**Minutes of the 171st Meeting of the**

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

**1400 on Wednesday 27 March 2024**

**Hybrid (Patrick Geddes Room, John Hope Gateway, 10 Arboretum Place**

**Edinburgh EH3 5NY/Microsoft Teams)**

**Present:** Dominic Fry Chair of Trustees

 Cara Aitchison Trustee

 Elise Cartmell Trustee

 Sarah Gurr Trustee and Chair of the Science Advisory Committee

 Ian Jardine Trustee and Chair of the Audit Committee

 Stella Morse Trustee

 Liz Trevor Trustee

**In Attendance:** Amanda Boughey Boardroom Apprentice

 Ian Brown Head of Finance, Corporate Governance and Risk (Items 9.0 and 10.0)

Kari Coghill Director of Innovation Projects

 Raoul Curtis-Machin Director of Horticulture and Visitor Experience

 Joanne Hannah Director of Resources and Planning and Board Secretary

 Pete Hollingsworth Director of Science and Deputy Keeper

 Emma Lacroix Director of Development and Communications

 Jennifer Martin PA to the Regius Keeper (Minutes)

 Simon Milne Regius Keeper

 Claire Monk Edinburgh Biomes Project Manager (Item 12.0)

 Amy Murray Head of Edinburgh Biomes (Item 12.0)

**Apologies:** David Hamilton Trustee and Chair of the Investment Committee

| **NO** | **ITEMS** | **ACTION** |
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|  | **Exhibition**Prior to the meeting the Board of Trustees who attended in person received a tour of the Silent Archives Exhibition in Inverleith House from Emma Nicolson (Head of Arts). |  |
|  | **Private Meeting** The Trustees held a private meeting.  |  |
|  | **OPENING ITEMS** |  |
| **1.0** | **Welcome to Boardroom Apprentice**The Chair welcomed Amanda Boughey to her first meeting. *(The Boardroom Apprentice was a twelve-month unique board learning, development and placement programme which enabled those who would like to serve on a public or third sector board to learn and gain experience in a safe way before they take that step. It sought to enable a wider diversity of individuals to play their part in our boardrooms. The overarching aim of Boardroom Apprentice was ‘to move the board member role from aspiration to reality’.)* |  |
| **2.0** | **Apologies**Apologies were received from David Hamilton. |  |
| **3.0** | **Trustees’ Conflicts of Interest**No conflicts of interest related to the meeting were declared.  |  |
| **4.0** | **Minutes of the Previous Meeting held on Wednesday 13 December 2023**The Minutes of the Meeting held on Wednesday 13 December 2023 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 and Executive Team. | **PA to the****Regius Keeper**  |
| **5.0** | **Matters Arising** The Chair reported that the actions from the previous meeting had been completed and an update on progress had been provided. The Regius Keeper advised that he had undertaken a review of the Board actions from 2023/2024 to ensure all had been completed satisfactorily. |  |
| 5.1 | RBGE Risk Report - Autumn 2023The Director of Resources and Planning had considered the role of the Board of Trustees in policy development as part of a review that was being undertaken. The Board of Trustees asked for clarification on who had oversight and responsibility for signing off RBGE policies. It was proposed that the Director of Resources and Planning reviewed the RBGE policies and liaised with Cara Aitchison to agree which should be provided to the Board of Trustees for their consideration. **ACTION:** The Director of Resources and Planning would liaise with Cara Aitchison to agree which policies should be provided to the Board of Trustees for their consideration.  | **Director of Resources and Planning** |
| **6.0** | **Chair’s Update*** The Chair, on behalf of the Board of Trustees, congratulated the Director of Science and Deputy Keeper who had been made a CBE in the New Year’s Honours List for services to botanical sciences.
* Sarah Cathcart had resigned as a Trustee and would start her new role as the RBGE Director of Learning and Engagement on Monday 22 April 2024. There was now a vacancy for the Whistleblower Trustee and information on the role would be circulated for consideration.

