

**Governance**

**at Royal Botanic Gardens, Kew**

**Version 0.6**

**July 2017**

**1. EXECUTIVE SUMMARY**

1.1. *Governance at RBG Kew* gives a complete overview of corporate governance structures, processes and authorities at the Royal Botanic Gardens, Kew (“**RBG Kew**”). The document helps staff to understand our structure and our status as a non-departmental public body and an exempt charity. It also helps staff to navigate rules relating to decision-making, authority and internal controls – both internally and in relation to the Department of Environment, Food and Rural Affairs (“**Defra**”) as our sponsor Department and charity regulator.

1.2. **This document should be consulted as a mandatory source of reference in decision-making** andshould be used in conjunction with other relevant guidance in Annex 1 such as the [RBG Kew/Defra framework document] (“**Framework Document**”) and HMT’s Managing Public Money (“**MPM**”). Where decisions need to be made which are not specifically covered by these guidelines, they should be referred to the Director of Strategy and External Affairs for advice, who also provides advice on governance at RBG Kew.

1.3. Our Board of Trustees is collectively responsible and has ultimate non-delegable responsibility for RBG Kew. In accordance with the National Heritage Act 1983 (“**the Act**”) and charity law, the Board should ensure that effective arrangements are in place to provide assurance on risk management, governance, remuneration and internal control.

1.4. The Board comprises 12 members. 11 of the members are appointed by the Secretary of State. Her Majesty the Queen appoints her own Trustee on the recommendation of the Secretary of State.

1.5. The Director (also RBG Kew Accounting Officer) is accountable to the Board for the running of RBG Kew and is appointed by the Board, subject to approval of the Secretary of State. The Director has chosen to delegate decision-making to the Executive Board, the tier of senior executives within RBG Kew. The Executive Board further delegates certain decisions in three areas; to major programmes and projects, to the Pay & Recruitment Board and to the RBG Kew Visitor Board. Individual Directors also have financial delegated authority.

1.6 Financial limits of authority are updated annually by the Director of Resources and are linked to the annual delegation letter from Defra. The schedule of delegations at Section 7 forms a key part of governance and describes who is authorised to take decisions on which matters, and who should be consulted in order to guide us all to operate within our authority.

1.7 In RBG Kew governance we distinguish decision-making Boards (Board of Trustees, Executive Board, Kew Enterprises Board and major programme and project boards) from advisory Committees of the main Board of Trustees. The following page sets out how Boards and Committees relate to one another in a governance map and Section 5 summarises their remit and membership.

1.8 All Committees perform an important governance function. Finance Committee, Audit & Risk Committee and Remuneration & Nominations Committee make recommendations to the Board of Trustees to provide assurance that RBG Kew is run effectively and efficiently, handles funds with probity and has appropriate internal controls. Capital Development Advisory & Stakeholder Committee, Foundation Council, Science Advisory Committee and Visitor and Commercial Advisory Committee exist to create opportunities for Trustees and other non-executive experts to advise Executive Board members on strategic development in respective subject areas.

1.10 RBG Kew Enterprises Ltd (“**Enterprises**”) is RBG Kew’s wholly own trading subsidiary and is a registered company limited by shares. As of 1 July 2017, Enterprises will be organised as two divisions, Foundation and Commercial.

1.11 *Governance at RBG Kew* requires approval by the Board of Trustees. It will be reviewed every three years.



**2. ROYAL BOTANIC GARDENS, KEW**

**STATUS**

2.1 The Royal Botanic Gardens, Kew was founded in 1759. The National Heritage Act 1983 established the Board of Trustees of RBG Kew as a body corporate and transferred property to it and conferred functions on it. The Board is also an exempt charity and Executive Non-Departmental Public Body (“**NDPB**”).

2.2 RBG Kew’s principal offices are: Royal Botanic Gardens, Kew, Richmond, Surrey TW9 3AE United Kingdom.

2.3 RBG Kew Enterprises Limited (“**Enterprises**”) is a registered company limited by shares (No. 2798886) and is a wholly owned subsidiary of RBG Kew; RBG Kew owns 100 per cent of its issued share capital. As of 1 July 2017, Enterprises will be organised as two divisions, Foundation and Commercial. It is governed by a Board of Directors appointed by and accountable to the RBG Kew Board of Trustees. The company’s articles of association and reserved matters are linked at Annex 1.

**FUNCTIONS**

2.4 The general functions (“**General Functions**”) and powers of the Board are set out in s24 of the Act. The General Functions are to:

1. Carry out investigation and research into the science of plants and related subjects, and disseminate the results of the investigation and research;
2. Provide advice, instruction and education in relation to those aspects of the science of plants with which the Board are for the time being in fact concerned;
3. Provide other services (including quarantine) in relation to plants;
4. Care for their collections of plants, preserved plant material other objects relating to plants, books and records;
5. Keep the collections as national reference collections, secure that they are available to persons for the purposes of study, and add to and adapt them as scientific needs and the Board’s resources allow; and
6. Afford to members of the public opportunities to enter any land occupied or managed by the Board, for the purpose of gaining knowledge and enjoyment from the Board’s collections.

2.5 In addition, the following Ministerial Directions and Consents have been issued under the Act:

1. Direction to Board of Trustees to manage land at Kew Gardens (excluding Queen Charlotte’s Cottage) (27 March 1984) as subsequently varied in respect of the transfer of management responsibility from RBG Kew to Historic Royal Palaces for the land and buildings forming the Royal Kitchens at Kew and the Pagoda (effective 1 April 2011 and 1 April 2015 respectively);
2. Direction to Board of Trustees to manage the land comprised in the National Trust leases for Wakehurst (27 March 1984) – now obsolete as RBG Kew stands under the lease in place of MAFF (predecessor to Defra);
3. Direction to Board of Trustees to manage Kew Palace grounds (29 March 1984); and
4. Consent under 24(6) of NHA for the Board of Trustees to grant residential licences of more than one year to their employees at Kew and Wakehurst (16 October 1985).

**3. OPERATING FRAMEWORK**

3.1 RBG Kew is governed by a complex set of rules relating to its powers, functions, and accounting. It needs to abide by requirements imposed by the combination of the Act, charity law and the public law framework including MPM.

3.2 Annex 1 brings together a list of relevant legislation, guidance and supporting documents that define the framework within which RBG Kew operates.

**PUBLIC LAW FRAMEWORK**

**National Heritage Act, 1983**

3.3 This is the legislation which establishes Kew as a separate body corporate that operates at arms-length from Government and is independent from the Crown (and see notes below about charity law). RBG Kew (excluding Enterprises) is a public body and its employees are public servants.

3.4 The Act confers on Kew the power to do those things that are stated in the Act or which are necessary for the discharge of its functions. The Act also confers on the Secretary of State for Defra (“**Secretary of State**”) certain powers of ‘direction’ or of making certain provisions subject to her ‘consent’ and in some cases HMT ‘approval’ (as detailed in the schedule of delegations in Section 7).

