

The Royal Horticultural Society
Annual General Meeting – 26 June 2012

DRAFT Minutes of the **Annual General Meeting** held at **2pm on Tuesday 26 June 2012** at the Lindley Hall, 80 Vincent Square, London, SW1P 2PE

Members of Council present:

Mrs E Banks (President and Chairman); Sir Nicholas Bacon (Treasurer); Mr J Alexander-Sinclair; Mr G Anderson; Ms R Atkins; Mr M Balston; Mr D Espley; Mr R Evison; Mr M Fane; Mr D Haselgrove; Mr D Morrison (Chairman of Nominations, Appointments and Governance Committee); Mr A Muirhead; Mrs J McVicar; Mr D Philip; and Mrs P Scarlett.

Also present:

Mrs S Biggs (Director General); Mr S Bennett (Director of Shows); Ms R Evans (Director of Education, Fundraising and Communities); Mr J Gardiner (Director of Horticulture); Mr W Havercroft (Head of Retail); Mr J Hiley (Director of Finance); Mrs J Nix (Director of IT and Internal Audit / Company Secretary); Mrs Kerry Smith (Head of HR); and Mr D Wolfe (Director of Membership, Arts and Media).

103 other Members were present.

1 Welcome

- 1.1 The President welcomed Members to the 208th Annual General Meeting (AGM) of the Royal Horticultural Society.

2 Minutes of the Meeting held on 1 July 2011

- 2.1 The minutes of the 207th AGM held on 1 July 2011 were confirmed as a correct record, subject to amending minute 10.2 to reflect that Susan Whittaker did not enquire about the possibility of a fireworks display at the RHS Chelsea Flower Show.

3 President's Speech

- 3.1 The President began her address with a review of the Campaign for School Gardening and the award of the Windlesham Trophy for prison gardens. She stated that working in a prison garden is beneficial to inmates and improves the atmosphere in participating prisons. The RHS is performing important work in communities across the UK, and working with schools has not only introduced pupils to gardening but has also effectively engaged disaffected pupils.
- 3.2 It was noted that the RHS has reached out to many charities, educational bodies and businesses, including the Royal Botanic Gardens Kew and The National Trust. Working collaboratively means that RHS can do more for gardeners and gardening.
- 3.3 The President recognised the generous contributions from donors to the RHS. The new Fellows tier of membership has been a considerable success, with 75 Fellows recruited to date.
- 3.4 The President explained that careers in horticulture had been discussed at a successful conference in April as part of the first RHS National Gardening

Week. The conference was chaired by Alan Titchmarsh, RHS Vice President. He urged that more emphasis should be placed on the wide range of fascinating jobs available in horticulture and its related disciplines. RHS has been working to highlight horticulture as a worthwhile career and especially getting schools' careers advisers and the Government to recognise this.

- 3.5 The President acknowledged that an important part of publicising the messages of the RHS is through its relationship with the media. Particular emphasis was placed on the success of BBC coverage, especially that of the RHS Chelsea Flower Show.
- 3.6 The AGM noted that, under the leadership of Sue Biggs, RHS Director General, the internal structure of the RHS had been reviewed to enhance productivity and collaborative working.
- 3.7 The President announced the formation of an RHS Horticulture Board, which included representatives from all RHS Plant Committees, as well as the Chairmen of the Gardens, the Education, the Science, the Bursaries, the Awards and the Lindley Library and Arts Committees. The Board will advise Council about all activities relating to the encouragement and improvement of the science, art and practice of horticulture.
- 3.8 The AGM noted that the membership of the RHS to date had increased to over 393k and that there is a goal to secure 400k Members by the end of 2012.
- 3.9 The President highlighted that central to the future plans of the RHS was the money raised in granting a long term lease of the Lawrence Hall to Westminster School. It was noted that the Hall will continue to be used for the Society's London shows.
- 3.10 The AGM noted that the RHS Head of Libraries, Mrs Barbara Collecott, will retire on 30 June after 24 years with the Society.
- 3.11 The President thanked the three retiring Council Members, namely Mr Raymond Evison, Mr Michael Balston and The Hon Sarah Joiner.
- 3.12 The President concluded her address, stating that horticulture and the RHS would contribute much to the nation and to the world in the years to come.

