

MINUTES OF THE 181st MEETING OF THE RBG KEW BOARD OF TRUSTEES held on 19 MARCH 2020

Via Skype tele/video conferencing

Trustees

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

Observer

Pippa Wicks	Chair of Foundation Council
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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

Phill Leonard	Health, Safety and Business Risk Manager
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Item no. 7

Information has been exempted under Section 40(2) of the Freedom of Information Act 2000 ¹ .	
Alan Paton	Head of Science – Collections

	Executive Session The Trustees and Director commenced the meeting in executive session, where they discussed the impact of Coronavirus (CV-19) and Defra funding.
1.	<p>Chair's introduction and welcome The Chair extended a warm welcome to Pippa Wicks, Chair of Foundation Council, and Rachel Pan, new Head of Governance and Director's Office.</p> <p>She noted that a new item on CV-19 had been added under 'Matters Arising' and invited Trustees to raise any concerns/queries under that item.</p> <p>It was reported that the Permanent Secretary was unable to join the meeting due to the CV-19 government meetings and would be invited to join a meeting later in the year.</p> <p>The Chair updated the Board on the following items: -</p> <ul style="list-style-type: none"> the Kew International Medal had been cancelled due to travel restriction problems for Sandra Diaz (winner of the medal) because of CV-19. A new date would be set in late summer/ early autumn the Biodiversity Conference held on 20 February 2020, attended by our Patron, HRH The Prince of Wales, and Lord Gardiner, had been a great success

	<ul style="list-style-type: none"> the Orchids Festival had been extended for a further week due to the poor weather in February the Capital Development Committee had closed in February 2020, its remit would be picked up by other Committees and any outstanding items addressed separately Andrew Williams would be stepping down from his role as Director of Estates from end March 2020 and changes to reporting lines in the Estates and Capital Development directorate were being processed. <p><i>[Information has been exempted under Section 36 of the Freedom of Information Act 2000²</i> On Trustee appointments, it was reported that the advert (due to go live at the end of the week) had been delayed due to CV-19. It would be shared with all Trustees/EB when made available.</p> <p>Apologies An apology for absence had been received from Sir Paul Nurse.</p> <p>Declaration of Interest There were no declarations of interests that had not been declared previously.</p>
2.	<p>Minutes of meeting held on 12 December 2019 The minutes of previous meeting were approved as a true and correct record and would be signed electronically by the Chair.</p> <p>Actions Log The actions log was noted, all pending actions would be carried forward.</p> <p>Matters Arising: Coronavirus/Covid-19 (CV-19) It was noted that Trustees had been kept updated on RBG Kew's response to CV-19 by updates from Richard Deverell.</p> <p>Richard noted that a series of immediate actions had taken place as result of CV-19, including:</p> <ul style="list-style-type: none"> 'gold incident' (i.e. daily) management team meetings led by Phill Leonard daily Executive Board CV-19 meetings focusing on people, operations, finance and communications increased communications to all staff, including volunteers, via Kewnet and email <p>It was noted that both gardens had currently been kept open (on reduced services to minimise social contact) in line with other botanic gardens (with the exception of Oxford Botanic garden); the situation would continue to be closely monitored and could change at short notice, resulting in closure of both sites.</p> <p>In discussion, it was noted that:</p> <ul style="list-style-type: none"> RBG Kew held reserves of approximately £10m (unrestricted - £6m and designated - £4m); reserves would only be triggered with Trustees approval RBG Kew did not have business interruption insurance cover; insurance could also not be claimed due to 'force majeure' clauses engaging audiences via digital means would continue to be expanded Kew entry prices had been reduced; these reductions had been communicated to visitors via social media, kew.org website, and via other digital means Wakehurst had free entry a high increase in visitor numbers was anticipated for Mother's Day (22 March) <p>It was suggested that consideration be given to free entry at Kew, as an expression of supporting public service, which could help with Defra funding in the longer term. Bicycle parking was also suggested.</p> <p style="text-align: right;">AP1: Sandra Botterell/Richard Barley</p>