3.5 Ministerial Directions under the Act provide further direction to the Board.

**Defra**

3.6 The relationship between Defra and RBG Kew is derived from the Act, public and charity law. The operational arrangements between Defra and RBG Kew are set out in the Framework Document. Para 6.2 of that document sets out that the role of the Secretary of State is:

1. Through the business planning process, to review RBG Kew’s overall priorities and objectives each year;
2. To decide on allocating resources to RBG Kew for its activities;
3. To monitor, through regular reviews and reports to the Defra Board, the performance of RBG Kew in relation to key targets and risks;
4. To keep Parliament informed about RBG Kew’s performance and answer Parliamentary Questions after consultation with RBG Kew where appropriate;
5. To appoint 11 members of RBG Kew Board and approve the terms and conditions of Board members;
6. To appoint the Chairman or recommend to Her Majesty the Queen that her Trustee appointment fulfils this role;
7. To confirm the appointment of RBG Kew’s Director;
8. To remove any Trustee appointed by him or her for unsatisfactory performance or for any other reason specified at the time of appointment;
9. To issue any general guidance or specific directions insofar as within her/his authority under the Act or under public law;
10. To lay copies of RBG Kew’s Annual Report and Accounts before Parliament each year;
11. To approve any acquisition or disposal of land (except in the case of the grant of a lease, a licence or concession for less than one year) in accordance with s.24(6) of the Act;
12. To approve the establishment of a company by RBG Kew in accordance with s.25 of the Act;
13. To determine with RBG Kew, as set out fully in Article 5 of the Kew Enterprises Articles of Association, when Enterprises can:
* incur any contingent liability;
* establish or promote any other company;
* purchase all of part of a business; and
* amalgamate with any other company.
1. To act as the nominated principal regulator for RBG Kew under the Charities Act 2011 and as such to ensure that RBG Kew and the Trustees comply with their duties under charity law.

**Public Sector Freedoms**

3.7 RBG Kew has been granted certain operating freedoms (“**freedoms**”) from general public sector control on a permanent basis. They are designed to help certain public sector bodies act more strategically, increase revenue from commercial enterprises and to attract more philanthropic donations. The freedoms are:

1. Permission to spend previously generated reserves;
2. Flexibility to opt in or out of central government procurement (e.g. Crown Commercial Services) on a case by case basis;
3. Power to borrow through voted loans from their sponsoring department subject to a sector cap of £60m per year;
4. Authorisation to invest non-grant income;
5. HMT commitment to respond to capital business cases within 28 days, and training to ensure business cases are proportionate and cost-effective;
6. Cabinet Office commitment to respond to redundancy and restructuring applications within two business days;
7. HMT commitment to reduce the administrative burden from severance payment business cases and to achieve quicker decisions;
8. HMT and sponsoring departments undertaking to consider favourably requests for Departmental Expenditure Limits cover to meet exceptional depreciation charges;
9. Exemption from the requirement to use the Government Banking Service;
10. Exemption from central marketing and advertising controls; and
11. Opt out of the Principal Civil Service Pension Scheme.

3.8 This list may be augmented with others that may be added by HMT from time to time.

**CHARITY LAW**

3.9 Charity law imposes another tier of regulatory framework on Kew and the Trustees as RBG Kew is an exempt charity subject to charity law. The Secretary of State is RBG Kew’s principal regulator for charity law purposes.

3.10 On 1 June 2010 the Secretary of State and the Charity Commission signed a memorandum of understanding setting out how they propose to work together in coordinating their regulation operations and formulating policy.

3.11 Charity law requires charitable bodies to be independent from the State and the Board must preserve a genuine independence of purpose. The overriding duty of all charity Trustees is to advance the purposes of their charity. RBG Kew Trustees are issued with a Code of Best Practice relevant to RBG Kew.

**COMPANY LAW**

3.12 Enterprises is a wholly owned subsidiary of a public body, but is itself a company limited by shares. As such its staff and activities are not governed by guidance on public bodies and Enterprises is subject to company law requirements.

3.13 However, as Enterprises accounts are fully consolidated into RBG Kew's accounts (and therefore are consolidated in Defra’s annual report and accounts), rules set out in MPM still apply to Enterprises. Enterprises is also subject to the requirements of the Freedom of Information Act. Currently, due to the nature of its activities, Enterprises is not a public body within the scope of Public Procurement Regulation.

**4. THE BOARDS**

**RBG KEW, BOARD OF TRUSTEES**

4.1 The Board of Trustees is the body corporate of the Royal Botanic Gardens, Kew and is established under Section 23 and Part IV of Schedule 1 of the Act.

4.2 The Board is collectively responsible and has ultimate non-delegable responsibility for RBG Kew. In accordance with the Act and charity law, the Board should ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control.

4.3 Responsibilities of the Board, the Chairman and individual Trustees are set out in detail in Code of Best Practice for Trustees of the Royal Botanic Gardens, Kew (Annex 1).

4.4 The Board is specifically responsible for:

1. Taking forward the strategic aims and objectives of RBG Kew consistent with its General Functions;
2. Overseeing the delivery of planned results by:
* monitoring performance against agreed strategic objectives and targets;
* reporting on activities and achievements through its Annual Report and Accounts; and
* ensuring corrective action is taken when necessary and that the Board receives and reviews regular financial information concerning the management of RBG Kew and is informed in a timely manner of any concerns about the activities of RBG Kew.
1. Demonstrating high standards of corporate governance at all times, including by using RBG Kew’s Audit and Risk Committee to help the Board to address key financial and other risks;
2. Appointing the Director through open competition with approval of the Secretary of State; and
3. Setting performance objectives for the Director which reflect both the responsibilities under the Act, Accounting Officer responsibilities and the Director’s role in delivering the strategy set by the Board of Trustees.

4.5 The Board must seek the Secretary of State’s consent in the following matters:

1. Any acquisition or disposal of land (s.24(6) of the Act) (except in the case of the grant of a lease, a licence or concession for less than one year). See 2.5 for Ministerial consent for the Board of Trustees to grant residential licences of more than one year for employees.
2. Terms and conditions of employees, including remuneration and allowances, which also require HM Treasury’s approval (Part IV of Schedule 1 s24(4-6) of the Act); and
3. Formation of companies (s.25(1) of the Act).

# The Chairman

4.6 The Chairman’s responsibilities include:

1. Representing the Board to the Secretary of State and ensuring that the Board takes proper account of any directions or guidance provided by Defra;
2. Overall leadership, direction and effectiveness of RBG Kew in line with strategies and plans;
3. Providing leadership, support and challenge to the Director;
4. Representing the work of RBG Kew and the views of the Board to the general public; and
5. Ensuring that the Board is run in line with the Government Code of Good Practice for Corporate Governance and in line with Charity Commission guidance on Trustee Boards.

**Membership**

4.7 The Board of Trustees comprises 12 members. 11 members including the Chairman are appointed by the Secretary of State (s.33 to Part IV of Schedule 1 of the Act). Her Majesty the Queen appoints her own Trustee on the recommendation of the Secretary of State.

4.8 The Act permits Trustees to be appointed for a term not exceeding 5 years (s.33(5) of the Act). They may be reappointed in certain circumstances and subject to satisfactory performance assessment (in accordance with guidance from the Office of the Commissioner on Public Appointments) as long as no individual has served on the Board for more than ten years (unless exceptionally agreed by the Commissioner).

4.9 Trustees appointed by the Secretary of State may resign by notice given in writing to the Secretary of State (s.33(6) of the Act).

