

MINUTES OF THE 184th MEETING OF THE RBG KEW BOARD OF TRUSTEES held on 18 JUNE 2020

Via Microsoft Teams (tele-video conference)

Trustees

Dame Amelia Fawcett	Chair
Val Gooding	Queen's Trustee
Nick Baird	Trustee
Liam Dolan	Trustee
Catherine Dugmore	Trustee
Sarah Flannigan	Trustee
Krishnan Guru-Murthy	Trustee
Sue Hartley	Trustee
Ian Karet	Trustee
Michael Lear	Trustee
Sir Derek Myers	Trustee
Jantiene Klein Roseboom van der Veer	Trustee

In attendance

Richard Deverell	Director of RBG Kew
Professor Alex Antonelli	Director of Science
Richard Barley	Director of Horticulture, Learning and Operations
Sandra Botterell	Director of Marketing & Commercial Enterprise
Ian McKetty	Chief Information Officer
Meredith Pierce Hunter	Director of Foundation
Fern Stoner	Director of Resources
Tony Sweeney	Director of Wakehurst

Secretariat

Balwinder Allen	Board Secretary (Minutes)
Rachel Pan	Head of Governance and Director's Office

Guests:

Item no. 2

Vicki Harrison-Neves	Head of External Affairs & International Engagement
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Item no. 11

Cally Brown	Campaign Manager Business Services
Karl Newton	Director of Business Services

1.	<p>Chair's introduction and welcome The Chair welcomed all attendees to the meeting and explained that the first part of the meeting would be the 'strategy' discussion (moved from the April 2020 meeting), and the second part would be the normal June Board meeting.</p> <p>Apologies There were no apologies for absence.</p> <p>Declaration of Interest No declarations of interest were declared.</p>
Session 1 – Strategy Discussion	
2.	<p>Draft Manifesto for 2030 Richard Deverell submitted the draft 'RBG Kew 2030: A manifesto for change' document for consideration by Trustees. The updated version incorporated feedback from Trustees in April 2020, the Corporate Strategy sub-committee and Executive Board. Trustees were invited to give feedback.</p> <p>In discussion, Trustees conveyed their support for the document and the underlying narrative. Their comments included the following suggestions and points: -</p> <ul style="list-style-type: none"> - there is a need for clear, simple messaging: what do we do and why does it matter? Kew needs to focus on the power of the narrative

	<ul style="list-style-type: none"> - the 'language' and tone of the document were important, some re-wording was suggested to gain maximum impact. - the collections should be available globally, not just to scientists - it was important to end the document on an upbeat note; consideration should be given to how the final copy would be viewed - there should be emphasis on developing solutions via research - the 'wonder' and 'discovery' elements were key to science and the natural world and should be enhanced in the document, including how discovery and wonder lead to solutions - the importance of audience testing the document was recommended - it was suggested to signal Kew's impact on humanity. <p>In thanking Trustees for their feedback, the Chair noted that the document was an iterative process and invited Trustees to provide any further thoughts to the Director. The revised document would be submitted to the next RBG Kew Board meeting on 8 October 2020 for further consultation.</p>
<p>3.</p>	<p>Science Quarter (SQ) Update</p> <p>The Director reported that work on the SQ had been suspended due to Covid-19. It was hoped progress would recommence in September 2020 when there would also be greater progress on the Science Strategy which would help shape the requirements for the SQ. A review of all options would be considered fully. Due to Covid-19, the different ways of working (e.g., greater home working and open plan/hot desking) would be explored. It was planned that a revised timetable and proposal would be shared with Trustees at their meeting in March 2021.</p> <p>It was noted that, following the impact of Covid-19, many other organisations were assessing their working space and requirements, which could lead to more creative use of office space.</p>
<p>Session 2 – June Board meeting</p>	
<p>4.</p>	<p>Administration</p> <p>Chair's Opening Comments</p> <p>The Chair noted that since the last meeting, RBG Kew Gardens and Wakehurst opened on 1 June 2020, following 71 days of closure - the longest known period in its history. She thanked everyone for their support and hard work during these exceptional times.</p> <p>The Chair noted the following updates: -</p> <ul style="list-style-type: none"> - Future Board Meetings: it was decided at the last Board meeting that the Trustees would discontinue the fortnightly Covid-19 meetings as RBG Kew was now in 'execution' mode (i.e., implementing its 4-phased re-opening plan approved by Trustees). The situation would be closely monitored and if necessary, these meetings would be reinstated. In the interim, the Director would continue to keep Trustees updated via email - Future Trustees appointment: Defra had confirmed that Sir Derek Myers, Ian Karet, Val Gooding, and Michael Lear had had their terms of office extended by six months to 28 February 2021 (31 March 2021 for Val Gooding). Defra's provisional timetable for the new recruitment campaign and the panel members was noted - Director's Virtual Garden Party would be held on 25 June, all Trustees were invited - The Kew International Medal presentation ceremony had been postponed to 2021, date to be confirmed. <p>Black Lives Matter (BLM)</p> <p>The Chair drew attention to the BLM movement and the Director's message and statement on Kew.org, including steps being taken to help address this important issue at RBG Kew.</p>

