper would take place at the October Meeting. When signed they would be sent to the Scottish Government to be presented to the Scottish Parliament. Audit Scotland had advised that due to General Data Protection Regulation (GDPR) legislation and in line with the Charity SORP information on senior management remuneration be removed. The Head of Finance thanked the Finance Manager in particular for the work in preparing the Accounts. Trustees asked where the energy costs were reported – they were in the separate Environmental Report. |  |
| **10.0** | **Annual Health and Safety Report 2016/2017**  There been one accident that had been to be reported under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 1995 (RIDDOR) and this related to a member of staff who had slipped on ice, was wearing appropriate kit and had received appropriate training. |  |
|  | **INFORMATION ITEMS:** |  |
| **11.0**  11.1  11.2  11.3 | **Finance Update**  Authorised Signatories  The following members of staff were confirmed as authorised signatories for all investment management and banking mandates of the Royal Botanic Garden Edinburgh with any two signatories required for all instructions, one from Panel One and one from Panel Two or two from Panel Two:   | **PANEL ONE** | **PANEL TWO** | | --- | --- | | Rachel Andrew  (Finance Officer) | Prof Pete Hollingsworth  (Director of Science) | | Bradley Mcarthur  (Finance Officer) | Kevin Reid  (Director of Horticulture and Learning) | | Alan Ross  (Finance Manager) | Ann Robertson  (Head of Finance to 31.07.18)  Ian Brown  (Head of Finance from 21.08.18) | |  | Judy Cromarty  (Head of Resources and Planning) | |  | Emma Lacroix  (Director of Development) | |  | Kari Coghill  (Director of Enterprise and Communication) |   **ACTION:** Head of Finance to arrange for the update to the authorised signatories.  VAT  A VAT inspection had been concluded at the end of May 2018. There had been an error in the annual adjustment figure offset in VAT and the RBGE had been reimbursed. Further training would be arranged on the definition of grants to ensure anything that was eligible for VAT (ie the supply of services) was included correctly handled from a VAT perspective.  Botanics Trading Company (BTC)  Trustees asked if the BTC catering and events could be put on separate lines. Costs incurred for the first year of Christmas at the Botanics had been factored into future figures. | **Head of Finance** |
| **12.0** | **Major Project Updates**  This report was provided for information. In addition, due to an issue with the ceiling tiles, the Library had to be closed while investigative work was undertaken. |  |
| **13.0** | **Report of the Audit Committee**  The Chairman of the Audit Committee had nothing outstanding to highlight. |  |
| **14.0** | **Arts Advisory Group – Update**  The Chair of the Arts Advisory Group reported that one of the Group Members was involved in the recruitment of a Head of Exhibitions. The Group awaited the preparation of an Exhibitions Policy and would advise on the strategic approach to the arts programme, ensuring that the programme was high quality and amplified the RBGE’s Mission. The next meeting would take place in the autumn when the new Head of Exhibitions was in post. |  |
| **15.0** | **Ethical Policy/Investment Fund**  The Chairman of the Investment Committee reported that following a procurement process Brewin Dolphin had been appointed as the new Investment Managers. An Ethical Investment Policy would be presented to the Board of Trustees for approval. The Board were asked to delegate authority to the Chairman of the Investment Committee and Dr David Hamilton to be authorised signatories for the new account with Brewin Dolphin. This was approved.  **ACTION:** The Board Secretary would arrange for the Chairman of the Investment Committee and Dr Hamilton to be authorised signatories for the Brewin Dolphin account. | **Board Secretary** |
| **16.0** | **Report of the Science Advisory Committee**  The Chairman of the Science Advisory Committee reported that a virtual meeting had been held on Tuesday 13 March 2018 where discussions had focussed on the unique niche of the RBGE in relation to biodiversity science and how this might be capitalised upon. |  |
| **17.0** | **Proposed Dates for 2019 Meetings**  The following dates were to be noted:  **Wednesday 27 February 2019**  Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh  1200 - 1230 Lunch  1230 - 1300 Tour/Presentation  1300 - 1330 Trustees’ Private Meeting  1330 - 1630 Main Board Meeting  **Wednesday 19 June 2019**  Venue: Benmore Botanic Garden  0900 - 1300 Travel to Benmore Botanic Garden  1300 - 1400 Lunch  1400 - 1700 Garden Visit  1900 - 2200 Dinner (venue tbc)  **Thursday 20 June 2019**  Venue: near Benmore Botanic Garden tbc  0900 - 1200 Main Board Meeting  1200 - 1300 Lunch  1300 Depart  **Wednesday 2 October 2019**  Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh  1015 - 1230 Strategy Discussion  1230 - 1300 Lunch  1300 - 1330 Tour/Presentation  1330 - 1400 Trustees’ Private Meeting  1400 - 1630 Main Board Meeting    **Wednesday 4 December 2019**  Venue: David Douglas Room, John Hope Gateway, Royal Botanic Garden Edinburgh  1200 - 1245 Lunch  1245 - 1345 Tour/Presentation  1345 - 1400 Trustees’ Private Meeting  1400 - 1630 Main Board Meeting  **ACTION:** Attendees to note the dates for the 2019 meetings. | **Attendees** |
| **18.0**  18.1  18.2 | **Botanics Trading Company (BTC):**  Appointment of Company Directors  The Head of Finance reported that the accounts had been audited and signed off. Mrs Heather Jackson (former Director of Enterprise) and Dr Alasdair Macnab (former Director of Corporate Services) had been removed as Directors and the Deputy Keeper and Director of Science had been added. The Board Secretary would be added from Saturday 31 March 2018. Following the arrival of the new Director of Enterprise and Communication on Wednesday 4 July 2018 she would be added and the Deputy Keeper and Director of Science removed.  Letter of Support  The Chairman had previously signed the letter of support which had been prepared as part of the audit process. |  |
| **19.0** | **Botanics Foundation Reports**  The Board Secretary reported on the formal relationship between the RBGE and the Botanics Foundation. Another independent Trustee was needed for the Botanics Foundation Board. It was noted that there was no evidence in the past financial year of RBGE Board of Trustees influencing their nominated representatives in the discharge of their duties as charity Trustees on the Board of Trustees of the Botanics Foundation. |  |
|  | **CLOSING ITEMS:** |  |
| **20.0**  20.1  20.2 | **Any Other Business**  Xishuangbanna Tropical Botanical Garden  Mrs Patricia Henton had visited Xishuangbanna Tropical Botanical Garden in June 2018 (during her holiday to China).  Ministerial Appointment  Ben Macpherson MSP for Edinburgh Northern and Leith had been appointed Minister for Europe, Migration & International Development. |  |
| **21.0** | **Arrangements for the Next Meeting**  The next meeting would be held on Wednesday 3 October 2018 in the David Douglas Room, John Hope Gateway. |  |