4.10 If a Chairman ceases to be a Trustee, they shall also cease to be Chairman.

4.11 The quorum for a Board meeting shall not at any time be less than four (s.36(7) of Part IV of Schedule 1).

4.12 A Trustee can be appointed to the Board of the Foundation and Friends of RBG Kew (the RBG Kew Board of Trustees may appoint up to five members; this number will need to be reduced as and when the Foundation Board reduces in size, as it is an indicator of control). A Trustee can also be appointed a Director of Enterprises. In undertaking these roles any Board Member shall be bound by the conditions and codes of conduct applicable to those Boards.

**Decisions**

4.13 A majority of Trustees need to confirm their approval for a decision to be taken. Preference is for approval from the Board of Trustees to be solicited at a scheduled meeting. Given the volume of decisions that arise, decisions can also be taken by correspondence. In these cases, Trustees should be apprised in advance and the correspondence must set out on whose authority the decision is sought (preferably the Director of RBG Kew or Chairman).

**BOARD OF RBG KEW ENTERPRISES LTD**

4.14 Articles of Association as agreed in September 2016 set out the rules within which Enterprises must operate, as RBG Kew’s trading subsidiary. The articles also refer to ‘Reserved Matters’ which are those matters which require agreement from RBG Kew (the sole member of the Company).

4.15 Enterprises Board reports directly to the Board of Trustees.

4.16 From 1 July 2017, Enterprises is organised as two divisions, Foundation and Commercial. This is an internal structural arrangement.

4.17 The purpose of the Enterprises Board is:

1. Maintaining general responsibility and accountability for Enterprises as a whole;
2. Approval of the strategy and budget for Enterprises, consolidating those of its Foundation and Commercial divisions;
3. Agreeing remuneration policies;
4. Approval of standard corporate matters including the Annual Report and Accounts, the Gift Aid payment.

4.18 The Board consists of the RBG Kew Director (currently an ex-officio appointment), a minimum of 1 Foundation Trustee who is a member of the Foundation Council, 1 RBG Kew Trustee (who is a member of the Visitor and Commercial Advisory Committee), the Director of Foundation, the Director of Marketing, Commercial and Enterprise and the Director of Resources.

4.19 Enterprises shall have:

1. Directors appointed by the Board of Trustees;
2. Terms of Reference reviewed by the Executive Board and approved annually by Enterprises Board and the Board of Trustees;
3. A Chair nominated by the Board of Directors;
4. A quorum of at least two Directors;
5. An agreed annual cycle of meetings;
6. Agreed agendas for each meeting, normally compiled and distributed to all Directors no less than seven days prior to the date of the meeting;
7. A Company Secretary (usually Head of Secretariat) appointed by the Board of Trustees or, secondarily, by the Directors of Kew Enterprises Ltd; and,
8. Meetings recorded and minutes prepared for acceptance at the subsequent meeting by the Company Secretary or member of Secretariat team. It shall be the Chair’s responsibility to ensure that minutes are signed as a correct record of the meeting.

**5. COMMITTEES OF THE BOARD OF TRUSTEES**

5.1 The Board carries out its role through Board meetings each year and, as permitted under Section 36(2) to Part IV to Schedule 1 of the Act, through Committees.

5.2 In RBG Kew governance, Boards are decision-making (Board of Trustees, Executive Board, Kew Enterprises Board and major programme and project boards) and Committees of the main Board are advisory. Committees[[1]](#footnote-1) make recommendations, and make decisions only in relation to the execution of the specified remit of each Committee.

5.3 The Committees of RBG Kew perform an important governance function in assuring the Board of Trustees that the executive in RBG Kew is carrying out its role appropriately. Committee members (Trustees and Independents) scrutinise proposals and decisions to ensure they are fit-for-purpose, represent prudent use of resources and are in the best interests of Kew. The Committees also have an important role in ensuring that Trustees have appropriate oversight of RBG Kew.

5.4 The table below sets out the role and purpose of each Board and Committee in RBG Kew and the governance map sets out their relationship to one another.

5.5 **Finance Committee, Audit & Risk Committee** and **Remuneration & Nominations Committee** make recommendations upwards to the Board of Trustees to provide assurance that RBG Kew is run effectively and efficiently, handles funds with probity and has appropriate internal controls. The remit of these Committees span the whole of RBG Kew (including Enterprises) and, from 1 July 2017, include fundraising activity transferred into RBG Kew. These Committees are managed centrally by Secretariat team and shall have:

1. Members approved by the Board of Trustees, at least two of whom are Trustees;
2. Terms of Reference, the agreement of which shall be reviewed by the Executive Board and approved annually by the Board of Trustees;
3. A designated Chair who must be a Trustee. A deputy may be nominated should a member not be able to attend the meeting. This deputy must be approved by the Chair of the Committee and the Director, prior to the meeting;
4. A quorum of at least two, including the Chair;
5. An agreed annual cycle of meetings;
6. Agreed agendas for each meeting, normally compiled and distributed to all Committee members no less than seven days prior to the date of the meeting; and,
7. A Secretary who shall record meetings and prepare formal minutes for acceptance at the subsequent meeting. It shall be the Chair’s responsibility to ensure that minutes are signed as a correct record of the meeting.

5.6 **Capital Development Advisory Committee, Foundation Council**, **Science Advisory Committee,** **Visitor and Commercial Advisory Committee** and other committees that may be set up from time to time by the Board of Trustees, also derive from Section 36(2) to Part IV to Schedule 1 of the National Heritage Act.They exist to create opportunities for Trustees and other non-executive experts to advise and make recommendations to Executive Board members on strategic development in respective subject areas in order to focus on their most value-adding activity. The Director of RBG Kew is not a required attendee of these meetings. A short update on progress will be provided to the main RBG Kew Board of Trustees at quarterly meetings. Secretariat team can provide advice where needed but does not manage these meetings.

5.7 Subject to agreement of the Chair for each of these Committees, the decision on how these Committees operate is devolved to the respective Executive Board lead to:

1. Define the Terms of Reference as they find useful for the delivery of Kew’s objectives;
2. Determine membership – independent members and RBG Kew staff as the Exec Board lead determines and a minimum of two Trustees;
3. Determine frequency of meetings and agendas; and,
4. Decide if the Committee has served its purpose.

**The Foundation Council**

5.8 In order to harness the expertise and fundraising might of existing Trustees of Kew Foundation, RBG Kew Board resolved to establish a committee, the Foundation Council, into which existing Foundation Trustees could transfer from 1 July 2017; additional members to the Council may be recruited over time. The Council exists to support the Director of Foundation and Chair of the Council to connect with potential funding sources, to advocate RBG Kew’s work and review the fundraising strategy.

5.9 The primary duties of the Foundation Council:

1. supporting the Director of Foundation in bringing the Foundation into the heart of RBG Kew;
2. reviewing the fundraising strategy to ensure it aligns with the needs and aspirations of RBG Kew;
3. a willingness to connect the Foundation to potential funding sources (individuals, corporates, foundations);

1. becoming a Member of Kew and/or Wakehurst;
2. leading by example in making an annual philanthropic gift to achieve 100% giving by all Council members; and
3. serving as an advocate for all that Kew does and using skills and expertise to support it in whatever way appropriate.

