

**Minutes of the 195<sup>th</sup> RBG Kew Board of Trustees Meeting held on 8 December 2022 at Cambridge Cottage, Kew**

**Trustees:**

Dame Amelia Fawcett	Trustee (Chair)
Professor Chris Gilligan	King's Trustee
Steve Almond	Trustee
Sarah Flannigan	Trustee
Professor Ian Graham	Trustee
Krishnan Guru-Murthy	Trustee
Kate Priestman	Trustee
David Richardson	Trustee
John Scanlon	Trustee
Jantiene Klein Roseboom van der Veer	Trustee

**Observers**

*[Information redacted under s.40(2) of the Freedom of Information Act<sup>1</sup>]*

Egon Zehnder

**Executive Board**

Richard Deverell	Director
Professor Alex Antonelli	Director of Science
Richard Barley	Director of Gardens
Sandra Botterell	Director of Marketing and Commercial Enterprise
Ian McKetty	Chief Information Officer
Meredith Pierce Hunter	Director of Foundation
Fern Stoner	Director of Resources

**Secretariat**

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

**Agenda Items**

**Item No. 5**

Vicki Harrison-Neves	Head of Government Affairs
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**Item No. 6**

Nisha Cox	Head of Finance
Sarah Donnelly	Director of HR
Vicki Harrison-Neves	Head of Government Affairs

*[Information redacted under s.40(2) of the Freedom of Information Act<sup>1</sup>]*

Karl Newton	Director of Business Services
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**Item No. 8**

Paul Guthrie	Head of Sales and Marketing
Elizabeth Pearman	Director of Membership
Alec Riches	Head of Business Planning and Membership

	<b>Non-Executive Session: Trustees and Director</b>
	The Trustees and Director held a non-executive session which included Egon Zehnder (EZ), as observers.
	<b>Standing Items</b>
1.	<p><b>Chair's Welcome</b></p> <p>The Chair welcomed all attendees to the meeting, extending a special welcome to <i>[Information redacted under s.40(2) of the Freedom of Information Act<sup>1</sup>]</i> from EZ, who were carrying out a Board Effectiveness review of RBG Kew Board meetings and would present their findings to the 23 March 2023 Board meeting. The Chair thanked EZ for doing the work <i>pro bono</i>.</p> <p>The Chair noted the following updates: -</p> <ul style="list-style-type: none"> <li>- There had been a very successful Head of State visit (the President of South Africa) to Kew Gardens on 23 November 2023. This was followed by a round table discussion and an introductory meeting with the Chair, Director, Director of Resources and Defra's Secretary of State. The Chair thanked all involved for pulling together the visit and meetings at short notice.</li> <li>- Congratulations were conveyed to Sir Paul Nurse for the prestigious award of the Order of Merit from His Royal Highness, King Charles III.</li> </ul>

