

MINUTES OF THE 189th MEETING OF THE RBG KEW BOARD OF TRUSTEES held on 24 JUNE 2021

Held at Wakehurst MSB meeting Room, and via Microsoft Teams

Trustees

Present:

Dame Amelia Fawcett	Chair
Professor Liam Dolan	Queen's Trustee (joined remotely)
Nick Baird	Trustee (joined remotely)
Judith Batchelar	Trustee
Catherine Dugmore	Trustee
Krishnan Guru-Murthy	Trustee
Chris Gilligan	Trustee
Professor Sue Hartley	Trustee
Sir Paul Nurse	Trustee
David Richardson	Trustee
Jantiene Klein Roseboom van der Veer	Trustee (joined remotely)

Observers:

Ian Graham Trustee in waiting – to join board 1 Nov 2021

In attendance:

Richard Deverell	Director
Professor Alex Antonelli	Director of Science (joined remotely)
Richard Barley	Director of Horticulture and Learning
Sandra Botterell	Director of Marketing and Commercial Enterprise
Meredith Pierce Hunter	Director of Foundation
Tony Sweeney	Director of Wakehurst
Fern Stoner	Director of Resources

Secretariat

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

Guests:

Item No. 7 (joined remotely)

[Information redacted under s.40(2) of the Freedom of Information Act¹]

Item No. 8

[Information redacted under s.40(2) of the Freedom of Information Act¹]

Item No. 10

Ed Ikin Wakehurst Deputy Director

Item No. 11 (joined remotely)

Phill Leonard Health, Safety and Business Risk Manager

[Information redacted under s.40(2) of the Freedom of Information Act¹]

Item No. 12 (joined remotely)

Paul Denton Head of Visitor Programmes and Exhibitions

Tom DiMaio Head of Business Planning and Analysis

Item No. 13 (joined remotely)

Karl Newton Director of Business Services, Foundation

[Information redacted under s.40(2) of the Freedom of Information Act¹]

1.	Executive Session The Trustees and Director commenced the meeting in executive session. The main item of importance was the digitisation of the Herbarium.
	Standing Items
2.	Chair's introduction and welcome The Chair welcomed all members to the meeting. She reported that: <ul style="list-style-type: none"> - Catherine Dugmore's Term of Office had been extended to 28 February 2022. - A new recruitment campaign would commence late summer to replace Catherine Dugmore, Liam Dolan, and Sue Hartley (all terms ending on 28 February 2022). The advert would be shared with Trustees. - Lord Benyon, Defra's new Minister, had replaced Lord Gardiner in May 2021. - Trustees had unanimously agreed the 14th Kew International Medal be awarded to Professor Partha Dasgupta.

	<ul style="list-style-type: none"> - Two new Committees had been agreed since the last meeting: Wakehurst Advisory Committee and Equality Diversity and Inclusion Committee to be chaired by Chris Gilligan and Krishnan Guru Murthy, respectively. <p>Apologies Apologies for absence had been received from Sarah Flannigan, Pippa Wicks, and Ian McKetty. Liam Dolan had sent apologies for the afternoon session.</p> <p>Declaration of Interest No conflicts of interest were declared.</p>
	<p>Minutes of the meeting held on 18 March 2021 The minutes of the previous meeting were approved as a true and correct record.</p> <p>Actions Log The actions log was noted, all pending actions would be carried forward.</p> <p>Matters Arising It was noted that all matters arising were covered in the agenda.</p>
	<p>Director's Report (including 2020/21 review) The Director's report was noted. He presented slides and gave an update on: -</p> <ul style="list-style-type: none"> - RBG Kew's Garden at the 10th China Flower Expo, Shanghai - Rediscovering the lost coffee (short video) and the importance of Herbarium historic collections of specimens for contemporary use. <p>It was suggested that 'big numbers' be added to the coffee story to demonstrate the significant impact and importance of Kew's work. Additionally, Kew's role in helping grow trade in communities weakened by Coronavirus, and future potentials (e.g., decaffeinated coffee) were suggested. It was agreed that the Director would compile a list of other relevant case studies for the next meeting of Trustees. (AP1: RD)</p> <p>Review of last financial year during Covid-19 The Director gave a presentation on the review of 2020/21, outlining achievements and difficulties during the Covid-19 pandemic. Although a challenging year, much had been achieved and lessons learned. Kew had performed better than some peer organisations and Wakehurst had performed especially well. Scenario planning had brought key risks (actual and potential) into sharp focus. The importance of diverse incomes to build resilience was reiterated.</p> <p>Trustees recommended that, in connection with the discussion on the Kew voice item (below), consideration be given to building a 'supporter base', especially with people interested in and concerned about biodiversity loss and conservation. A reduced 'out of town' membership was also suggested, as a way to broaden Kew's audience – these would be people interested in supporting Kew, even though they cannot get to Kew.</p> <p>The Chair noted that although it had been a disappointing year for membership and income, Kew had much to be proud of and staff were to be congratulated as it was a year of extraordinary achievements too.</p>
	<p>Finance Report (including update on multi-year Spending Review) The Director of Resources presented a paper outlining the financial performance for the twelve months to March 2021. She noted: -</p> <ul style="list-style-type: none"> - Kew was predicting a surplus at year end 2020/21, due to performance upside in Q4 and the timing of committed expenditure. The surplus would increase Kew's unrestricted reserves in the short-term which would then be expended in early 2021/22. - The benefits of the extended VAT reduction - Defra capital funding had been fully expended in 2020/21 - Performance in early part of 2021/22 had been mixed, April was on budget, however day paying visitors in May were lower due to prolonged wet weather