**TABLE OF BOARDS AND COMMITTEES**

| **Name** | **Authority**  | **Decision-making or advisory** | **Responsibilities**  | **Membership**  |
| --- | --- | --- | --- | --- |
| **RBG Kew, Board of Trustees (x 4 meetings per year)** | National Heritage Act 1983 | Decision-making | Collectively responsible and has ultimate non-delegable responsibility for RBG Kew Ensures that effective arrangements are in place to provide assurance on risk management, governance and internal control;Ensures RBG Kew fulfils its general functions & maintains charitable status;Key decisions relating to strategy & budget of RBG Kew; All financial approvals £1.5m+;Appointment of RBG Kew Director (with approval of SoS) | 11 Trustees of RBG Kew appointed by Secretary of State 1 Trustee of RBG Kew appointed by Her Majesty The QueenAttendees: RBG Kew Executive BoardChair of Foundation Council if s/he is not a Trustee of RBG Kew Head of Secretariat Assistant Board Secretary  |
| **Audit and Risk Committee (x 4 meetings per year)** | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Board of Trustees) | Reviews and challenges financial statements (Annual Report & Accounts) before submission to the Board of Trustees;Reviews the effectiveness of RBG Kew’s internal control system;Advises on the appointment of the internal auditors and their programme of work; Maintains an overview of external audit arrangements;Reviews performance of internal and external auditors; Considers the assurances and reviews relating to Corporate Governance and the Accounting Officer’s Statement on Internal Control;Scrutinises RBG Kew’s approach to fundraising on behalf of Trustees, and ensures the approach is followed in practice and reflects RBG Kew’s values;Reviews the policies and procedures for whistleblowing and for detecting and managing fraud (including registers); Reviews risk management and policy and makes recommendations to Board of Trustees; Reviews the annual Register of Trustees Interests and Declaration of Related Party Transactions;Self-assessment.  | 2 x Trustees minimum, one of whom is Chair (and cannot be Chair of Finance Committee)Can have IndependentsAttendees: Internal AuditorsNational Audit Office Defra Observer Director of RBG KewDirector of Strategy & External Affairs Director of Resources Head of Risk Head of Secretariat Assistant Board Secretary  |
| **Finance Committee (x 3 meetings per year)**  | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Board of Trustees) | Reviews significant financial matters on behalf of the Board and makes recommendations to the full Board for further consideration, usually relating to: 1. the operational plan;
2. financial plans, including funding arrangements and the annual budgets;
3. the in-year financial results;
4. the capital expenditure programme;
5. major programmes and projects £1.5m+ including change control
 | 2 x Trustees minimum, one of whom is Chair (and cannot be Chair of ARC)Can have IndependentsAttendees: Director of RBG Kew Director of Resources Director of Strategy & External Affairs Director of Kew Foundation Assistant Board Secretary |
| **Remunerations & Nominations Committee (x 2 meetings per year)** | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Board of Trustees) (though see delegated authority to set framework or broad policy within which RBG Kew Director salary is set) | Sets the framework or broad policy within which the remuneration of the Director, RBG Kew is set;Reviews and approves the corporate objectives relevant to the Director’s remuneration and evaluates the Director’s performance;Advisory body on remuneration for other senior executives in RBG Kewand Enterprises and major changes affecting remuneration across RBG Kew; Ensures that the composition, skills and experience of the Board of Trustees, independents and the senior executive, is reviewed regularly;Give full consideration to succession planning for Trustees, independents and senior executives;Makes recommendations to Board on membership of Committees and Kew Enterprises Board;Sets rental contributions for the internal use of property and set relocation packages. | Chairman of RBG Kew is Committee Chairman (Trustee) 3 x Trustees additionally Attendees:Director of RBG KewHead of HR (Secretary)Head of Secretariat (for non-pay items)Assistant Board Secretary (for non-pay items)  |
| **RBG Kew Enterprises Board Ltd** **(4 x per year)**  | National Heritage Act 1983 Section 25 of Ch 47RBG Kew Enterprises Ltd – Articles of Association | Decision-making  | Maintaining general responsibility and accountability for Enterprises as a whole –holding Board meetings and receive regular management accounts and reports on performance from both divisions;Approval of the strategy and budget for Enterprises, consolidating those of its Foundation and Commercial divisions;Agreeing remuneration policies;Standard corporate matters including approval of the Annual Report and Accounts, the Gift Aid payment. | Proposed: RBG Kew Director (currently an ex-officio appointment)Minimum of 1 Foundation Trustees who is a member of the Foundation CouncilMinimum of 1 RBG Kew Trustee who is a member of the Visitor and Commercial Advisory CommitteeDirector of FoundationDirector of Marketing, Commercial and Enterprise Director of ResourcesCompany Secretary (Head of Secretariat)AttendeeSecretariat support |
| **Capital Development Advisory & Stakeholder Committee** | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Exec Board lead) | Advises on strategy of capital development programme. | Two trustees from the Board of Trustees;Director of RBG Kew;The SRO;The Director of Resources;“Cultural” organisation estates / property developer;Director of Kew Foundation; A Trustee from Kew Foundation; A Defra representative;A commercial property development expert;A construction project management expert;An architectural expert. |
| **Foundation Council**  | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Director of Foundation) | Supporting the Director of Foundation in bringing the Foundation into the heart of RBG Kew;Reviewing the fundraising strategy to ensure it aligns with the needs and aspirations of RBG Kew;A willingness to connect the Foundation to potential funding sources (individuals, corporates, foundations);Becoming a Member of Kew and/or Wakehurst; Leading by example in making an annual philanthropic gift to achieve 100% giving by all Council members; andServing as an advocate for all that Kew does and using skills and expertise to support it in whatever way appropriate. | Minimum of 2 RBG Kew TrusteesAll Foundation Trustees as of 1 July 2017 invited to join (Independent Members) Future Foundation Trustees may be invitedDirector of Foundation Director of RBG Kew |
| **Science Advisory Committee**  | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Director of Science) | Advises on science strategy.  | 2 x Trustees minimum (one of whom Chair)Up to 4 Independents Director of ScienceDirector of RBG Kew  |
| **Visitor & Commercial Advisory Committee** | National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1 | Advisory (to Director of Marketing & Commercial Enterprise) | Advises on The visitor experience and visitor operations at Kew Gardens and Wakehurst; andCommercial activities at RBG Kew. | Currently 2 x Trustees minimum (one of whom Chair) Attendees: Director of RBG Kew; Director of Resources; Director of Wakehurst; Director of Horticulture, Learning & Operations; Director of Membership (Foundation Directorate); Head of Commercial Activities; Head of Operations; and a representative from Science. |
| **Executive Board**  | RBG Kew Director  | Decision-making | Key decisions relating to the running of RBG Kew;Executive agreement to activity which needs approval by Board of Trustees.  | RBG Kew Executive Board Attendees: Board Secretary (Head of Secretariat)Secretariat support |
| **Major programme and project boards** | Executive Board  | Decision-making  | Senior Responsible Owner (SRO) has delegated authority to deliver a major project or programme once key documentation related to the Checkpoint Process (eg business case) has been approved by the Executive Board, and by the Board of Trustees for £1.5m+, as recommended by Finance Committee. Exception reporting is triggered either by an overrun in the agreed budget or by a delay in meeting the agreed completion/end date. Formal approval of a Request for Change is needed by both the project/programme board and the Executive Board. Any Request for Change over £1.5m will also need a recommendation from Finance Committee to Board of Trustees, followed by Board of Trustee approval.  | At the discretion of the SRO |
| **Pay & Recruitment Board** | Executive Board  | Decision-making | Delegated authority from Executive Board, decides on pay and recruitment activity (pay strategy and pay budgets) within public sector pay guidance determined by HMT. Monitors the implementation of the recruitment strategy for RBG, Kew. Its remit does not include RBG Kew Enterprises Ltd or Kew Foundation. | 6 members to include Director of Resources (Chair) Head of Human Resources4 additional members to be appointed by the Executive Board for a term of three years (up to two terms) and who are members of the Executive Board or the Kew Leadership Forum of at least grade F7. At least two of the four shall be members of the Executive Board. Appointees to reflect the diverse areas of the business with large employee numbers reporting in and the capability and capacity to be part of the management team for pay negotiations Attendee: Secretary |
| **RBG Kew Visitor Board** | Executive Board  | Decision-making | Delegated authority from Executive Board,meets monthly to shape and co-ordinate, at a strategic level, the main decisions that will materially shape RBG Kew’s offer to visitors at both Kew Gardens and Wakehurst. | Director of Marketing & Commercial Enterprise (Chair)Director of RBG Kew Director of Horticulture, Learning & Operations Director of ScienceDirector of Wakehurst Head of Commercial Activities  |