	<p>The annual Equality, Diversity and Inclusion strategy report, which would note progress, lessons learned, and future priorities was also noted. The Chair invited Trustees to give their thoughts on the matter.</p> <p>In their discussion, Trustees gave accounts of how their organisations/areas of work were dealing with the issue. It was commented that although the subject was challenging, it was important to re-think practices, structures, review historical links and how to best engage with staff and raise awareness. It was important to recognise what needed to be done and identify problems that need to be addressed, to enable the changes to be made. Sharing good practices and lessons from other organisations was also recommended.</p> <p>Setting measurable targets and ensuring accountability to enable progress to be monitored was emphasised. As RBG Kew worked with many suppliers, consideration should be also given to how to raise awareness and leverage Kew's influence in such relationships.</p> <p>It was also recommended that research should be carried out on the perception of those communities in London who did not visit the gardens to better understand their reasons, which could help set targets and develop greater engagement with such communities, especially BAME groups.</p> <p>The Chair noted that this would be an on-going discussion and requested that Trustees share any further thoughts with her and the Director.</p>
<p>5.</p>	<p>Minutes of meeting held on 19 March 2020 and 28 April 2020 The minutes of the previous meetings held on 19 March and 28 April were approved as a true and correct record.</p> <p>Action log The action log was noted, all pending actions would be carried forward.</p> <p>Matters Arising: Family Restaurant Business Case and Award of Contract It was noted that following the email and paper to Trustees on 28 May 2020, on the Family Restaurant Investment Case and Award of Contract (that had been discussed by the Finance Committee on 27 May and recommended for approval), unanimous agreement had been received from Trustees. Several points and caveats had been raised by Trustees which were fully addressed by the Project Manager (on behalf of Richard Barley).</p> <p>It was noted that going forward the Finance Committee had agreed that there would be two stages to the process of submitting investment proposals to the Finance Committee:</p> <ul style="list-style-type: none"> - the first would include <u>indicative costs</u> and be submitted for information and approval in principle - the second stage would be submitted <u>for approval</u> following tender when there was greater certainty on costs. <p>On the point of linking projects to strategic and operational needs/investment priorities, it was noted that the Director and Chair would consider the matter further outside the meeting.</p> <p>The Trustees <u>ratified</u> the costs on the Family Restaurant and the award of contract.</p>
<p>6.</p>	<p>Director's Report The Chair noted the success of the P&G partnership and congratulated Sandra Botterell and her team for the great accomplishment, which had been particularly welcome in these challenging times. Grateful thanks were also conveyed to Val Gooding for her support; Val acknowledged the success of the partnership.</p>

	<p>The Director’s report was noted by Trustees. It was reported that the re-opening of the gardens had gone well and had now moved to Phase 2 of the re-opening plans, with retail being opened and catering expanded at both sites. However, visitor income was less than a quarter of what was expected at this time of year, and there was still a significant amount of uncertainty. It was planned to move to Phase 3 in early July, and consideration was also being given to reopening offices and science facilities.</p>
<p>7.</p>	<p>Finance Report</p> <p>Fern Stoner submitted a report on the financial performance during the 12 months to March 2020. It was noted that despite the challenges at year end, the results demonstrated that 2019-20 had been a very successful year, primarily driven by record visitor numbers and commercial performance. The on-going and evolving financial challenges due to Covid-19, for 2020-21 and beyond, would require close and careful financial management.</p> <p>It was noted that the re-opening of the gardens would not solve the significant financial challenges that were being faced by RBG Kew due to Covid-19. On behalf of Trustees, the Chair thanked Fern Stoner and her team for all their work on the re-opening, especially Health and Safety issues.</p>
<p>8.</p>	<p>Revised Budget 2020/2021</p> <p>Fern Stoner presented the revised 2020/21 budget which had been shared with the Finance Committee on 27 May. She drew attention to the following points:</p> <ul style="list-style-type: none"> - the budget had been revised in light of Covid-19, and included best estimates of visitor numbers, self-generated income and other financial impacts from the pandemic on Kew - the budget carried a high degree of inherent risk due to uncertainties and impact of Covid-19. <p>In discussion, Trustees noted the following points: -</p> <ul style="list-style-type: none"> - the reduction of reserves reduced Kew’s on-going resilience to be able to deal with any untoward events/issues later. - the three scenarios in the paper had been modelled on less optimistic assumptions, including a second wave of infection in the autumn. Scenarios 2 and 3 were unaffordable to RBG Kew, and if realised, immediate actions would need to be taken by management - continued engagement with Defra would be important - performance would continue to be monitored closely; the budget would be kept under tight review. <p>The trigger dates and ticket sales for Christmas at Kew were explained. It was noted that income would be ring-fenced, and in the event of cancellation, deferrals and refunds offered. Dates for Christmas at Kew had been extended but capacity reduced.</p> <p>The importance of ensuring Defra’s support for the event was noted. A higher level of bookings with high volumes of enquiries, due to Covid-19, were anticipated. It was commented that the ‘staycation’ trend was significant, and there could be potential for an upside in the budget.</p> <p>Trustees noted the significant risks in the paper and that the Director would keep them updated. As the next few months would be critical for RBG Kew, the Trustees agreed to delegate authority to the Director for any action/s that may be needed between now and the next RBG Kew Board meeting on 8 October 2020. Trustees approved the revised 2020/21 budget.</p>

