

Minutes of the 196th RBG Kew Board of Trustees Meeting held on 23 March 2023 at the Francis Crick Institute, 1 Midland Rd, London, NW1 1AT

Dame Amelia Fawcett	Trustee (Chair)
Professor Chris Gilligan	King's Trustee
Judith Batchelar	Trustee
Steve Almond	Trustee
Sarah Flannigan	Trustee
Professor Ian Graham	Trustee
Krishnan Guru-Murthy	Trustee
Sir Paul Nurse	Trustee
Kate Priestman	Trustee
David Richardson	Trustee
John Scanlon	Trustee
Jantiene Klein Roseboom van der Veer	Trustee
Guests	
Helen Crowley	Egon Zehnder
Simon Page	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
Ed Ikin	Director of Wakehurst
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. 8	
Vicki Harrison-Neves	Head of Government Affairs
Item No. 10	
Eliza Gardener	Deputy Director of Science (Operations)
Paul Kersey	Deputy Director of Science (Research)
<i>[Information redacted under s.40(2) of the Freedom of Information Act¹]</i>	
Item No. 11	
Nisha Cox	Head of Finance
Katy Thomas	Planning and Strategy Manager

1.	Non-Executive Session: Trustees and Director The Trustees and Director held a non-executive session with Egon Zehnder which included the Board Effectiveness review. It was agreed that the notes of the session and action plan would be shared with Trustees and Executive Board. (AP1: RD)
	Standing Items
2.	Chair's Welcome The Chair welcomed all attendees to the meeting, extending a special welcome to Ed Ikin, new member of the Executive Board. She also extended a special thank you to Sir Paul Nurse (PN) for hosting the Board meeting at the Francis Crick Institute (FCI) and invited him to give a brief background on how the FCI was founded, as well as his recent report on 'Research, Development and Innovation Organisational Landscape' commissioned by the Government. PN explained the mission behind the FCI and how the funding had been sought, noting the importance of attracting the best scientists. The approach of 'critical concentration of quality' (verses 'critical masses') was explained. The FCI building had been designed to support such working practices. PN also noted that, in his opinion, Collections Research should get more funding etc, which was supported in his recent report. He believes the new Minister of State is very supportive of PN's report and could be helpful to Kew.

	<p>In the Q&A that followed, it was noted that:</p> <ul style="list-style-type: none"> - Staff at FCI enjoyed the freedom of their roles and the core support received. However, unlike other grant institutions, there was no continuous tenure at FCI. Committees assessed quality of work, and decisions to retain staff rested with the leadership team, - Departments and divisions did not exist to facilitate collaboration. Individual offices were small with glass partitions to create open spaces. There was a large central open area on each floor to encourage greater collaborative working, - On retaining and attracting 'high quality' staff, PN noted that their decisions were based on qualitative performances, and those that were prepared to be bold and take a longer-term view were successful. <p>The Chair thanked PN for his comments.</p> <p>The Chair updated Trustees on the following items: -</p> <ul style="list-style-type: none"> - Egon Zehnder (EZ) had finalised their excellent report, which had been discussed by Trustees at their closed session. Their findings would be processed with an action plan (to implement recommendations) and shared with Trustees and EB, - Trustees to note the events around the 12 October Board meeting: <ul style="list-style-type: none"> o The State of the World's Plants and Fungi 2023 (SOTWP) hybrid symposium would be held at Kew and online from 11-13 October. If possible, a part of the October meeting would include the SOTWP symposium, o A dinner for the leaving Trustees was planned on the eve of the Trustees meeting (i.e., 11 October – venue to be confirmed). - Trustees were reminded that the Kew International Medal reception would be held on 30 March 2023, at the Royal Society. All Trustees were invited to attend, - Defra planned to launch the new Trustees' recruitment campaign at the end of March 2023. Trustees would be kept updated and the link shared when launched.
3.	<p>Apologies Apologies for absence were received from Jeremy Darroch.</p> <p>Declarations of Interest There were no declarations of interest.</p>
4.	<p>Minutes of the meeting held on 8 December 2022 The Minutes of the meeting held on 8 December 2022 were agreed as a true and correct record.</p> <p>Actions Log The Actions Log was noted by Trustees. All pending actions would be carried forward.</p> <p>Matters Arising Trustees ratified the following projects that had been agreed via correspondence since the previous meeting (unanimous approval had been received on all):</p> <ul style="list-style-type: none"> - Accelerated Diversification for Climate Resilient Agriculture project - Princess of Wales Conservatory and Wakehurst Decarbonisation Projects - The ODA funded biodiversity project 'Global Centre on Biodiversity for Climate (GCBC)' <p>Greensphere update It was noted that matters were progressing well with Greensphere (GS) and that a process map and "go/no go" criteria had been created, which was useful in evaluating potential spin outs.</p>