	<ul style="list-style-type: none"> - Defra were planning work on the Comprehensive Spending Review over summer. <p>The Chair requested that the Trustees' and her admiration and deep gratitude be expressed to all staff (including volunteers) for the way in which they had handled the financial challenges during Covid-19. (AP2:FS/RD)</p>
	<p style="text-align: center;">Session 1: Strategy</p>
	<p>Reflections on Strategy Day</p> <p>The Chair introduced the item and noted that the consensus of the strategy day workshop had been: -</p> <ul style="list-style-type: none"> - for Kew to be bolder and more vocal on some occasions; this to be evidence-based and drawing on expertise - success in using our voice effectively could result in being more widely recognised as a trusted, authoritative, and engaging voice on issues relating to Kew's work - Kew's Voice should be used on a case-by-case basis. <p>Trustees agreed that the voice workshop had been an excellent session and discussed what progress would look like and how Trustees could keep the subject topical and relevant, especially with full agendas.</p> <p>The following recommendations were noted in discussion: -</p> <ul style="list-style-type: none"> - a separate shelf be created on Board Intelligence, where news releases, important documents etc., be posted to enable Trustees to be kept abreast of issues (AP3: BA) - Trustees to be advised of Kew's position on any potentially controversial issues - the 'Kew voice' item to be reviewed annually at strategy days and consideration be given to including a fixed item on the agenda at regular intervals (AP4: DAF:RD:BA) - Kew should be 'nimble' in expressing its voice, and not process-driven - there should be clarity on Kew's key strategic messages, especially on science, e.g., what were the key messages Kew wanted to emphasise over next 3-5 years? The Director of Science would discuss this further outside the meeting with Chris Gilligan (AP5: AA:CG) - the Science Team should link with the Communications Team to provide short, strategic, and clear messaging, that was easily accessible and regularly updated, and which the Trustees could use in their role as ambassadors for Kew. (AP6: AA:SB) <p>Congratulations were conveyed by Trustees for the well-run Kew Voice Workshop. Trustees' enthusiasm for brand-campaigning work was also noted.</p>
	<p>Science Quarter (SQ) Options</p> <p>The Director introduced the item noting that the SQ was his top priority for Kew due to the urgency to provide essential facilities to protect the collections. Defra were aware of the need to properly house the collections and the investment needed in Kew's science, and the Executive and Board were supportive but more work was needed <i>[Information redacted under s.36 of the Freedom of Information Act²]</i>. The resistance to some of the proposals by some scientists was noted.</p> <p>The Director of Science reported that at a recent meeting with Trustees and scientists on the matter, all the options had been considered with some scientists supporting Option 2 and some Option 3. The latter was his and the Deputy Science Heads' preference for the long-term solution for the safety of the collections.</p> <p>Costings and the development of Option 3 were explained. In discussion, the following points were noted: -</p> <ul style="list-style-type: none"> - <i>[Information redacted under s.36 of the Freedom of Information Act²]</i> - Option 3 lent itself to phasing—some work could start immediately; costings on building a temporary building and the buildings at Wakehurst were outlined - the importance of involving and seeking support from relevant politicians was emphasised - factoring in 'best quality of science' and how Kew would deliver such science was crucial