<p>9.</p>	<p>Revised Operational Plan 2020-21 Fern Stoner submitted the Revised Operational Plan 2020/21 for review by Trustees. It was noted that due to Covid-19, the Executive Board had revised the 2020/21 plan in line with the revised budget. No priorities had been removed; however, the timescales had been extended and deliverables in 2020/21 reduced. An additional priority to reflect Kew’s response to the impact of Covid-19 had been included.</p> <p>Following a brief discussion, the Trustees approved the revised Operational Plan 2020/21 and key priorities and success measure targets.</p>
<p>10.</p>	<p>Draft Annual Report and Accounts (ARA) Fern Stoner presented the draft ARA, which had been reviewed by the Audit and Risk Committee on 2 June 2020. The ARA reflected the impact of Covid-19, however recognised that 2019/20 had been a very successful year. Trustees discussed the outstanding items in relation to</p> <ol style="list-style-type: none"> a. the valuation of the land and building assets and the appropriateness of the use of indices for the annual revaluation of these assets, and b. the appropriateness of preparing the accounts on a ‘going concern’ basis. <p>It was noted that on-going work on both items would be carried out during the summer.</p> <p>Following further discussion, Trustees approved the following actions:</p> <ul style="list-style-type: none"> - the accounts to be signed on a going concern basis, subject to the consideration by the auditors - the 2019/20 surplus of £0.8m to be designated as follows: - <ul style="list-style-type: none"> o £0.2m to general unrestricted reserves, taking RBG Kew’s unrestricted reserves to £6.5m, and o £0.6m to general unrestricted capital and projects reserves - the Chair and Director to sign the Annual Report and Accounts 2019/20 - The Director to sign the Letter of Representation (subject to prior agreement by the Audit and Risk Committee).
<p>11.</p>	<p>Campaign Readiness The Chair welcomed Karl Newton and Cally Brown to the meeting. Their presentation on Campaign Readiness, that had been sent out with the papers, was noted by Trustees.</p> <p>Meredith Pierce Hunter introduced the item and gave an overview of the campaign. The new campaign aimed to drive a step-change in the philanthropic income to enable delivery of the transformational projects at the heart of the Corporate and Science strategies at RBG Kew.</p> <p>In the questions and answers that followed, it was stressed that it was important to include the ‘positive’ aspects of Covid-19 (e.g., opportunities such as the benefits of plants and green spaces on mental health and wellbeing). The significant global interest in biodiversity destruction and habitat loss (including their role in future pandemics) were also noted.</p> <p>The importance of demonstrating impact was stressed. It was commented that it was not enough to make reference to what RBG Kew wanted to achieve—it was important to demonstrate how RBG Kew was relevant to humanity and the wider world.</p> <p>In response to a point on timelines, it was noted that a number of fundraising appeals were currently being considered by the Foundation, who were also in touch with regular donors. Flagship projects prior to the campaign were also being considered. It was remarked that as soon as the target was met, the campaign would end.</p> <p>It was agreed that Trustees would be kept informed of progress on the campaign (“campaign readiness”) and any big “asks” that the Foundation were working on. AP1:MPH</p>

	<p>On behalf of Trustees, the Chair thanked Karl and Cally for their presentation and wished them luck with the campaign.</p>
12.	<p>Annual Review of the Terms of Reference for the Board, its Committees and Kew Enterprises Ltd The Trustees reviewed and approved the following Terms of Reference for the following RBG Kew Board and Committees:</p> <ul style="list-style-type: none"> - RBG Kew Board of Trustees - RBG Kew Enterprises Ltd - Audit & Risk Committee - Finance Committee - Remunerations and Nominations Committee
13.	<p>Audit and Risk Committee (ARC) – Annual Report 2019/20 Sir Derek presented the ARC annual report, which updated on the ARC activities in 2019/20. The report was noted by Trustees</p>
14.	<p>Updates from Committees The synopsis of the committee meetings since the last RBG Kew Board meeting were noted by Trustees. No further updates were reported.</p>
15.	<p>Any Other Business Referring to the earlier conversation in the meeting on BLM, it was suggested that an anthropological skill set to help understand the many cultural sensitivities, historical links, international works and public engagement with science could be beneficial. This could be at Executive Board, Trustee or independent level. The matter would be given further consideration by the Chair and Director.</p> <p>Draft Agenda for 8 October 2020 meeting The draft agenda for 8 October 2020 meeting was noted. It was hoped that meetings would take place physically.</p>
16.	<p>Date and time of next meetings The date and times of the next meetings were confirmed as:</p> <ul style="list-style-type: none"> - 8 October 2020 - 10 December 2020 <p>Meeting would commence at 10.00am, unless otherwise advised. Additional Covid-19 meeting would be added as required. Venues to be confirmed.</p>