	<p><i>[Information redacted under s.43(2) of the Freedom of Information Act²]</i></p> <p>In discussion, the Chair of the GS Steering Group noted that progress had improved, with mutual respect and shared views on what teams were trying to achieve. The “go/no-go” criteria would act as a qualitative measure with an underlying rationale to commercialise Kew’s science with the desired financial return.</p> <p>In discussion, Trustees noted the following comments/observations:</p> <ul style="list-style-type: none"> - It was encouraging to hear progress on the spin outs and that they were Kew-led initiatives, - Some aspects of the proposals were interlinked with Government’s Green Finance initiative. Kew would ensure to link in where necessary and keep Defra close to GS. - The Greensphere paper (as well as several others in the pack) was somewhat out of date in terms of due dates, activity etc. The Trustees asked that in the future papers be as current as possible (rather than being papers that were presented to EB some time earlier). <p>In relation to the “go/no-go” criteria:</p> <ul style="list-style-type: none"> - While recognising the need to be robust and careful, it was important that Kew did not unconsciously bias to the ‘most known, the most certain and safest’ aspects and rule out other opportunities and/or ventures. In other words, the team needs to make sure that the criteria isn’t suffocating innovation. - It would be helpful to see how these criteria and the Greensphere initiative fit within Kew’s Risk Appetite Statement (Kew’s risk policy would be shared with Trustees via the “Governance” shelf on Board Intelligence). (AP2: BA) - It was recommended to apply simple templates to help navigate on decision-making; also, helpful to have a single source on legal matters, to enable common frameworks and understandings. - It was recommended to re-consider some of the headings so that they were immediately recognisable. Also re-consider some of the wording so that they do not narrow audience reach. For example, ‘premium offer’ could be read as an offering for the wealthy only. - It would be helpful to know names of scientists involved. Also important to review workload models/impact, for instance, when working on GS—for example, would some research be paused? The importance of finances and resources was emphasised. In addition it would be important to be aware of pressure points, as there were already many challenges faced by scientists. <p>In response to the latter point, it was explained that there was collective motivation from teams across Kew for developing concepts and clarity on how works would be charged.</p> <p>Trustees approved the “go/no-go criteria” as outlined in the paper. It was noted that a further update on GS would be given to Trustees at the Strategy Day on 4 May 2023.</p>
5.	<p>Director’s Report</p> <p>The Director’s report was noted by Trustees. He drew attention to the following: -</p> <ul style="list-style-type: none"> - There was significant capital works taking place at both Kew and Wakehurst which showed continuous improvements being made at both sites. - Concerns on staff pay remained: despite the recent pay increase, the ability to retain talented staff in some areas continued to be a significant issue. - Kew Science had increased to approximately 440 employees, demonstrating significant growth. If such growth continued, it was important to consider the scale of resources needed by 2030. - <i>[Information redacted under s.43(2) of the Freedom of Information Act²]</i> <p>The trustees were updated on EVE: lessons learnt in Phase I were being applied to Phase II. Although challenging, good progress continued to be made.</p>