	<ul style="list-style-type: none"> <li>- Jeremy Darroch will become the new Chair of the Foundation Council, replacing Pippa Wicks, from January 2023. Trustees conveyed their sincere thanks to Pippa for her work on the Foundation Council.</li> <li>- Chris Gilligan had become the 'King's' Trustee, following the death of Queen Elizabeth II in September 2022.</li> </ul> <p>The Chair thanked Trustees for completing the mandatory online Safeguarding Training. The timetable for the Portland Japanese Garden and Japan Institute event taking place that evening was noted.</p>
2.	<p><b>Apologies</b> Apologies for absence were received from Sir Paul Nurse, Judith Batchelar and Pippa Wicks. Alex Antonelli sent apologies for the afternoon session.</p> <p><b>Declarations of Interest</b> There were no declarations of interest.</p>
3.	<p><b>Minutes of the meeting held on 6 October 2022</b> The Minutes of the meeting held on 6 October 2022 were <a href="#">agreed</a> as a true and correct record, subject to the following amendment (adding words in bold text) on page 7, Item No. 10: Greensphere Update:</p> <p style="padding-left: 40px;">'c. The 'Go' and 'no-go' criteria to proceed with Greensphere spinouts to come back to the Board of Trustees at the Board meeting <b>on 23 March 2023</b>, or as soon thereafter as possible'. <a href="#">AP1: Balwinder Allen</a></p> <p><b>Actions Log</b> The Actions Log was noted by Trustees. All pending actions would be carried forward. It was noted that the future of the Foundation Charity was a matter for Foundation Trustees to take forward.</p> <p><b>Matters Arising</b> All matters arising were covered in the agenda.</p>
4.	<p><b>Director's Report</b> The Director's report was noted by Trustees. He drew attention to the following: -</p> <ul style="list-style-type: none"> <li>- the peace lantern ceremony by Portland Japanese Garden at the end of the day and their connection with RBG Kew. The event highlighted the diverse work carried out by Kew and its partners,</li> <li>- the slide on the total visitor numbers of day paying visitors with high volume days, year on year, showed a decline of approximately 39% in numbers since 2019/20, highlighting the concern and challenges faced by RBG Kew in recovering visitor numbers to pre-pandemic levels,</li> <li>- there was no update on the pay situation: the pay 2022 remit was still with the Cabinet Office for approval,</li> <li>- there were some excellent Kew Science <a href="#">publications</a> (and <a href="#">here</a>) which Trustees were encouraged to read and share. These, and other articles, helped illustrate the important and impactful work being carried out by RBG Kew, (the Madagascar papers indicated that the knowledge developed was transferable to other sub-Saharan countries) and</li> <li>- the possibility of a joint field trip for some Trustees to Madagascar, to see the work being carried out by Kew staff at ground level, was being considered.</li> </ul> <p>In discussion, it was noted that:</p> <ul style="list-style-type: none"> <li>- On Greensphere, approval was being sought from Secretary of State, Defra, on the equity stake spinout point. <i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i>. The three RIDDOR accidents in Q2 noted in Health &amp; Safety (H&amp;S) Dashboard, were unrelated. All accidents were fully investigated, and remedial action taken. It was noted that the culture of H&amp;S had gone up in the staff survey, year on year. Executive Board Members carried out regular inspections on site as part of their duties,</li> </ul>

	<ul style="list-style-type: none"> <li>- The Summer 2023 - 100 voices project would include voices from wide and diverse audiences. The programme had been approved by the Kew Visitor Group, with a proposed launch date of 27 May 2023. The squeeze on budgets and associated risks were noted,</li> <li>- Digitisation had started slowly, however, was now fast getting up to speed: it was anticipated to be back on target by year end on what percentage of specimens had been digitised, whether on track etc (a short ½ page paper rather than a discussion is all that would be required). Trustees requested a regular update,</li> <li>- <i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i> Trustees were assured that these were short-term measures under consideration. The challenging year ahead had made budget cuts in all directorates essential,</li> <li>- A new Head of EDI had been appointed and was starting in the New Year. She would look at setting diversity targets now census data was available. The Trustees stressed the importance of agreeing targets as soon as practicable.</li> </ul> <p>Trustee welcomed the new RBG Kew brand advert.</p>
5.	<p><b>Government Affairs update</b></p> <p>Trustees noted the Government Affairs (GA) paper. They received an update from the Head of Government Affairs, who added that:</p> <ul style="list-style-type: none"> <li>- details on attendance at COP15 were being finalised,</li> <li>- preparations were being made for a dinner jointly hosted by the Chair and Defra Secretary of State at COP15, and</li> <li>- a post COP15 biodiversity workshop was planned for 17 January 2023.</li> </ul> <p>It was <a href="#">agreed</a> that the top 20 stakeholder list and associated plans would be completed in December 2022 and shared with Trustees in the New Year, when decisions need to be taken on priorities and where to engage. <a href="#">AP2: Vicki Harrison Neves</a></p> <p>In discussion, Trustees noted that: -</p> <ul style="list-style-type: none"> <li>- the GA paper was helpful and provided clarity and direction of travel,</li> <li>- the monthly GA meetings (chaired by DAF) continued to make good progress,</li> <li>- attendance at COP15 included the Chair and John Scanlon. Trustees were invited to let them know of any key contacts/meetings to see/hold at the conference,</li> <li>- it was important to proactively engage with the Opposition sooner rather than later. It was noted that some key contacts had already been established and would be extended and pursued in the New Year,</li> <li>- there were many overlapping areas of interest/policy with the UK government where Kew could proactively support and lead: the team were encouraged to connect Kew where relevant,</li> <li>- there also is a need to map out all the multi-lateral/international events/conventions happening over the next 12-18 months and then decide where Kew should participate. JS agreed to help with this.</li> <li>- the next Climate COP28 would be held in late 2023 and would provide additional opportunities for Kew—the team was beginning to plan what that attendance would look like,</li> <li>- linking with all the Chief Scientists from the different government departments was recommended - this would help provide opportunities to connect with science across government, and</li> <li>- linking with, and greater communications with, the Joint Nature Conservation Committee was also recommended.</li> </ul> <p>Trustees were pleased to note that Lord Benyon remained the Minister for RBG Kew, following the leadership changes in Government in late Autumn 2022.</p> <p>The Chair thanked the Head of GA and her team, noting that this was an area of strategic importance to RBG Kew and very good progress had been made.</p>