**6. RBG KEW EXECUTIVE**

**RBG KEW’S DIRECTOR AS ACCOUNTING OFFICER**

6.1 The Director is normally also RBG Kew’s Accounting Officer unless Defra’s Permanent Secretary, in consultation with the Board, decides otherwise.

6.2 The Director is appointed through open competition (and dismissed, if appropriate) by the Board and is an employee of the Board. The Board’s appointment of the Director and the terms of the appointment are subject to the approval of the Secretary of State (s.34(1) of the Act). The Director is not and cannot be a Trustee on the Board of Trustees because of RBG Kew’s charitable status.

6.3 The Director is accountable to the Board for the general exercise of the Board’s functions (s.34(2) of the Act); for the tactical and operational management of RBG Kew in accordance with strategies determined by the RBG Kew Board of Trustees and for the efficiency, effectiveness and economy with which it carries out its functions.

6.4 Chapter 3 of MPM recognises that the Accounting Officer in a body such as RBG Kew, which is governed by an independent board, must also take account of their special responsibilities and powers. Subject to that caveat, the personal responsibilities of RBG Kew’s Accounting Officer relate to:

1. Safeguarding the public funds and the stewardship of assets for which they have charge;
2. Ensuring propriety, regularity, value for money and feasibility in the handling of public funds[[2]](#footnote-2); and
3. Ensuring that RBG Kew as a whole is run in accordance with the standards set out in Box 3.1 of MPM on governance, decision-making and financial management.

6.5 RBG Kew’s Accounting Officer is accountable to Parliament for the use of Grant-in-Aid and also advises the Defra Minister.

6.6 The Accounting Officer of RGB Kew shall automatically be a Director of RBG Kew Enterprises Ltd (“the Ex Officio Director”) (Article 15 of the Articles of Association).

**THE EXECUTIVE BOARD**

6.7 The Executive Board is a decision-making forum and acts under delegated authority from the Director. The Board’s primary purpose is to support the Director in delivering the corporate strategy. Responsibilities are:

1. The strategic development of Kew and the development and implementation of agreed strategies relating to each area of operation;
2. Performance management of RBG Kew activities through the operational plan which underpins the corporate strategy;
3. Managing and developing RBG Kew’s programmes and business outputs;
4. Managing and developing RBG Kew’s infrastructure and resources, including the generation of funding from grant-in-aid and other sources;

6.8 Individual members of the Executive Board have financial delegated authority (see Section 7).

**DELEGATED AUTHORITY FROM EXECUTIVE BOARD**

**Major Projects and Programmes**

6.9 This section summarises the corporate approvals needed for establishing and managing a major programme or project. For more information see <https://kewnet.kew.org/projects>.

6.10 A project has a defined start and end date, and is not recognised as Business As Usual. It is considered to be major if any of the following apply:

1. It has a total budget of £500,000 or more;
2. It is identified within or addresses a significant risk identified in the corporate risk register; and,
3. It is referred to the Strategic Portfolio Office by the Executive Board because of its strategic importance.

6.11 A major programme consists of projects that collectively or individually meet these criteria.

6.12 Key control documentation (Programme Mandate, Project/Programme Brief, Outline/Full Business Case) must be approved by the Executive Board as well as project and programme boards at each of the three Checkpoint Process stages (0-Strategic Fit, 1-Business Approval, 2-Investment Decision).

6.13 Where a major programme or project is over £1.5m in value, Finance Committee will additionally need to review it at Stage 1 – business approval (outline business case for a project, programme brief for a programme), and make a recommendation to Board of Trustees. Where there is a change in scope, timing or costings between Stages 1 and 2 (between business approval and investment decision), Finance Committee will need to recommend the changes to Board of Trustees for decision. See Schedule of Delegations at section 7.

6.14 On approval the Senior Responsible Owner (SRO) has delegated authority for delivery, within the budget and timeline identified within the aforementioned control documentation.

6.15 Exception reporting is triggered either by an overrun in total budget, scope change or by a delay in the end date. The SRO is expected to notify Strategic Portfolio Office and Executive Board at the earliest opportunity when a cost overrun is forecast and/or when there is concern regarding the agreed completion/end date being met. Formal approval of a Request for Change will be needed by both the project or programme board and the Executive Board.

6.16 Change control requests over £1.5m will need a recommendation from Finance Committee to Board of Trustees for decision.

**Pay and Recruitment Board**

6.17 The Pay and Recruitment Board decides on pay and recruitment activity (pay strategy and pay budgets) within public sector pay guidance determined by HMT. This Board monitors the implementation of the recruitment strategy for RBG, Kew. Its remit does not include RBG Kew Enterprises Ltd or Kew Foundation.

**RBG Kew Visitor Board**

6.18 The RBG Kew Visitor Board meets monthly to shape and co-ordinate, at a strategic level, the main decisions that will materially shape RBG Kew’s offer to visitors at both Kew Gardens and at Wakehurst.

**7. DELEGATION OF AUTHORITIES**

**FINANCIAL DELEGATIONS**

7.1 RBG Kew shall comply with the delegated financial limits agreed with Defra and set out in an annual delegation letter issued prior to the commencement of a new financial year. These delegations shall not be altered without the prior agreement of Defra (para 13.3 of the Framework Document).

7.2 In addition, RBG Kew sets internal financial delegations, which are reviewed annually by its Director of Resources. RBG Kew financial delegations are proposed annually to the Finance Committee who will recommend approval to the RBG Board of Trustees.

7.3 Current financial delegations for RBG Kew can be found on Kewnet here: [link]

7.4 Current financial limits of authority as of October 2016 are as follows.

|  |  |  |
| --- | --- | --- |
|  | **Current Limit – purchase orders/ other financial** | **Current Limit – contracts**  |
| Board of Trustees  | No limit\* | No Limit\* |
| Director  | £1,500,000 | £1,500,000 |
| Director Corporate Services  | £750,000 | £750,000 |
| Other Executive Board members (including the Finance Director) | £250,000 | £250,000 |
| Director Temperate House Precinct Project  | £100,000 | £100,000 |
| Other Heads of Departments (direct reports of Executive Board members)  | £50,000 | £50,000 |
| Other budget holders/ project managers | £10,000 | - |
| Other authorised staff  | £2,000 | - |

\*Subject to Defra financial delegations of authority.