	Trustees were pleased to note that works had commenced on the new IT Strategy. On the Fundraising campaign, it was noted that the aim was to reach 40% of the total target before the public phase commenced. Kew was currently on track to reach this target.
6.	<p>Finance update</p> <p>The Director of Resources noted that:</p> <ul style="list-style-type: none"> - 2022/23 financial performance was tracking better than Q3 forecast, and expected to reach a break-even position by year end, - However, day paying visitors at Kew remained 20% below budget which had impacted admissions income, membership and secondary spend (these were in line with other London visitor attractions). <p>On a question on value in relation to some of the events (e.g., Christmas at Kew, Orchids festival), it was explained that the value was calculated by reviewing total number of visitors to an event, and average spends per head. The Trustees requested more information on financial contribution of significant events.</p> <p>The uncertainties in the current US banking industry and potential impact on global markets and consumers was noted. Due to such uncertainties, it made planning the 2023/24 budget challenging and therefore a degree of prudence had been built in.</p> <p>Trustees were assured that the full Defra capital funding would be expended by year end.</p> <p>A brief discussion followed on whether Kew should be investing more going forward, including to generate more revenue. It was noted that this had to be balanced against current budgetary needs and future uncertainties. However, it was hoped that further funds would be released for investments based on year end results.</p>
7.	<p>Government Affairs</p> <p>Trustees noted the Government Affairs (GA) paper.</p> <p>In discussion, the Chair reminded Trustees to feed back/input on the top tier Stakeholder list that had been shared with Trustees previously.</p> <p>It was noted that Kew would be participating/contributing to a number of conventions (e.g., CITES, Climate Change, Biodiversity), and that it would be helpful for Trustees to know when and where to intervene, and why and how. The importance of doing this in a considered way was noted; the GA team would give the matter further thought and put together a plan. Reference was also made to the letter appended to the paper signed jointly by the Natural History Museum and Kew to the Secretary of State.</p> <p>Trustees also discussed the importance of engagement with all political parties. Dialogue with key individuals was encouraged.</p>
	<p>Lunch Trustees stopped for lunch and a took tour of the Francis Crick Institute, led by Sir Paul Nurse.</p>
8.	<p>Kew Science - Infrastructure and Buildings</p> <p>The Chair invited observations from Trustees following the FCI tour on the impact of infrastructure and buildings on science. Trustees remarked that they were uplifted, inspired and in awe of the facilities and ways of working at the FCI. It was a place with outstanding talent, openness of working and collaborative working practices. There were many lessons that Kew would take away from the FCI. RD noted that Kew Science is moving into areas that are much more competitive, and inspiring buildings, research freedom etc are key.</p> <p>The following comments were also noted: -</p> <ul style="list-style-type: none"> - The shared scientific spaces greatly accelerated the speed of learning and quality of scientific output, as well as innovation. Therefore, pace and quality of output was enhanced, which was central to being a world class organisation. - Good facilities were crucial, as not only did they attract the very best talent, but they also allowed them to compete internationally. The lack of growth facilities at Kew was quite concerning.

	<ul style="list-style-type: none"> - It was important to replace Kew's research facilities but important to be realistic too. The plans for the Science Quarter should be pursued; however, these were medium/long-term plans and in the interim it was important to demonstrate to staff that Kew wanted to invest in them and their future. In the short-term Kew should continue to invest through capital investment on improving its research facilities and upgrading buildings. - Physical spaces impact the way people work and behave; changing spaces would impact changes in the way people worked. <p>The Chair summarised that it was important that Kew acted fast as there was a unique window of opportunity to own the biodiversity space, and a short period of time to do this in. Moving rapidly and finding funding was key; otherwise, Kew risks 'being lapped' by other institutions, with the related intense competition for people, financial resources etc.</p>
9.	<p>New Herbarium</p> <p>The Chair introduced <i>[Information redacted under s.40(2) of the Freedom of Information Act¹]</i>, who gave Trustees a short presentation on the site identification and evaluation processes for the new Herbarium. Two sites had been identified and the pros and cons on each site were outlined. There were still some uncertainties e.g., planning permission, costs, etc., and further clarification was being sought on the nature and use of the collections.</p> <p>In discussion, Trustees noted that:</p> <ul style="list-style-type: none"> - Public transport was an important factor at both sites; greater clarity was needed on the time it would take from Kew Gardens and/or Central London to travel to each site and the frequency of public transport. - The nature of access and usage was still being explored, including questions on the number of people likely to use the new site. - It was important to determine how/if digitisation of the collections would impact the decision on choosing the site, including the number of people required onsite <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - Concerns on potential flooding risk at one of the sites was raised - further technical assessments were needed as part of the due diligence processes. For the other site planning is the biggest challenge. - It was important to avoid a 'unicorn hunt' and to make a commitment to stick to a decision. <p>The background of how the sites had been shortlisted was explained, and it was noted that the criteria had specified the need for freehold. Such criteria had therefore eliminated some options. For example, finding a site closer to London was extremely difficult given how hard it is to get freehold or a 100-year lease.</p> <p>Trustees discussed whether they needed to consider both options. It was, however, agreed that to have a fall-back option was important, so we should keep both options in contention going forward.</p> <p>In further discussion, Trustees noted that: -</p> <ul style="list-style-type: none"> - The decision to choose the preferred site would not be easy as both options offered different benefits/challenges which were not comparable. - <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - It was important to have a powerful vision <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> and then work on delivering that vision. - A big bold vision was also likely to attract Government support and funding – as a world resource, it could be positioned to Government to benefit 'British Science'. - A big powerful vision would also attract the best and most talented from the science world. - <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - Kew should make the case via Defra for a <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> new Herbarium; however, the primary research