6.	<p><b>Strategic Focus: Manifesto Priority No. 6: Ensuring Kew has the people, financial health and infrastructure to succeed.</b></p> <p><b>Financial Health (including Finance Report)</b></p> <p>The Director of Resources and Head of finance gave a presentation to Trustees on the financial health of RBG Kew and approach to business planning. They noted that the 2022/23 Q2 forecast showed an operating budget deficit of £2.0m, with recovery of visitor numbers slower than anticipated and increases in costs, especially energy. Additional Defra grant-in-aid of £2m had recently been confirmed to cover in-year operating deficits.</p> <p>Comparisons were made with previous financial planning exercises, and revised plans, scenarios and outcomes were noted. The impact on unrestricted designated and general reserves targets over the next few years was highlighted. It was noted that the deficit was predicted to last not only the next year but for several years (perhaps out to 2028/29). Therefore, savings would be required over a longer period. The importance of ensuring short and long-term efficiencies was stressed.</p> <p>The 2023/24 budget approach included focus on options for cost savings, efficiency opportunities, and income growth. It was noted that reserves would need to fund some of the gaps in the 2023/24 budget. Budget targets for reduced expenditure had also been set for all Directorates to help balance the budget.</p> <p>In discussion, Trustees drew attention to the question of items that would need to be prioritised, ring-fenced or paused. Some suggestions ran the risk of becoming longer term decisions and careful consideration was needed on items where there was small gain now but deeper impact over a longer period of time. <i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i>. Protecting reputational risk was another important factor. It was noted that no final decisions had been taken and that options would continue to be explored by the Executive Board and finalised in the New Year.</p> <p>Trustees <a href="#">agreed</a> that a chart listing items that would go ahead and those that were to be paused/stopped (investments “above the line and below the line”) would be shared with Trustees at the next F&amp;R Committee and Board meetings. <a href="#">AP3: Fern Stoner/Nisha Cox</a></p> <p>The Director of Resources noted that the approach to next year’s budget would require greater flexibility and planning, and some large capital projects would need to be paused if not funded. Some seed funding would be made available, where possible. Kew would need to “spend money to make money”.</p> <p>Trustees discussed the question of adequate government funding. In this context, they suggested that the paper on the cost of delivering Kew’s statutory functions (which Defra Grant-in-Aid may not fully cover) be shared with the Defra Permanent Secretary and Secretary of State. It was recommended that ad-hoc grants/donations from corporates be further explored, including grants to fund specific 1-2 years projects, though corporates should not be expected to fund activities that the Government should fund. It was observed that the constraints felt by Kew were also as a result of the current economic/global situation, and not confined to government funding alone.</p> <p>Trustees thanked the Director of Resources and Head of Finance for the helpful and thorough analysis. In closing they indicated that management should look carefully at a list which differentiates strategic questions from tactical responses when carrying out further planning and analysis of Kew’s financial health. The Director of Resources thanked Trustees for their helpful input.</p> <p><b>People and Culture (including People &amp; Culture (P&amp;C) Strategy, EDI Strategy update)</b></p> <p>The Director of HR gave Trustees a presentation on the background of the staff structure at Kew, its first People and Culture Strategy (including progress against Kew’s priorities and gaps), Kew’s refreshed People Culture Strategy to 2028 (including what we want to</p>
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	<p>achieve) which launches in January and a deep dive into the ‘failure to recruit and retain our people’ risk.</p> <p>The Director of HR noted that Kew had a complex staffing model with two employers (RBG Kew and Kew Enterprises), multiple and different staff groups, operating over three sites and c100 countries, 365 days operation, and both students and volunteers. As Kew’s income and ambitions had grown, so had the headcount.</p> <p>In discussion, Trustees drew attention to the Science Directorate headcount (approx. 200 permanent staff) where it was noted that some were funded from externally won grants and not core funding. It was important this was clarified in the presentation. Trustees also suggested that management consider creating a chart which lays out permanent and short-term headcount etc with related compensation numbers.</p> <p>Trustees discussed the importance of excellence in leadership, management and team performance, noting the importance of high performance and recognising it. Pay challenges and budget constraints continued to make this difficult. The significance of a clear and consistent strategy to deal with underperformance was stressed, particularly as failure to do so can have a negative impact on high performers. Ensuring appropriate flexibility, training and development for management was also expressed. It was commented that if leadership and management were right, all else followed.</p> <p><i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i> The importance of prioritising critical unfilled roles and ensuring adequate notice periods to minimise gaps in replacing roles was emphasised. In response to a comment on the challenges of managing numerous employee networks, it was noted that these were well structured and positively received by staff.