**SCHEDULE OF DELEGATIONS**

7.5 The schedule of delegations is a key part of governance and describes who is authorised to take decisions on which matters, and who should be consulted in order to ensure that staff and Trustees operate within their limits of authority. It brings together requirements from:

1. National Heritage Act 1983 and Ministerial Directions and Consent;
2. [Defra/RBG Kew Framework Document and] MPM;
3. Financial delegations for RBG Kew (including delegated financial limits agreed with Defra);
4. Charity law;
5. Internal governance rules which clarify decision-making.

7.6 The table below indicates the route that each decision needs to navigate by reading from left to right.

**SCHEDULE OF DELEGATIONS**

| **ITEM OF BUSINESS** | **INTERNAL[[3]](#footnote-3)** | **EXECUTIVE BOARD** | **RBG KEW NON-EXECUTIVE** | **EXTERNAL** | **AUTHORITY** |
| --- | --- | --- | --- | --- | --- |
| **TRUSTEES AND DIRECTOR OF RBG KEW** |
| **Appointment (and removal) of Director of RBG Kew and terms of employment** | None | None | Board of Trustees  | Secretary of State – for approval  | NHA 1983 s.34(1) |
| **Appointment of RBG Kew Accounting Officer (normally the Director)** | None | None | In consultation with the Board of Trustees | Permanent Secretary, Defra (Principal Accounting Officer) | Framework Document |
| **Appointment of Chairman of the Board**  | None | None | None | Secretary of State  | NHA 1983 s.33(4) |
| **Appointment of 11 of the 12 Trustees**  | None  | None | None  | Secretary of State with consent of Cabinet Office  | NHA 1983 s.33 |
| **Appointment of the Queen’s Trustee**  | None | None | None | HM the Queen, with advice from Secretary of State and consent from Cabinet Office | NHA 1983 s.33 |
| **Removal of a Trustee**  | None | None | None  | Secretary of State  | Framework Document |
| **Resignation of a Trustee** | None | None  | None  | In writing to the Secretary of State (if appointed by the Secretary of State)In writing to Her Majesty (if appointed by Her Majesty)  | NHA 1983 s.33(6) |
| **Director’s Annual Objectives** | None | None  | Board of Trustees via the Rem & Nom Committee | None | Framework Document  |
| **Director’s Salary & Senior Executives** | RBG Kew staff – HR draws up proposal, based on annual letter from Civil Service Enterprises staff – HR draws up proposal | None | Board of Trustees via the Rem & Nom Committee | None |  |
| **Determining the allowances of Trustees in respect of any expenses or loss of remuneration**  | Finance to draw up expenses policy for Trustees, signed off by Director of Resources | Executive Board  | None | Secretary of State with consent of HM Treasury  | NHA 1983 s.37 |
| **GOVERNANCE DOCUMENTATION** |
| **Governance at RBG Kew (reviewed every 3 years)** | Developed by Secretariat team, signed off by Director of SEA  | Executive Board  | Board of Trustees via ARC  | Defra for information  | Public law and charity law framework; Company law; RBG internal rules |
| **Terms of Reference:** **Board of Trustees,****Audit & Risk Committee, Finance Committee, Remuneration & Nominations Committee (updated annually)** | Developed by Secretariat team, signed off by relevant EB Director | Executive Board  | Board of Trustees via relevant Committee  | None | Governance at RBG Kew  |
| **Terms of Reference:** **Capital Development Advisory & Stakeholder Committee, Foundation Council, Science Advisory Committee, Visitor & Commercial Advisory Committee (updated annually)** | Developed by Executive Board lead | Executive Board  | Consultation with the Chair of the Committee  | None | Governance at RBG Kew  |
| **Executive Board – Terms of Reference****(updated annually)** | Developed by Secretariat team with input from RBG Kew Director. Signed off by Director of SEA | Executive Board  | None | None | Governance at RBG Kew |
| **RBG Kew Enterprises Ltd – Terms of Reference****(updated annually)** | Developed by Secretariat team with input from Director of SEA, Director of MCE & Director of Foundation | Executive Board  | Enterprises Board Board of Trustees | None | Enterprises Articles of AssociationGovernance at RBG Kew |
| **RBG Kew/Kew Enterprises/Kew Foundation Framework Agreement**  | Developed by General Counsel, with input from Director of Strategy & External Affairs  | Executive Board  | Board of Trustees  | Kew Foundation Board |  |
| **RBG Kew/Kew Enterprises/Kew Foundation Services Agreement** | Developed by General Counsel, with input from Director of Foundation  | Executive Board  | Enterprises Board Board of Trustees | Kew Foundation Board |  |
| **Defra/RBG Kew Framework Document** | Head of Secretariat and Director of SEA with input from Director of Resources and General Counsel | Executive Board | Board of Trustees via ARC  | Secretary of State  | HMT Managing Public Money |
| **ORGANISATIONAL POLICIES**Anti-Fraud, Bribery & Corruption Anti-Slavery Environmental policy Finance policy and procedure Financial delegations of authority Health & Safety (statement of intent) Investments policy Reserves policy Risk management Safeguarding Whistleblowing  | Developed by local teams, signed off by relevant EB Director | Executive Board  | As specified in individual policies | None |  |
| **STRATEGY, PLANNING AND PERFORMANCE** |
| **RBG Kew Corporate Strategy**  | Developed by SEA team, signed off by Director of SEA  | Executive Board  | Board of Trustees via Finance Committee  | Secretary of State for information  |  |
| **Departmental strategies and plans eg Science Strategy, People & Culture Strategy, Wakehurst development plans**  | Developed by local teams, signed off by relevant EB Director  | Executive Board where strategies and plans have cross-organisational relevance | None | None |  |
| **Enterprises Plan and Budget** | Director of Marketing and Commercial Enterprise (MCE) with Director of Foundation to coordinate with input from Director of Resources | None | Enterprises BoardFinance Committee and Board of Trustees in relation to consolidated RBG Kew budget (which includes Enterprises) | None |  |
| **RBG Kew Operational Plan and Budget**  | Director of SEA and Director of Resources to develop | Executive Board | Board of Trustees via Finance Committee  | Defra to review as part of Defra annual business planning process before approval by Board of Trustees |  |
| **RBG Kew Enterprises Ltd Annual Report & Accounts**  | Finance team, signed off by Director of Resources | None | RBG Kew Enterprises Board  | NAO  |  |
| **RBG Kew Annual Report & Accounts**  | Secretariat team to prepare annual report. Finance team to prepare accounts. Director of SEA/ Director of Resources sign off | Executive Board Signed by RBG Kew Accounting Officer  | Board of Trustees via ARC Signed by Chairman | NAO Signed by Comptroller and Auditor General | NHA 1983 ss.39-40 |
| **OPERATIONAL** |
| **Terms and conditions of employees of RBG Kew, including remuneration and allowances** | HR to draw up proposal in line with guidance from Civil Service, signed off by Director of Resources  | Pay & Recruitment Board (delegated authority from Executive Board)  |  | Secretary of State with consent of HM Treasury  | NHA 1983 s.34(4-6) |
| **Annual pay awards and supplementary salary awards of employees of RBG Kew** | HR to draw up proposal in line with guidance from Civil Service, signed off by Director of Resources | Pay & Recruitment Board (delegated authority from Executive Board)  |  | None |  |
| **Move from existing RBG Kew pension provider to another**  | HR to draw up proposal, signed off by Director of Resources | Pay & Recruitment Board (delegated authority from Executive Board)  | None | None | Framework documentPublic Sector Freedoms from HMT |
| **Disposal of assets – objects in the collections** | Relevant Executive Board Director to establish a process in line with the requirements set out in NHA s27(2) | Executive Board | Board of Trustees | None | NHA 1983 s27(2) |
| **Disposal of assets – not in the collections**  | For disposal of objects not in the collection, staff will need to determine that RBG Kew has title. Approval needed from relevant Executive Board Director will depend on the value of the object (in line with financial delegations of authority)  | Depends on value of the item | Depends on value of the item | Depends on value of the item | Financial delegations of authority  |