	<p>element should stay at Kew in the new Science Quarter. A combined vision of a new <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> Herbarium and Science Quarter was compelling. It was important to clarify details of access, storage, research and collaboration for each of the options.</p> <ul style="list-style-type: none"> - The project was likely to be predominately funded by Government; however, we should receive some philanthropic support/funding as well. With respect to Government, they are likely to be very interested in Value for Money <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - Timing and planning were important factors. - It was natural for some staff to resist wanting to move to a new location. However, most would eventually be excited and motivated and inspired by the vision. It was important to do what was right for RBG Kew and for the country. - There was a potential window of opportunity to engage with Government on the matter, especially following the report on Research Development and Innovation that had identified that (1) collections research had been underfunded and (2) the importance of investing in UK science and world quality institutions to fight climate change. - It was important that Trustees reached a final decision in June, so that the necessary work could start on the business case for the new Herbarium and Science Quarter. <p>Trustees noted that the sequence of events would need to take place in the following order:</p> <ol style="list-style-type: none"> 1. Digitisation of the collections 2. Moving all Herbarium specimens into fit for purpose building/s with long-term security 3. To refurbish buildings at Kew Gardens and build a world class facility that had capacity for research, collaboration, science and training. <p>Following further discussion, Trustees agreed:</p> <ul style="list-style-type: none"> - Further work and due diligence be carried out on both options/sites - <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - To better understand the Government's perspective - To have greater clarity on the public transport for both options - To reassure Trustees on the flood risk at the Reading site - <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> - To come back at the June Board meeting with a bold and powerful vision statement for 'The <i>[Information redacted under s.36 of the Freedom of Information Act³]</i> Herbarium' and Science Quarter at Kew AP3: <i>[Information redacted under s.40(2) of the Freedom of Information Act¹]</i> Richard Deverell
10.	<p>Operational Plan & Budget 2023/24</p> <p>Operational Plan</p> <p>Trustees reviewed the Operational Plan (OP) for 2023/24. It was noted that there were 26 corporate priorities in total, some of which would need further funding to progress. Alongside monitoring the delivery of milestones, key metrics would be used to trace successes throughout the year. It was noted that the OP had been reviewed by the Finance and Resources Committee, and following their feedback, some of the targets against the success measures had been amended.</p> <p>Budget 2023/24</p> <p>The Budget for 2023/24 was presented to Trustees. It was noted that:</p> <ul style="list-style-type: none"> - The budget was balanced before adding back some additional operating expenditure. - There was a pause on a small number of science vacancies to realise short-term budget savings. This short-term measure should not impact on Science grant income earned, and funds would be released swiftly once the 22/23 year-end position was confirmed to allow recruitment to get under way.