	<p>Trustees discussed other potential income streams. <i>[Information has been exempted under Section 43(2) of the Freedom of Information Act 2000³]</i> Potential grant funding from the Foundation charity was also considered.</p> <p>The importance of keeping connected with staff (and volunteers), especially their wellbeing and mental health, was noted. Trustees were invited to share any helpful thoughts/advice/experience with Richard Deverell, including how to handle people's return to work at Kew (their wellbeing concerns etc). It was reported that staff sickness and self-isolation were being tracked on <i>agresso</i> and that there were no confirmed cases to date, though there were several self-isolating with symptoms.</p> <p>Richard added that:</p> <ul style="list-style-type: none"> • there was an excellent sharing of advice/information with other cultural institutions • he was part of daily conference calls led by the Permanent Secretary, who reported on COBRA and other government meetings (the focus of these meetings tended to be on security of food supplies) <p>Fern Stoner reported that she had not received any communications on potential financial support arising from CV-19 from Defra.</p> <p>It was agreed there would be regular RBG Kew Trustees 'informational' meetings on CV-19, until further notice. AP2: Balwinder Allen</p> <p>On behalf of Trustees, the Chair conveyed sincere and grateful thanks to Richard Deverell and Executive Board, for the way in which they were dealing with the CV-19 crisis. She requested that the Trustees' thanks be conveyed to all RBG Kew staff and volunteers. AP3: Richard Deverell</p>
3.	<p>Director's Report</p> <p>Richard Deverell submitted his report, copy attached, for review by Trustees.</p> <p>It was remarked that the Biosecurity Conference, held on 20 February, was exactly the sort of event that RBG Kew should be engaged in, e.g. bringing audiences, expertise, experiences (nationally and internationally) together, working collaboratively on urgent issues and finding solutions. With the current focus on Kew's strategy, the importance of trust, partnerships and convening power were ever important.</p>
4.	<p>Finance Report</p> <p>Fern Stoner presented a paper (copy attached) which outlined the financial performance for the 9 months to 31 December 2019. She noted that</p> <ul style="list-style-type: none"> • actuals to December 2019 showed an expected operating surplus of £1.1m, driven by strong performance from Christmas at Kew • January 2020 results were in line with forecast • February 2020 results were poor due to wet weather • Scenario planning and financial risks relating to the evolving situation with CV-19 were being prepared.
5.	<p>Budget</p> <p>Fern Stoner submitted the Budget for 2020-21 – 2021-23, copy attached, for consideration by Trustees. She noted the financial impact of CV-19 had not been factored in the budget yet and that any crystallization of risks would need to be managed via Kew's reserves, budget contingency and review of planned activities.</p> <p>Attention was drawn to the following points: -</p> <ul style="list-style-type: none"> • <i>[Information has been exempted under Section 36 of the Freedom of Information Act 2000²]</i> • the budget had been set against competing operational challenges, including an expected decline in year visitor numbers and increase in investment in specific areas to deliver on corporate priorities. To balance these, the budget had included: <ul style="list-style-type: none"> ○ savings of £1m identified across directorates ○ no new permanent staff positions