**Jennifer Martin**

PA to the Regius Keeper

10 July 2018

**ANNEX 1**

**Summary of Actions**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
|  | **OPENING ITEMS:** |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 28 February 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** |
| **7.0**  7.1  7.2  7.3  7.4  7.5  7.6 | **North East Corner – Revised Plan**  **ACTION:** Following consideration by the Leaders’ Group the Regius Keeper would update the Trustees on the governance structure.  **ACTION:** The Regius Keeper to provide information to Dr Hamilton on the Scottish Government Gateway process.  **ACTION:** The Board Secretary would arrange for Dr Hamilton to become a Trustee’s representative for the project.  **ACTION:** The Board Secretary would arrange an architecture competition to select a design for the ‘Hub’.  **ACTION:** The Board Secretary would instruct Smith Scott Mullan to consider an environmentally sustainable design for the Education building which would meet future needs.  **ACTION:** The Science Advisory Committee would consider the desirability and feasibility of moving the Herbarium to a new building and would consider future space requirements for research. | **Regius Keeper**  **Regius Keeper**  **Board Secretary**  **Board Secretary**  **Board Secretary**  **Chairman of Science Advisory Committee** |
|  | **INFORMATION ITEMS:** |  |
| **11.0**  11.1 | **Finance Update**  Authorised Signatories  **ACTION:** Head of Finance to arrange for the update to the authorised signatories. | **Head of Finance** |
| **15.0** | **Ethical Policy/Investment Fund**  **ACTION:** The Board Secretary would arrange for the Chairman of the Investment Committee and Dr Hamilton to be authorised signatories for the Brewin Dolphin account. | **Board Secretary** |
| **17.0** | **Proposed Dates for 2019 Meetings**  **ACTION:** Attendees to note the dates for the 2019 meetings. | **Attendees** |