**ACTION:** The PA to the Regius Keeper would circulate the Complaints and Whistleblowers Policy Statement with the Minutes of the Meeting which the Board of Trustees were asked to consider and advise the Chair who would volunteer to be the Whistleblower Trustee.* Had participated in ongoing Budget discussions with the Scottish Government.
* Continued to Chair Edinburgh Biomes Oversight Committee meetings.
* Had met with Chris Major and Dr Ruth Strain (Philanthropy Managers from the Development Team) to discuss corporate sponsorship and the hosting of a Botanics Over Lunch event for lawyers who oversaw Trusts.
* Visited the Royal Botanic Gardens, Kew with the Regius Keeper, met with the Director and discussed collaboration and common issues and challenges.
 | **PA to the Regius Keeper/Board of Trustees** |
| **7.0**7.1 | **Regius Keeper**UpdateThe Regius Keeper provided an overview of some current priorities: * Working with the Director of Resources and Planning and the Scottish Government on closing the forecast Budget deficit for 2024/2025 and increase income and future funding for 2025 – 2030.
* Completion of operational objectives for 2023/24 and finalising the 2024/25 Operational Delivery Plan.
* The bids for funding for capital projects had significantly exceeded the funding available and a prioritisation exercise was being conducted with a focus on digitisation, cyber security, health and safety and the higher risks in the Risk Register.
* RBGE was fully engaged with Public Services Reform with the primary task to ensure public finances are on a more sustainable path the over the next 10 years. It had been recognised that RBGE’s potential to contribute to the outcomes of the Reform would be to increase self-generated income, although further efficiencies would continue to be sought, and collaborative “back office” ventures were being investigated.
* Was involved with the Director of Development and Communications to achieve a more integrated and focused approach to raising the profile of RBGE, along with further development of fundraising in the USA.
* Was working to build on, and develop new, international and national partnerships and collaborations, liaising, where appropriate, with the Scottish Government and the Foreign, Commonwealth and Development Office.
* Advised that there had been no significant health and safety issues since the previous Board meeting.
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| 7.2 | Directors’ Highlights  |  |
| 7.2.1 | *Science* The Director of Science and Deputy Keeper provided an update:* The restructuring of the Science Division would be completed on 1 April 2024 and there was work on the development of 5-year research plans for the Division.
* Grant applications – A Research Capital Investment Fund bid had been submitted with a successful outcome of £794k to provide additional equipment for the Herbarium.
* Digitisation – The Arts and Humanities Research Council (AHRC) had provided £150M of funding for the digitisation of collections across a variety of partnership organisations including RBGE. RBGE’s share of the funding should meet the strategic objective to digitise the whole of the Herbarium Collection, but formal allocation of funds to the partnership organizations had yet to be undertaken.
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| 7.2.2 | *Horticulture and Visitor Experience* The Director of Horticulture and Visitor Experience advised:* Following a change in Directors’ portfolios he was taking over the existing commercial work from the Director of Innovation Projects and was working on the new catering contract and considering improvements for the visitor experience (including how to encourage visitors to spend longer in the four Gardens).
* A five-year Commercial Strategy was being developed which would consider the current and potential future income streams.
* Considering the development of appropriate RBGE assets for commercial gain (including discussions on the potential use of the Palm Houses following the completion of the renovation works but before the plantings were reintroduced).
* Botanics Trading Company (BTC) – There was now a plants sales specialist working in the shop and a peat free plant range was being developed and would be launched in spring 2025.
* Updated interpretation continued to be rolled out across the gardens.