	<p>○ a small price increase in Kew Gardens adult day tickets of 50p</p> <p>The significant risks to income and the concerns relating to <i>[Information has been exempted under Section 36 of the Freedom of Information Act 2000²]</i>, including the possibility of an emergency CV-19 appeal, were discussed. It was noted that the Foundation were working with the Science directorate on reviewing science projects that had been halted due to CV-19 and identifying any possibilities of an appeal to original (and broader) donors. The importance of timely and careful messaging was noted. <i>[Information has been exempted under Section 36 of the Freedom of Information Act 2000²]</i></p> <p>The Trustees agreed that, due to the uncertainties of Defra funding and the CV-19 situation, the budget was approved on an interim basis. More work would be carried out on the budget and it would be re-submitted to the June meeting for final approval. AP4: Fern Stoner</p> <p>Operational Plan</p> <p>Fern Stoner submitted a copy of the Operational Plan 2020-21, copy attached, for consideration by Trustees. Trustees agreed that, as with the Budget, the plan would be revised in light of CV-19 and re-submitted for consideration with the Budget at the June meeting. AP5: Fern Stoner</p>
6.	<p>Strategic think piece: Towards a Science Strategy for 2021-2025</p> <p>Alex Antonelli submitted a paper, copy attached, on the work being carried out on the new Science strategy to be published in early 2021 for the period 2021-2025 and the vision beyond 2030. He gave Trustees a presentation, which outlined the direction of travel on the Science Strategy (SS).</p> <p>Alex noted the accelerated changes that had occurred in the world since Kew had been founded and explained the need for a multi-stakeholder approach to address the world's greatest challenges. Referring to the 'The Global Risks Report 2020' produced by the World Economic Forum, he noted that the top 5 risks had all been identified as 'environmental' risks. That was why, on behalf of all the science heads and with support from the Executive Board, the proposal of the strong scientific mission for Kew was to: stop biodiversity loss.</p> <p>Alex explained the planned project approach, including the five phases of activity and progress to date. The three 'pillar' actions (Explore, Educate and Engage) to enable Kew to delivery on this mission were also explained. The aim to 'strive for excellence' and what 'scientific excellence' would look like in 2030 were highlighted. It was noted that the SS would be dovetailed with the Corporate Strategy, and the phases of development and timelines would be outlined. Alex invited Trustees to consider the following questions:</p> <ul style="list-style-type: none"> • Do you agree with the direction of travel? • Are we missing anything? What could be improved? • Achieving the mission and excellence may require a fair amount of changes – are you supportive? <p>Trustees expressed their support for the work being carried out on the SS and the direction of travel. They also welcomed the improvements made with each iteration as the strategy continued to be developed. They noted the following points in discussion:</p> <ul style="list-style-type: none"> • that it would be important to identify what made Kew different and unique (such as its plant and fungal research), this would also help with messaging • that the 'Educate' pillar should include training and educating staff (i.e. looking 'in' as well as 'out') • that constructive external feedback would be essential; the external assessment should be on the basis of 'Kew's eyes only' approach, otherwise Kew would not receive honest and constructive feedback • that it would be important for Kew to be mindful of potential problems e.g. some countries were getting anxious and impatient about not having access to Kew's collections, some of which originally came from these very same countries; therefore, digitisation was key

	<ul style="list-style-type: none"> • we needed a greater sense of urgency—this was not just another 5-year strategy; there should be an overriding big audacious goal and beneath that plans and metrics on how to achieve that overriding goal • there should be ‘lessons learnt’ from the previous strategy <p><i>[Information has been exempted under Section 36 of the Freedom of Information Act 2000²]</i></p> <p>It was agreed that it was an exciting time for Kew and Kew Science. Alex, in thanking Trustees for their feedback, noted the importance of distinguishing between what was achievable and what was aspirational.</p>
7.	<p>Investment Case: Integrated collections management system</p> <p><i>[Information has been exempted under Section 40(2) of the Freedom of Information Act 2000¹]</i> and Alan Paton joined the meeting. Alex Antonelli submitted a paper, copy attached, on the above Investment Case. He introduced the item and invited <i>[Information has been exempted under Section 40(2) of the Freedom of Information Act 2000¹]</i> to present the item.</p> <p><i>[Information has been exempted under Section 40(2) of the Freedom of Information Act 2000¹]</i> presentation noted the importance of rationalising the existing collections to ensure future sustainability, regulatory compliance, virtual efficiencies and effectiveness. This was stage 3 of the process which would take over 4 years to implement and would cost £5.7m. It was noted that the funding of the ICMS would not be dependent on the Herbarium Digitisation project—it would be part of the SR20 funding bid to Defra.</p> <p>In discussion, it was noted that the project was an essential requirement for accessibility of information/data. Research on systems used by other leading institutions had found that there was no one system that fulfilled all the criteria without some form of configuration. Trustees were assured that all the data would be gathered and organised in a way to make it openly available to those that required it whilst fulfilling the legal criteria.</p> <p>It was noted that it was hoped to implement the system and digitise the herbarium and fungarium prior to many of the construction projects planned (e.g., Science Quarter).</p> <p>Trustees approved Stage 3 of the Integrated Collections Management System at RBG Kew, subject to funding, as set out in the paper. AP6: Alex Antonelli</p>
8.	<p>Ethical Policy and Third-Party Engagement Policy</p> <p>Richard Deverell presented the above policy, copy attached, for consideration by Trustees. He noted that the Ethical Policy, reviewed by the EB and ARC, had remained largely unchanged. However, the Third-Party Engagement Policy had received a more significant review and included an enhanced frame of reference on how third-party relationships were managed and assessed.</p> <p>In discussion, clarification was sought on some of the clauses. It was noted that every case would be reviewed independently and that if there were any ambiguities or concerns, these would be escalated via the route outlined in the paper. Given some of the sensitivities that could occur, RBG Kew had to be very careful. It was suggested that it was important to listen and resist acting too quickly.</p> <p>Following further discussion, Trustees approved the revised</p> <ol style="list-style-type: none"> Ethical Policy and Third-Party Engagement Policy <p>It was also agreed that both policies would be reviewed in 12 months’ time and accompanied by a short paper that highlighted actual cases and lessons learned. AP7: Rachel Pan</p> <p>AP8: Rachel Pan</p>
9.	<p>Arboretum Headquarter (Arb HQ) contract</p>