| **Grant of lease or concession with a term of less than one year**  | Director of Estates and Capital Development  | None | None | None |  |
| **Grant of lease of concession with a term of one year or more (up to a maximum of 31 years)** | Director of Estates and Capital Development | Executive Board | Board of Trustees via ARC  | Secretary of State | NHA 1983 24(6) |
| **Grant of residential licences to staff of one year or more**  | Director of Estates and Capital Development in line with Residential Policy (residential licences are not limited to one year) | None | Board of Trustees  | None | Ministerial Consent - 16 October 1985 |
| **Any acquisition or disposal of land (except in the case of the grant of a lease, a licence or concession for less than one year)** | Estates team to draw up proposal, signed off by Director of Estates and Capital Development  | Executive Board | Board of Trustees via Finance Committee  | Secretary of State HMT for over £100m | NHA 1983 s.24(6)Defra Delegated Authority letter |
| **Access by the public (fixing the hours in which members of the public may enter the grounds)**  | Director of MCE and Director of Wakehurst | Executive Board  | Board of Trustees  | None | * NERC Act [2006 c. 16](http://www.legislation.gov.uk/ukpga/2006/16)
* [Schedule 11](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11), [Part 1](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11/part/1)
* [National Heritage Act 1983 (c. 47)](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11/part/1/crossheading/national-heritage-act-1983-c-47)
* Paragraph 103
 |
| **Fixing the fees charged for public entry**  | Director of MCE and Director of Wakehurst | Executive Board  | Board of Trustees | None | * NERC Act [2006 c. 16](http://www.legislation.gov.uk/ukpga/2006/16)
* [Schedule 11](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11), [Part 1](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11/part/1)
* [National Heritage Act 1983 (c. 47)](http://www.legislation.gov.uk/ukpga/2006/16/schedule/11/part/1/crossheading/national-heritage-act-1983-c-47)
* Paragraph 103
 |
| **Establishment of a company by RBG Kew or Enterprises, purchase all or part of a business or amalgamate with any other company** | Relevant staff in Kew to draw up proposal, with oversight from Legal | Executive Board | Board of Trustees via Enterprises Board (where relevant) and Finance Committee  | Secretary of State  | NHA 1983 s.25 and HMT Managing Public MoneyEnterprises Articles of Association |
| **FINANCE, PROJECTS & CONTRACTS** |
| **Borrowing or taking on debt (eg Voted Loans) by RBG Kew parent body** | Director of Resources to prepare proposals | Executive Board | Board of Trustees via Finance Co  | Secretary of State/HMT for Voted Loans | In line with delegated financial authority |
| **Incurring contingent liabilities in Enterprises** | Director of Resources to prepare proposals | Executive Board | Board of Trustees via Enterprises Board and then Finance Committee  | Secretary of State | Enterprises Articles of Association |
| **Losses, write-offs and special payments of over £100k** | Relevant Director in consultation with Director of Resources | Executive Board | Board of Trustees via Finance Committee  | Secretary of State | Defra Delegated Authority letter |
| **Other special payments (gifts of stores or property over £10k, gifts to visiting dignitaries of over £500, rewards for return of stolen property of over £5k, special payments or compensation payments of over £10k, loss or damage for staff on official business of over £5k, injury payments to non-staff of over £10k, ex-statutory or ex-gratia payments over £5k)** | Relevant Director in consultation with Director of Resources and General Counsel (to ensure charity law compliance), taking account of RBG Kew’s Anti-Fraud, Bribery & Corruption Policy | Executive Board | Finance Committee  | HMT via Secretary of State Charity Commission for ex-gratia payments over £1k | Defra Delegated Authority letter |
| **Appointment and management of internal auditors and internal audit strategy** | Director of SEA | Executive Board | Board of Trustees via ARC | None | In line with Director’s delegated financial authority |
| **Appointment of external auditors**  | Director of Resources | None | None | NAO | NHA 1983 s39 Act and HMT Managing Public Money |
| **Management of external auditors and external audit strategy** | Director of Resources | None | ARC maintain an overview of external audit arrangements & review performance | NAO | NHA 1983 s39 Act and HMT Managing Public Money |
| **Major projects and programmes up to £1.5m**  | Project (and Programme where appropriate) Board sign off control documents (brief/mandate/business case) with SPO quality assurance in advance | Executive Board  | None | None | Checkpoint process as agreed by Executive BoardGovernance at RBG Kew |
| **Major projects and programmes of £1.5m or more** **Stage 0: Strategic Fit****Project brief or programme mandate** | Project (and Programme where appropriate) Board sign off control documents (project brief/programme mandate) with SPO quality assurance in advance | Executive Board  | None | None | Checkpoint process as agreed by Executive BoardGovernance at RBG Kew |
| **Major projects and programmes of £1.5m or more** **Stage 1: Business approval****Outline business case** | Project (and Programme where appropriate) Board sign off control documents (outline business case/programme brief) with SPO quality assurance in advance | Executive Board  | Board of Trustees via Finance Committee  | None | Checkpoint process as agreed by Executive BoardGovernance at RBG Kew |
| **Major projects and programmes of £1.5m or more** **Stage 2a: Investment Decision****Full business case where no change in timings, costs or scope from Stage 1** | Project (and Programme where appropriate) Board sign off control documents (full business case) with SPO quality assurance in advance | Executive Board | None | HMT via Secretary of State (only for projects and programmes with expenditure over £100m capital or £75m resource) | Checkpoint process as agreed by Executive BoardGovernance at RBG Kew |
| **Major projects and programmes of £1.5m or more** **Stage 2b: Investment Decision** **Full business case where change in timings, costs or scope from Stage 1** | Project (and Programme where appropriate) Board sign off control documents (full business case) with SPO quality assurance in advance | Executive Board | Board of Trustees via Finance Committee  | HMT via Secretary of State (only for projects and programmes with expenditure over £100m capital or £75m resource) | Checkpoint process as agreed by Executive Board |
| **Contracts (including donor or funder agreements, heads of terms and letters of agreement) with a value up to £1.5m income or expenditure (in line with financial delegations and Annex 1: Working with Legal)**  | EB Director signed off with Legal and partner taking account of third party engagement policy | RBG Kew Director (in cases where EB Director individual authority is not sufficient up to £1.5m) | None | None | In line with delegated financial authority  |
| **Contracts (including donor or funder agreements, heads of terms and letters of agreement) with a value of £1.5m or more income or expenditure (Annex 1: Working with Legal)** | EB Director signed off with Legal and partner taking account of third party engagement policy | Executive Board | Board of Trustees via Finance Committee  | HMT via Secretary of State (only for contracts with expenditure over £100m capital or £75m resource) | In line with delegated financial authority  |
| **Collaboration Agreements (including Access and Benefit Sharing Agreements, Memorandum of Understanding and Memorandum of Collaborations) with no financial implications****(Annex 1: Working with Legal)**  | EB Directors signed off with Legal and partner, taking account of third party engagement policy | None | None | None |  |
| **Requests for Foundation funding up to £1.5m**  | Relevant EB Director in consultation with Director of Resources | None | None | None | In line with delegated financial authority |
| **Requests for Foundation funding of £1.5m or more** | Relevant EB Director in consultation with Director of Resources | Executive Board | Board of Trustees via Finance Committee  | Foundation Board | In line with delegated financial authority |