	<ul style="list-style-type: none"> - Kew was an iconic institution and London an attractive city to overseas and high-quality scientists and researchers—for Kew to deliver its strategy, it must be able to attract the very best researchers, and location really mattered to them - the concerns from those resisting Option 3 needed to be resolved and it was important to bring them on board with Kew’s vision; there is a need to help people imagine how to work differently (looking at what others are doing elsewhere could be helpful) - the numbers of science staff directly impacted by Option 3 were noted. <p>Other comments included: -</p> <ul style="list-style-type: none"> - the interconnection between the three projects (Digitisation, Global Biodiversity Institute and Science Quarter) was noted; the strength would be in the integration of these and how they addressed the challenges of biodiversity loss—we need to move away from discussing them individually and discuss them as a whole - it was important to emphasise that the vision was not about new buildings, it was about the single vision of stopping biodiversity loss and what Kew Science would do to meet this challenge. A compelling vision would also help inspire scientists, other Kew staff and Government, as well as help fundraising/ philanthropy. - <i>[Information redacted under s.36 of the Freedom of Information Act²]</i> <p>It also was noted that Kew was working with Defra on a list of immediate concerns that needed to be addressed. Trustees requested more information on the short-term option. It was noted that the Audit and Risk Committee had raised the significant concern of the condition of the existing buildings and the inability to maintain the safety of Kew’s collections until such time as a solution was found. Communications with Government also needed to stress the real and immediate threat to the collections and the statutory responsibility of Trustees and Defra to the public to protect these important national collections.</p> <p>In further discussion, Trustees <u>endorsed</u> Option 3 as their preferred option. They <u>agreed</u> that:</p> <ul style="list-style-type: none"> - Kew should not delay, and that it should be proactive in pursuing this agenda with the hope to obtain traction with government. - phasing the works and the costings of each of the phases required further work, as well as the timeframe - the short-term option to be brought back to Trustees for consideration - short-term and long-term funding should continue to be explored (including contacting Treasury and UKRI); this would include the funding to take the project to RIBA stage 2 - Trustees recognised that some issues still needed to be resolved—these would continue to be pursued. (AP7: RD/MR) <p>The importance of not diverting resources from other important work was also noted. This matter would be further discussed at the Science Advisory Committee.</p>
	<p>History, equity and inclusion at the Royal Botanic Gardens, Kew: Recommendations for Action</p> <p>The CITES Scientific Advisor introduced the item and gave a short presentation on the work to date. The 5 cross-cutting principles were outlined: reveal untold stories, widen access, use inclusive language, understand users and audiences, and change institutional culture.</p> <p>Trustees welcomed the work in this area and remarked on the thoroughness, commitment, and breadth of work that had been carried out to date. They noted the following points in discussion:</p> <ul style="list-style-type: none"> - there was an opportunity to be specific on Kew’s work on ‘research ethics’; however, the work from leading universities, UKRI and the Wellcome Trust on best practice in this area should also be observed - funding should be explored from trusts and foundations - language and avoiding pitfalls were important - metrics/measuring targets were essential

	<ul style="list-style-type: none"> - ensuring appropriate training was important - a transition ‘roadmap’ with clear impact, metrics and outcomes was recommended - challenges in Madagascar were noted <p>It was noted that institutional changes would take time; however, there were some quick wins, some of which were publicly visible e.g., some areas of interpretation/signage. Points on widening access and changing the perceptions of Kew were noted. A “big idea” proposal to broaden access to both gardens would be submitted to Trustees later in the year. The importance of communication, transparency and authenticity was stressed. Greater engagement with Trustees and the EDI Committee (once formed) to help support this important area of work was encouraged.</p> <p>Trustees approved the recommendations and governance outlined in the report. The plans for implementation and next steps were noted.</p>
	<p>Strengthening Kew’s relationship with Government (discussed at the end of the meeting)</p> <p>The Chair thanked Nick Baird for his invaluable support for the small working group which had been formed to identify key government stakeholders, the best approach to relationship management etc. The ‘go-to’ concept, whereby Kew would be seen by government as an open and trusted ‘go-to organisation’ of experts (who also support the ‘global Britain’ narrative given their work in so many countries) was stressed. The importance of speed and making key connections was highlighted.</p> <p>Trustees discussed strategies on how to engage with various individuals and officials to strengthen government relationships, building on long-standing relationships in some cases and starting new ones in others: -</p> <ul style="list-style-type: none"> - key ministers and officials across government [<i>Information redacted under s.36 of the Freedom of Information Act²</i>] - government’s Chief Scientific Adviser—stress the role Kew can play across government—be specific about what Kew can do (vague ideas will not work) - senior officials at Business, Energy and Industry Strategy (BEIS) [<i>Information redacted under s.36 of the Freedom of Information Act²</i>]; UK Research and Innovation (UKRI); and the old Department for International Development (DFID) now part of the Foreign Office - COP26 ambassadors and officials - Foreign and Commonwealth Office – for international relationships - local MPs - key civil servants. <p>It was noted that as the Government was committed to innovation and industry, it could be helpful for Kew to demonstrate its association with industry, using the P&G partnership as an example. The importance of diversifying relationships across government and building credibility was emphasised. It was suggested that one of the roles that Kew could play was to link the different government departments on areas such as biodiversity, natural capital, Dasgupta review, etc., to help create a holistic approach to such areas.</p> <p>It was noted that relationships should not be solely based on seeking funding, but the majority of time should be simply to help provide expertise and experience (as a “trusted partner”), particularly when Government is in the early stages of thinking about new policies.</p> <p>[<i>Information redacted under s.36 of the Freedom of Information Act²</i>]</p> <p>The Chair noted that regular dialogue on this matter would continue, and she encouraged Trustees to forward any further thoughts/suggestions to the Director of Resources and Head of Government Affairs.</p>
	<p>Presentation: Wakehurst Development Plan (WDP)</p> <p>The Director of Wakehurst introduced the item and noted that the WDP, originally endorsed by Trustees in 2018, had set out a new role for the future of the Wakehurst site as a significant national centre for natural capital research, landscape ecology, horticulture innovation and public engagement—a unique and distinctive role that cannot be done</p>