	<p>Richard Barley submitted a paper, copy attached, for consideration by Trustees. He noted that Trustees had approved the revised investment case for a new Arb HQ in June 2019 and that funding for the project had been secured via the Kew Foundation.</p> <p>Trustees discussed the timeframe and impact of CV-19 on construction. In response to a question on whether a slight delay to the project would be beneficial, Richard Barley said that (currently) there was no benefit to delaying as it would have a knock-on effect with suppliers later. The contingency costs would be made available from Kew's designated reserve for projects, if required.</p> <p>It was agreed that Richard Barley would follow up with the procurement manager and Ian Karet on the potential for force majeure language in the contract in light of Covid-19; subject to this point, Trustees approved the award of the contract to CityAxis Ltd for the construction of the new Arboretum HQ. AP9: Richard Barley</p> <p>Family Restaurant (FR) Richard Barley reported that the revised business case for the FR and award of construction contract would be considered by the Finance Committee at their meeting on 27 May 2020. Pending their recommendation, Trustees would be invited to consider the case and construction contract out of meeting (via email correspondence) to avoid delays to construction.</p>
10.	<p>Kew Governance update Fern Stoner submitted a document on Kew Governance (copy attached), that was last approved by Trustees in March 2017 and now due for its three-yearly review. The document had set out governance structures, processes and authorities and given clarity on decision-making processes.</p> <p>Trustees approved the updated 'Governance at RBG Kew' document. AP10: Rachel Pan</p>
11.	<p>Updates from Committees The Chair submitted a report, copy attached, on the various Trustee Committee meetings, which was noted. No further updates were reported.</p> <p>Congratulations were conveyed to Sandra Botterell and all those involved in the success of the "Chihuly: Reflections on Nature" exhibition. <i>[Information has been exempted under Section 43(2) of the Freedom of Information Act 2000³]</i> The learnings from the business case were noted.</p> <p>It also was noted that, following the closure of the Capital Development Committee, an update on the planning appeal application would be included in the Director's report going forward.</p>
12.	<p>Forward plan items for the year The forward planned items for the year were noted. It was noted that many of the items were likely to change due to CV-19.</p>
13.	<p>Draft Agenda for 28 April 2020 Strategy Day It was noted that the April meeting would be a normal board meeting and part of the June meeting would be a strategy meeting.</p>
14.	<p>AOB The following business was noted: -</p> <ul style="list-style-type: none"> • The Chair continued her 1:1s with each of the Trustees. • On 55 Kew Green and the Leases Bill, it was reported that Deloitte had been engaged to provide tax and accounting advice to RBG Kew. However, the work had to be halted due to CV-19. An update would be given at the June Board meeting in the Director's report.
15.	<p>Date and time of meeting The date and time of the next meetings were confirmed as:</p> <ul style="list-style-type: none"> - 28 April 2020; 18 June 2020; 8 October 2020 and 10 December 2020 <p>There would be additional CV-19 meetings.</p>

End notes

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 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.*

³ 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).