</p> <p>The Chair thanked the Director of HR for the excellent presentation and all the hard work over an extended period of time on the staff pay remit.</p> <p><b>Fundraising Campaign: Update</b></p> <p>Trustees received an update on Kew’s fundraising campaign, which had officially begun its silent phase on 1 April 2022. The campaign (“Heal Our Planet: Kew’s Campaign for Change”) aimed to drive a step change in philanthropic giving, to enable Kew to achieve its ambitions over the next decade, and to raise its profile. It was Kew’s second major fundraising campaign, having raised £102m between 2010 and 2015 in its first Campaign, ‘Breathing Planet’.</p> <p>Trustees were updated on progress to date and the recently completed work on the donor-focused campaign narrative, with highlights of the major projects that were being showcased as philanthropic priorities.</p> <p>Trustees noted that it was important to be aware of Kew’s comparators and their ambitions. It was also important to consider where Kew wanted to be in the next 10 years and beyond and then what do we need/should we target to get there. On the Science Quarter, it was noted that many aspects of the plan needed to be achieved and agreed before it could be added as a showcase project for fundraising. However, fundraising for the Science Quarter should be considered as part of the campaign.</p> <p>In further discussion, Trustees agreed that Kew should be bold and ambitious, and have a campaign to match its big aspirations and goals. “Impact” and its importance to donors was noted, as well as the need to have conversations with potential donors about what <b>they</b> want to do and what Kew might be able to do to help them in the context of the campaign.</p> <p><i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i></p>
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	<p>It was noted that Board of Trustees would collectively and individually aim to support the team as much as possible with the fundraising campaign. The Board thanked the team for their hard work to date.</p>
7.	<p><b>Palm House Business Case</b></p> <p>The Director of Gardens presented the Palm House Business Case to Trustees. The condition surveys of the Palm House and Waterlily house undertaken in July 2022 had identified severe degradation and deterioration both internally and externally. Without urgent intervention, the condition of both glasshouses would continue to deteriorate. RIBA Stage 2 had been completed. This included detailed analysis and costing of options, including the change to a more sustainable long-term energy solution.</p> <p>Pending Trustees' approval, planning consent and funding, the next step would be to construct two glasshouses: the temporary decant glasshouse (near the Palm House) and the Tropical Propagation House (replacing old Quarantine house in Tropical Nursery area).</p> <p>In discussion, it was noted that the Outline Business Case was currently with Defra for sign-off ahead of a meeting with their Investment Team in mid-January 2023. A significant capital funding contribution from Defra would be a vital step in moving the project forward. The overall project costs and indicative timetable (five years from January 2023) were highlighted.</p> <p>Trustees, noting the Palm House's significance as a major visitor attraction in the Gardens, emphasised the importance of alternative visitor programmes when closed for refurbishment and the potential compound effects of other factors, including reduced resources. It was noted that many ideas and suggestions continued to be considered, including opportunities for the public to have access (if possible) to the Palm House, when works commenced. Funding and risks were discussed, and, on the latter, it was noted that more detailed surveys would be carried out across the whole site once the plants had been moved out. A wide range of risks had also been built into the business case.</p> <p>It was <a href="#">agreed</a> that a short paragraph outlining the importance of plants in the Palm House and their rarity in the world be shared with Trustees, to help the promotion of the business case. <a href="#">P5: Richard Barley</a></p> <p>Trustees <a href="#">approved</a> the Palm House Project to proceed to RIBA Stage 3.</p>
8.	<p><b>Annual Pricing - Kew (Pricing and Membership)</b></p> <p>The Pricing paper for Kew Gardens Admissions from February 2023 to January 2024, and Membership from April 2023 to March 2024 was noted. To balance the commercial need for admission income with the need for Kew to be accessible to a wide range of audiences, the paper had recommended a price freeze on all day tickets which focused on extending Kew's reach, and £2 increase across all other ticket types. It was noted that Wakehurst pricing proposals would be presented to the Board in March 2023, following delivery of a 5-year pricing strategy currently in development.</p> <p>The year's membership income had been hit by the cost living crisis and the trend looked to continue throughout FY23/24. <i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i></p> <p>Following further discussion, Trustees <a href="#">agreed</a> to the increase admission pricing as outlined on page 59 of the Board pack under 'Recommendations'. It was requested that an analysis on all the different pricing offers be carried out, with a view to optimising income and ensuring consistency (as noted above). <a href="#">AP6: Alec Riches/Elizabeth Pearman</a></p> <p><i>[Information redacted under s.36 of the Freedom of Information Act<sup>2</sup>]</i></p>