The Board of Trustees asked if there were useful connections between EventScotland and RBGE as there could be potential for support. RBGE would continue to build on current links with VisitScotland. |  |
| 7.2.3 | *Resources and Planning* The Director of Resources and Planning advised:* Work was concluding on operational planning and budgeting for the forthcoming financial year and the financial sustainability of RBGE.
* Would hand over the responsibility for Education to the new Director of Learning and Engagement on Monday 22 April 2024.
* A new Head of Estates and Technology Services would start on Monday 8 April 2024.
* Following the departure of the Head of Edinburgh Biomes the Edinburgh Biomes Project Manager had been appointed to the role and would start on Wednesday 1 May 2024.
* RBGE had committed to implement a 35-hour working week by 1 October 2024.
* Was working on the implementation of the Digital Strategy.
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| 7.2.4 | *Director of Innovation Projects* The Director of Innovation Projects had given formal notice of her retirement from Wednesday 31 July 2024. She was working with the Director of Horticulture and Visitor Experience on the Commercial Strategy (an extension of Botanics Trading Company Business Plan), undertaking a review of the publishing business and working on the Digital Transformation project. The Board of Trustees suggested that the Commercial Strategy be considered as part of the strategy discussions at the next meeting.**ACTION:** The Director of Resources and Planning would include the Commercial Strategy on the Agenda for the strategy discussions at the meeting on Thursday 20 June 2024. | **Director of Resources and Planning** |
| 7.2.5 | *Development and Communications* The Director of Development and Communications advised:* Communications – A priority was international and UK coverage working with key partners to amplify messages (eg podcasts with NatureScot and a growth in social media with a focus on income generation). In relation to engagement with key stakeholders and audiences RBGE was working with Johnson Banks on a branding exercise which would be launched in summer 2024.
* Fundraising – The Palm House campaign had raised £5.5M to date and large funding bids had now been submitted. The public phase of the Edinburgh Biomes campaign had been launched with a special edition of the Botanics magazine. Kate Humble (television presenter) would join as an RBGE Ambassador and there would be an advertising campaign on TV. The year end outturn for development income generation had been positive.
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|  | **DECISION ITEMS**  |  |
| **8.0**8.18.2 | **Budget Planning for 2024/2025**The Head of Finance, Corporate Governance and Risk advised that the deficit shown related to the Scottish Government’s Grant-in-Aid settlement which had included a two year pay deal (which wasn’t fully funded by Scottish Government), and that salary and operational expenditure savings and additional income opportunities would continue to be identified throughout the year. The Board of Trustees were concerned about financial sustainability and asked about current initiatives to secure additional income. The Board of Trustees sought clarification on Scottish Government’s no compulsory, and voluntary redundancy policy. The Board of Trustees’ concerns on starting the new financial year with a forecast deficit were noted and a discussion to consider plans to bring the budget back to zero would be included in the agenda for the strategy session at the next meeting. Trustees approved the Budget for 2024/2025 and requested an update on progress with closing the funding gap at the next meeting of the Board.**ACTION:** The Director of Resources and Planning would arrange for a paper to be prepared (to include all RBGE income) which would be discussed at the strategy session at the next meeting. **ACTION:** The Director of Resources and Planning would arrange for the Head of Finance, Corporate Governance and Risk to provide an update on progress at the next meeting. | **Director of Resources and Planning****Director of Resources and Planning** |
|  | **DISCUSSION ITEMS**  |  |
| **9.0** | **Finance Report – February 2024**The Head of Finance, Corporate Governance and Risk presented the Finance Report and highlighted a balanced outturn at the end of the current financial year. The funding draw down from the Botanics Foundation had been adjusted to ensure a balanced year end position for 2023/2024 and there would be a discussion on potential funding for the next financial year. It was confirmed that the core capital Grant-in-Aid would be spent by the year end and RBGE were in a good financial position at the year end. The Board of Trustees requested clarification in future reports on grants overhead recovery and this could be discussed at the next meeting. An explanation was provided on the loss of revenue in relation to the closure of the Edinburgh Garden due to adverse weather on key dates during Christmas at the Botanics. |  |
| **10.0**10.110.2 | **RBGE Risk Report - Spring 2024**The Director of Resources and Planning presented the Risk Report and advised that there had been no increases in risk scores, two risk scores had decreased (digital infrastructure and cyber – improvements in this area) and one risk had been closed. The ten open issues were being managed through the Senior Leadership Team. The Head of Finance, Corporate Governance and Risk would meet with risk owners in May 2024 to undertake a risk review. A complete Risk Register would be presented at the next meeting. The Board of Trustees asked that the Report from the cyber vulnerability assessment be provided for their consideration. The Board of Trustees were asked if the value of the ‘risk of inability to operate due to unsustainable financial model’ should be enhanced to reflect their current concerns. This would be closely monitored, and it was agreed that the risk level would be reviewed at the strategy session at the next meeting.**ACTION:** The Director of Resources and Planning would arrange for the cyber vulnerability assessment be provided to the Board of Trustees.**ACTION:** The Director of Resources and Planning would ensure that the risk level of the ‘risk of inability to operate due to unsustainable financial model’ be reviewed at the strategy session at the next meeting.  | **Director of Resources and Planning****Director of Resources and Planning** |
| **11.0**11.111.2 | **Key Results Dashboard**The Director of Resources and Planning presented the Key Results Dashboard and Report. The Board of Trustees suggested that the excellent progress with digitisation of herbarium specimens be profiled when the digitisation project reached one million specimens in 2024. It was noted that although the Audit Committee had oversight of an annual carbon reduction plan the Board of Trustees asked if there was enough visibility for them around the key performance indicators on Sustaining RBGE (and in particular the carbon targets) and the fundraising performance on Edinburgh Biomes. It was noted that the Operational Delivery Plan would be circulated to the Board of Trustees which contained key performance indicators, and that the Edinburgh Biomes Oversight Committee (which included three Trustees) regularly reviewed fundraising plans and performance. **ACTION:** The Director of Resources and Planning would review the sustainability key results indicators for the Board of Trustees. **ACTION:** For the next meeting the Director of Development and Communications would provide information on the performance of the Palm Houses campaign against the fundraising targets. | **Director of Resources and Planning****Director of Development and Communications** |
|  | **INFORMATION ITEMS**  |  |
| **12.0** | **Edinburgh Biomes Oversight Committee - Key Information** The Head of Edinburgh Biomes and the Edinburgh Biomes Project Manager presented a paper. The good progress with the renovation of the Palm Houses was noted, as was the current focus to secure the next tranche of Scottish Government capital funding to complete the whole Programme. The Chair, on behalf of the Trustees, thanked the Head of Edinburgh Biomes for the significant contribution she had made in steering a difficult project and as this would be her last meeting wished her well for future plans. The Edinburgh Biomes Project Manager was congratulated on achieving promotion to the role of Head of Edinburgh Biomes from Wednesday 1 May 2024. |  |
| **13.0** | **Equality, Diversity, and Inclusion (EDI) Update**The Director of Resources and Planning had provided a paper on the work undertaken since the last Board of Trustees’ meeting. |  |
| **14.0**14.114.2 | **Audit Committee**Report of Audit Committee Meeting held Wednesday 13 March November 2024The Chair of the Audit Committee presented his paper which provided an overview of the meeting held on Wednesday 13 March 2024. Updated Terms of ReferenceThe Chair of the Audit Committee presented the updated Terms of Reference for the Board of Trustees’ approval. These were due to be updated every three years and had been considered at the Audit Committee meeting on Wednesday 13 March 2024. The Board of Trustees approved the updated Terms of Reference.**ACTION:** The PA to the Regius Keeper would arrange for the Terms of Reference to be issued and reviewed in three years’ time. | **PA to the Regius Keeper** |
| **15.0** | **Investment Committee**The Chair of the Investment Committee had provided an update paper.  |  |
| **16.0** | **Report of the Science Advisory Committee Meeting** The Chair of the Science Advisory Committee advised that their next meeting would be held on Thursday 28 March 2024 and the minutes of the meeting would be circulated for the Board of Trustees’ information.  |  |
|  | **CLOSING ITEMS** |  |
| **17.0** | **Any Other Business**There were no additional items to report. |  |
| **18.0** | **Arrangements for the Next Meeting**The next meeting would be held on Thursday 20 June 2024.  |  |