	<p>anywhere else. The plan was now enshrined as a key RBG Kew investment priority in the Kew Manifesto for Change.</p> <p>The Deputy Director of Wakehurst updated Trustees on the three Development Plan areas that were in progress through confirmed prospective funding streams: -</p> <ul style="list-style-type: none"> - the Landscape Ecology Programme - the Wakehurst Conservation and Research Nursery, and - the Hortus Conclusus (Walled garden) <p>He also noted the high intensity nature of the research site (across seven different habitats) and the digital sharing across four sites.</p> <p>In discussion, Trustees noted: -</p> <ul style="list-style-type: none"> - their congratulations in securing the £2.9m research carbon sequestration grant. The work with Natural England and alignment with Kew's strategy was explained. Establishing national credibility in this type of work was noted. - the importance of engaging with the National Farmers Union (NFU), who could become strong advocates for Kew's work <i>[Information redacted under s.36 of the Freedom of Information Act²]</i> was noted (it also was suggested that the NFU be invited to Wakehurst and Kew) - clarity on general messaging, particularly for external audiences (including Defra/NFU) was important (for example, why Crop Wild relatives are so important—releasing historic species) - this initiative will not only help with the NFU but with the CLA and those interested in soil health—there is an increasing interest in grasslands - the WDP should also look to what was unique to Wakehurst, and the important links to national and international work - key metrics/measurements should be considered. <p>It was noted that this was an exciting time for Wakehurst, and this partnership (with Defra, Natural England, BEIS and the Environment Agency) was a first for Kew and very exciting; it will prove very useful in the months and years ahead. Regular reporting from the new Wakehurst Advisory Committee to the Board would be welcomed.</p> <p>On behalf of Trustees, the Chair conveyed grateful and sincere thanks to Tony Sweeney, who was retiring at the end of September 2021, for his excellent work as Director of Wakehurst.</p>
	Lunch Break
	Session 1 – items for review/approval
	<p>Understanding Risks faced by RBG Kew</p> <p>The Chair introduced the item, noting that in response to the Board Effectiveness exercise carried out last year, as well as Charity Commission guidance, Trustees had agreed to review and assess the risks faced by RBG Kew on an annual basis. Attention was drawn to the questions on the coversheet of the paper.</p> <p>It was explained that all risks were scored against impact and likelihood, with discussions at both Executive Board and Audit & Risk Committee regarding materiality and prioritisation. It was recommended that for (especially new) Trustees to gain a better understanding of the risks, consideration be given to holding a workshop, where red rated risks (and relevant mitigations) could be reviewed and assessed in detail. The Chair of ARC also extended an invitation to all Trustees to join the ARC meetings when the risk register was discussed.</p> <p>Following discussion, Trustees agreed that 'scientific quality' (a critical concern for a research-based institution), be added to the strategic risk register. Subject to this, they <u>agreed</u> that: -</p> <ul style="list-style-type: none"> - The strategic risk register and summary adequately captured Kew's key risks - The risk management framework was comprehensive and supported Trustees in their role as Trustees. It was an iterative process that continued to be developed and improved with the aim of following best practice.