	Following a majority vote, Trustees <b>agreed</b> that membership price be increased by £3. The communications on price increases would include value for money.
9.	<b>Governance at Kew</b> The updated Governance at Kew document was noted and <b>approved</b> by Trustees.
10.	<b>Updates from Committees</b> The synopsis of the following Committee/Board meetings since the last meeting were noted by Trustees.  <ul style="list-style-type: none"> <li>- Foundation Council</li> <li>- Visitor Commercial Advisory</li> <li>- Kew Enterprises Board</li> <li>- Wakehurst Advisory</li> <li>- Finance and Risk</li> <li>- Science Advisory</li> <li>- Audit and Risk</li> </ul> A brief verbal update was noted on the Equality, Diversity and Inclusion Committee held on 29 November.
11.	<b>Kew International Medal (KIM)</b> Trustees <b>approved</b> the 2023 Kew International Medal award to Suzanne Simard (Professor of Forest Ecology at the University of British Columbia).  Sincere thanks were conveyed to Sarah Flannigan and the KIM panel for their work in selecting the winner.
12.	<b>Draft agenda for 23 March 2023</b> The draft agenda was noted by Trustees
13.	<b>Dates and Times of meetings in 2023</b> The dates and times of the RBG Kew Board meetings in 2023 were confirmed as: <ul style="list-style-type: none"> <li>- 23 March – Francis Crick Institute, London</li> <li>- 27 April – Strategy Day, Kew</li> <li>- 22 June - Wakehurst</li> <li>- 12 October - Kew</li> <li>- 7 December - Kew</li> </ul> All meetings would start at 10.00am, unless otherwise advised.

<sup>1</sup> Section 40(2) of the Freedom of Information Act provides that:

Information is exempt where either:

1. disclosure would contravene data protection principles, or
2. disclosure would contravene the right to object under the Data Protection Act, or
3. the information is exempt from the right of subject access under the Data Protection Act.

<sup>2</sup> Section 36 of the Freedom of Information Act 2000 provides that: Information is exempt if its disclosure under this Act would be likely to have any of the following effects:

1. prejudice collective Cabinet responsibility;
2. inhibit the free and frank provision of advice and exchange of views for the purposes of deliberation; or
3. prejudice the effective conduct of public affairs.