**Jennifer Martin**

PA to the Regius Keeper

27 March 2023

**Annex A** Summary of Actions

 **ANNEX A**

**SUMMARY OF ACTIONS**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
| **4.0** | **Minutes of the Previous Meeting held on Wednesday 13 December 2023****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 and Executive Team. | **PA to the****Regius Keeper**  |
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| 5.1 | RBGE Risk Report - Autumn 2023**ACTION:** The Director of Resources and Planning would liaise with Cara Aitchison to agree which policies should be provided to the Board of Trustees for their consideration.  | **Director of Resources and Planning** |
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| 7.2.4 | *Director of Innovation Projects* **ACTION:** The Director of Resources and Planning would arrange for a paper to be prepared (to include all RBGE income) which would be discussed at the strategy session at the next meeting. | **Director of Resources and Planning** |
| **8.0**8.18.2 | **Budget Planning for 2024/2025****ACTION:** The Director of Resources and Planning would arrange for a paper to be prepared (to include all RBGE income) which would be discussed at the strategy session at the next meeting. **ACTION:** The Director of Resources and Planning would arrange for the Head of Finance, Corporate Governance and Risk to provide an update on progress at the next meeting. | **Director of Resources and Planning** |
| **11.0**11.111.2 | **RBGE Risk Report - Spring 2024****ACTION:** The Director of Resources and Planning would arrange for the cyber vulnerability assessment be provided to the Board of Trustees.**ACTION:** The Director of Resources and Planning would ensure that the risk level of the ‘risk of inability to operate due to unsustainable financial model’ be reviewed at the strategy session at the next meeting.  | **Director of Resources and Planning****Director of Resources and Planning** |
| **12.0**12.112.2 | **Key Results Dashboard****ACTION:** The Director of Resources and Planning would review the sustainability key results indicators for the Board of Trustees. **ACTION:** For the next meeting the Director of Development and Communications would provide information on the performance of the Palm Houses campaign against the fundraising targets. | **Director of Resources and Planning****Director of Development and Communications** |
| **16.0**16.2 | **Audit Committee**Updated Terms of Reference**ACTION:** The PA to the Regius Keeper would arrange for the Terms of Reference to be issued and reviewed in three years’ time. | **PA to the Regius Keeper** |