	<ul style="list-style-type: none"> - Science had increased its target for new grant income to £10m in 23/24 following discussion at F&RC and SAC. - There were still uncertainties on energy costs for the current year and the impact on the 23/24 budget. These were being working through. <p>In discussion, Trustees noted that it was important to understand the potential impact on the reserves position in subsequent years to achieve balanced budgets. It was hoped there would be income growth and cost-saving opportunities, so reserves were not impacted. Bain were also carrying out pro bono consultancy on opportunities for Kew to significantly grow its self-generated income by 2030. It was agreed that that a chart be shared with Trustees at the next meeting which illustrated the impact on reserves and where they may be needed over the next 5 years. AP4: Fern Stoner</p> <p>Trustees approved the 2023/24 Operational Plan and 2023/24 Budget, noting assumptions, risks and opportunities.</p>
11.	<p>Learning Centre Business case</p> <p>The paper on the Learning Centre business case was noted by Trustees. The paper sought approval to build a Learning Centre on the site of the White Peaks Café. The approval was subject to funds being raised (via philanthropic donations) and planning consent being granted. The building would allow expansion of the Learning Programme and therefore support Kew's Manifesto for Change priorities 2, 3 and 4. It would also free up valuable space in Museum No. 1 (above the Botanical restaurant). The business case had been approved by the Executive Board and Finance and Resources Committee.</p> <p>Following a brief discussion, Trustees approved the Learning Centre business case to continue to tender and construction, based on the completed Stage 4 design of the current scheme (due May 2023), at a time when sufficient philanthropic funds had been raised.</p>
12.	<p>Collections Development Policy</p> <p>It was noted that the Collections Development Policy had been approved by the Science Advisory Committee and provided an overarching statement covering acquisition, disposal, use and supply of Kew's collections.</p> <p>Trustees approved the Collections Development Policy.</p>
13.	<p>Annual Plans for BOT, ARC and F&R Committees</p> <p>Trustees noted the Forward Annual Plans for 2023/24.</p>
14.	<p>Updates from Committees</p> <p>The synopsis of the following Committee/Board meetings since the last meeting were noted by Trustees.</p> <ul style="list-style-type: none"> • Audit & Risk • Finance and Resources • Visitor & Commercial and Kew Enterprises Board • Science Advisory • Foundation Council • Wakehurst Advisory <p>The Chair reported that the last Remco meeting was held on 16 March, where members discussed Trustee succession planning, Committee appointments, Independent members appointments, and pay arrangements for Enterprises, senior executives, and bonuses (historic context, current approach, and comparisons with peer organisations). All papers were available for Trustees on Board Intelligence.</p> <p>It was also noted that Remco had made some recommendations on replacement appointments to Committees when the terms of office of Sarah Flannigan and Jantiene Klein Roseboom van der Veer ended.</p> <p>POST MEETING NOTE – Due to the forthcoming changes in Trustee appointments and the departure of Sarah Flannigan and Jantiene Klein Roseboom van der Veer on 31 August</p>

	<p>2023 and 31 October 2023 respectively, the following changes were agreed on the various committees: -</p> <ul style="list-style-type: none"> i. Steve Almond to join Foundation Charity from 1 November 2023 ii. Ian Graham to Chair Kew International Medal from 1 September 2023 iii. David Richardson to step down from Audit and Risk Committee (ARC) and join the Equality, Diversity and Inclusion (EDI) Committee with immediate effect iv. Kate Priestman to step down from the EDI Committee and join ARC with immediate effect <p>On remaining gaps to be filled, it was planned these be filled with new incoming Trustees. The matter would be reviewed by Remco at their meeting on 13 July 2023.</p>
15.	<p>AOB</p> <p>Agendas:</p> <p>The following agendas were noted by Trustees: -</p> <ul style="list-style-type: none"> • Draft agenda for 4 May 2023 Strategy Day • Draft agenda for 22 June 2023 meeting <p>Wakehurst Pricing</p> <p>It was noted that approval for the Wakehurst Pricing would be sought via correspondence.</p>
16.	<p>The dates and times of RBG Kew Board meetings were confirmed as:</p> <ul style="list-style-type: none"> - 4 May 2023 – Strategy Day - Kew - 22 June 2023 - Wakehurst - 12 October 2023 - Kew - 7 December 2023 - Kew <p>Meetings will commence at 10.00am unless otherwise advised. Venues would be confirmed.</p>

¹ 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.

² Section 43(2) of the Freedom of Information Act 2000 provides that:

Information is exempt if its disclosure under this Act would, or would be likely to, prejudice the commercial interests of any person (including the public authority holding it).

³ 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.