	<ul style="list-style-type: none"> - The risk appetite statement met the Board's expectations in adequately describing the amount and type of risk that Kew was willing to take within the context of Kew's status as a charity and an NDPB. - The risk appetite statement was approved. <p>Trustees also agreed that wherever possible the following be included to improve reporting on risks:</p> <ul style="list-style-type: none"> a. inclusion of duration of risks, i.e., a risk burn-down as well as risk mitigation b. inclusion of greater granularity (e.g., a 'heat map') (AP8: PL/SW)
	<p>Treehouses 2023 Business Case</p> <p>The Head of Visitor Programmes and Exhibitions gave a presentation outlining the Treehouses 2023 business case. Both the Finance and Resources Committee and Kew Enterprises Board had approved the proposal for submission to the Board.</p> <p>He explained the concept, noting that the Treehouses 2023 would be a bold, spectacular exhibition, set in and around Kew's living collections. Partnering with the Museum of Architecture, the designs would be architecturally interesting, unique, with renewable and sustainable use of materials: 3 would be direct commissions, 4 open competitions, and 1 a gallery exhibition. Drawing comparisons with a previous model (Chihuly), the best and base case scenarios, including the timetable for delivery, were outlined.</p> <p>The concern of 'honey-pots' was discussed, and Trustees were assured that there would be a good spread of the treehouses around the gardens, so that visitors would move around freely: access to, in and around each treehouse would be carefully managed. It was considered that interest would be received from big name architects, as well as others with clear, ingenious designs. The suggestion of corporate sponsorship for each of the treehouses individually or for all of the treehouses was noted. Careful considerations would also be given to disabled access. Connection with the curator of the V&A museum (who had held a comparable exhibition in 2010—about small spaces) was also suggested.</p> <p>It was noted that the budget was tight; however, it was explained that some of the materials would be donated in kind and there was also contingency in the budget.</p> <p>Trustees approved the Treehouses 2023 business case as noted in the paper.</p>
	<p>Donor Engagement Review</p> <p><i>[Information redacted under s.36 of the Freedom of Information Act²]</i></p>
	<p>Draft Annual Report and Accounts 2020/21 (ARA)</p> <p>The Director of Resources presented the ARA, noting that it had been reviewed by ARC on 27 May 2021. Performance had been significantly impacted by Covid-19; however, careful management of resources, income, fundraising, licensing, generous support from Defra and utilisation of the Job Retention Scheme had created a surplus at year end. As this relates in large part to a timing difference, it is anticipated that the surplus would be fully utilised in 2021/22.</p> <p>An audit clearance meeting had been held with the National Audit Office and Grant Thornton, and no material issues had been identified. ARC would meet the following week to review the audit findings report.</p> <p>Trustees approved:</p> <ul style="list-style-type: none"> - The draft ARA in principle, subject to any final amendments - The final version of the ARA be circulated to the Board for approval by correspondence - The designation of £1.9m unrestricted reserves be utilised for future capital and other projects - Confirmation that the 'going concern' statement was appropriate for the 2020/21 accounts. (AP11: FS)
	<p>Annual Review of Terms of Reference (TOR) for Boards, Committees and Kew Enterprises</p>

	<p>The Chair noted that:</p> <ul style="list-style-type: none"> - The Finance Committee has been renamed 'Finance and Resources Committee' to include people, financial health and infrastructure - The Commercial Innovation Unit (CIU) has been named as the third division of Kew Enterprises. <p>Trustees reviewed and approved the following Terms of Reference:</p> <ul style="list-style-type: none"> - RBG Kew Board of Trustees - RBG Kew Enterprises Ltd - Audit and Risk Committee - Finance and Resources Committee - Remuneration and Nominations Committee
	Items to Note
	<p>Audit & Risk Committee Annual Report 2020/21</p> <p>Catherine Dugmore presented the ARC annual report, which summarised the ARC activities in 2020/21. The report was noted by Trustees.</p>
	<p>Updates from Committees</p> <p>The synopsis of the various Committee meetings and Foundation Council since the last Board meeting were noted by Trustees. No further updates were reported.</p>
	AOB – no other business was reported.
	<p>Dates and Times of Next meetings 2021/2022 were noted as:</p> <p>2021</p> <ul style="list-style-type: none"> - Thursday 7 October 2021 - Thursday 9 December 2021 <p>2022</p> <ul style="list-style-type: none"> - Thursday 17 March 2022 - Thursday 28 April 2022 (strategy day) - Thursday 14 June 2022 - Thursday 6 October 2022 - Thursday 8 December 2022 <p>All meetings would commence at 10.00am unless otherwise advised. Venues to be confirmed.</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.