**8. REPORTING**

8.1 RBG Kew’s Director will report to the Board of Trustees at each meeting, and in between meetings as appropriate on RBG Kew’s performance and on progress with implementing the corporate strategy.

8.2 RBG Kew shall report to Defra in accordance with reporting set out in the Framework Document.

**Version control**

|  |  |  |
| --- | --- | --- |
| **Draft** | **Date**  | **Approvals**  |
| 0.4 | 7 March 2017 | Version agreed by ARC subject to minor changes. |
| 0.5 | 23 March 2017 | Incorporating minor ARC changes, this version agreed by Board of Trustees.  |
| 0.6 | July 2017 | Minor updates to reflect agreement to Kew Foundation integration. |
|  |  |  |

**ANNEX 1: RELEVANT LEGISLATION, GUIDANCE AND SUPPORTING DOCUMENTS THAT DEFINE THE FRAMEWORK WITHIN WHICH RBG KEW OPERATES**

**BESPOKE TO RBG KEW**

* National Heritage Act 1983 <http://www.legislation.gov.uk/ukpga/1983/47>
* Ministerial Directions & Consent [link]
* RBG Kew/Defra Framework document [when agreed add link]
* HMT freedoms’ guidance [link]
* Delegated Financial Authorities, September 2016 [Kewnet link]
* Relevant Dear Accounting Officer letters;
* RBG Kew Trustees Board Members’ Code of Practice

<http://www.kew.org/ucm/groups/public/documents/document/ppcont_013645.pdf>;

* Memorandum of Understanding between the Charity Commission and the Secretary of State for Environment, Food and Rural Affairs as principal regulator of the Royal Botanic Gardens, Kew <https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/428929/mou_defra_pdf.pdf>
* RBG Kew Enterprises Ltd – Articles of Association & Reserved Matters, September 2016
* RBG Kew/Kew Foundation framework agreement, April 2016
* Working with Legal [link]
* Project and programme management checkpoint and toolkit, February 2017 [link]

**CHARITY FRAMEWORK**

* NCVO Good Governance A Code for the Voluntary and Community Sector, October 2010

<http://www.governancecode.org/full-code-of-governance/>

* The Hallmarks of an Effective Charity, Charity Commission, July 2008

<https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/387134/CC10_LowInk.indd.pdf>

* Charity Commissions guidance: [*The Essential Trustee: What you need to know*](http://www.charitycommission.gov.uk/Publications/cc3.aspx)*, March 2012* <http://www.charitycommission.gov.uk/Publications/cc3.aspx>;
* The Charity Commission guidance ‘The Independence of Charities from the State’ (RR7) <https://www.gov.uk/government/publications/independence-of-charities-from-the-state-rr7>
* FRS102 Statement of Recommended Practice, Accounting and Reporting by Charities (SORP) <http://www.charitysorp.org/media/619101/frs102_complete.pdf>
* Charities Act 2011 <http://www.legislation.gov.uk/ukpga/2011/25/contents>

**PUBLIC BODY GUIDANCE**

* Nolan Principles: the 7 principles of public life, May 1995

<https://www.gov.uk/government/publications/the-7-principles-of-public-life>

* Code of Practice of the Office of the Commissioner on Public Appointments

<http://publicappointmentscommissioner.independent.gov.uk/the-code-of-practice/>

* HMT Managing Public Money – <http://www.hm-treasury.gov.uk/psr_managingpublicmoney_publication.htm>;
* HMT Corporate Governance Code of Practice - <http://www.hm-treasury.gov.uk/psr_governance_corporate.htm>;
* Government Financial Reporting Manual (FReM), [https://www.gov.uk/government/publications/government-financial-reporting-manual;](https://www.gov.uk/government/collections/government-financial-reporting-manual-frem)
* HMT Financial Reporting Manual - <http://www.hm-treasury.gov.uk/frem_index.htm>;
* HMT Consolidated Budgeting Guidance - <http://www.hm-treasury.gov.uk/d/consolidated_budgeting_guidance201112.pdf>
* Public Sector Internal Audit Standards, <https://www.gov.uk/government/publications/public-sector-internal-audit-standards>
* HMT Management of Risk: Principles and Concepts – <http://www.hm-treasury.gov.uk/d/orange_book.pdf>;
* HMT Managing the Risk of Fraud - [http://webarchive.nationalarchives.gov.uk/20130129110402/http:/www.hm-treasury.gov.uk/d/managing\_the\_risk\_fraud\_guide\_for\_managers.pdf](http://webarchive.nationalarchives.gov.uk/20130129110402/http%3A/www.hm-treasury.gov.uk/d/managing_the_risk_fraud_guide_for_managers.pdf)
* Public Interest Disclosure Act – <http://www.legislation.gov.uk/ukpga/1998/23/contents>;
* The Parliamentary Ombudsman’s Principles of Good Administration -

[www.ombudsman.org.uk/improving-public-service/ombudsmansprinciples](http://teamsites/teams/seg/albr/Kew/Framework%20document/www.ombudsman.org.uk/improving-public-service/ombudsmansprinciples);

* Relevant Freedom of Information Act guidance and instructions (Ministry of Justice);
* Regularity, Propriety and Value for Money, [http://webarchive.nationalarchives.gov.uk/20130129110402/http://www.hm-treasury.gov.uk/psr\_governance\_valueformoney.htm;](http://webarchive.nationalarchives.gov.uk/20130129110402/http%3A/www.hm-treasury.gov.uk/psr_governance_valueformoney.htm;%20)
* Consolidation Officer Memorandum, and relevant DCO letters;
* Other relevant guidance and instructions issued by HMT in respect of Whole of Government Accounts;
* Other relevant instructions and guidance issued by the central Departments;
* Specific instructions and guidance issued by the sponsor Department;
* Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and relevant to the ALB.
1. Note exception for the proposed ‘Foundation Council’. [↑](#footnote-ref-1)
2. RBG Kew’s AO should comply with the handbook on ‘Regularity, Propriety and Value for Money’ (published November 2004). [↑](#footnote-ref-2)
3. In relation to internal clearance, those leading on an item will consult appropriately with relevant colleagues. The table does not stipulate who these colleagues are. [↑](#footnote-ref-3)