4 Treasurer's Speech: Annual Report on Consolidated Financial Statements 2011/12

- 4.1 The Treasurer presented a summary on the Annual Report and Consolidated Financial Statements 2011/12. Key points included:
- 4.2 How RHS raised its funds:
 - 1. £65.8m income was generated in 2011/12, with a net surplus of £7.5m. This surplus represented an increase both on the internal

budget and on the previous year

2. Membership, Arts and Media (MAM), Shows and Trading activity continued to be the greatest sources of income for the RHS
3. Membership numbers closed at a record 383,046, a 5.6% growth on the previous year. MAM income represented approximately 26% of the Society's total income
4. Income from Shows represented approximately 24% of the total, a slight decrease on the previous year, with positive results from the RHS Chelsea Flower Show being offset by lower walk up ticket sales at RHS Hampton Court Palace and RHS Tatton Park Flower Shows
5. Income generated from RHS Gardens and Catering increased significantly in the year
6. Garden visits totalled 1.455m, which is the second highest recorded, and a 10% increase on the previous year
7. Gift Aid on Garden entry was introduced across all Gardens in 2011, allowing an additional £220k to be claimed from HM Revenue & Customs
8. The Fellows Scheme increased the income from legacies and donations by £300k
9. Retail income increased by £450k (up 3.7% on last year), which helped offset income reductions from the Horticultural Halls lettings, and media advertising sales. *The Garden* magazine had been totally revamped and positive advertising sales had been gained.

4.3 How RHS spent its funds:

1. Expenditure in 2011/12 was £58.3m, representing a £0.8m increase on the previous year, but this was offset by a £2.8m increase in income
2. Record membership growth led to a 2% increase in MAM costs, which was a result of increased publication and distribution costs to service the increased membership
3. RHS Gardens' costs increased by £500k (1%), of which 80% was a result of taking the Hyde Hall catering successfully in-house, which is now directly managed by the RHS.

5 Appointment of Auditors

- 5.1 The meeting **AGREED** to re-appoint PKF (UK) LLP as the Society's auditors for the ensuing year.

6 RHS Director General's Speech

- 6.1 The Director General delivered a presentation about the major highlights of 2011, as well as the future key RHS investment projects. Key points included:

6.2 Major Highlights of 2011/12:

1. The Society's record membership is a good indicator of a growing interest in horticulture across the UK
2. All four RHS Gardens featured in the Gardening 'Which?' top ten gardens in the UK, and RHS Garden Rosemoor was number one.
3. The Fellows Scheme had been a success
4. The first National Gardening Week took place in April 2012 and was also a success, particularly the conference, 'Horticulture: A Career to be Proud of'
5. Efficiency has been improved across the Society, especially through the restructuring and upgrading of IT systems
6. The Lindley Library will re-open on 27th June 2012
7. The long term lease of the Lawrence Hall had resulted in funds becoming available to invest in Key Investment Projects.

6.3 Key Investment Projects:

1. The Lindley Library and Hall will be transformed in to a lively hub for botanical arts and smaller plant shows, with a café open to the public
2. Investment in science and research projects
3. RHS Garden Wisley plans to improve infrastructure, as well as to build a new restaurant and an events centre, which will, for example, promote specialist nurseries
4. RHS Garden Hyde Hall will benefit from the planting of a large perennial meadow, a Mediterranean vegetable garden and a new Learning Centre
5. An urban garden inner city project, located outside the South East of England
6. Regional development, involving the building of networks across the UK, starting with a trial in Yorkshire and Scotland
7. Improving the accessibility and breadth of information available to the public through re-designing the RHS website.

7 Election of President and Treasurer

- 7.1 The Chairman of the Nominations, Appointments and Governance (NAG) Committee declared Elizabeth Banks elected unopposed to serve as President for 2012/13.
- 7.2 The Chairman of the NAG Committee declared Sir Nicholas Bacon elected unopposed to serve as Treasurer for 2012/13.

8 Election of Ordinary Members to Council for 2012

- 8.1 The President announced the result of the ballot for the election of Council Members as follows:

(see overleaf)

Candidate	No of individual votes cast	No. of discretionary proxy votes awarded to and cast by the President	Total No. of votes received including proxy votes awarded to and cast by the President
Neil Lucas	697	376	1,073
Mark Porter	735	376	1,111
Alison Ward	368	-	368
Jon Wheatley	689	376	1,065

8.2 Accordingly, the President declared that Neil Lucas, Mark Porter and Jon Wheatley had been elected as Members of Council until 2017. The newly elected Members were presented with their badge of office.

8.3 The President announced that Prunella Scarlett had been co-opted as a Member of Council until the AGM in 2013.

9 Appointment of Vice Presidents

9.1 The President announced that Council had re-appointed the following as Vice Presidents of the RHS:

Lawrence Banks CBE DL VMH
Chris Brickell CBE VMH
Raymond Evison OBE VMH
The Count de Kerchove de Denterghem
Vicomte Philippe de Spoelberch
Raymond Evison OBE, VMH
The Rt Hon the Lord Heseltine CH, PC
Carolyn Hardy OBE, VMH
Robert Hillier OBE VMH
Professor Brian Huntley
Roy Lancaster OBE, VMH
Jane Pepper
John Ravenscroft
John Sales VMH
The Dowager Marchioness of Salisbury VMH
Martin Slocock VMH
Dr Kiat Wee Tan
Alan Titchmarsh MBE, VMH, DL
Professor Harold Tukey.

10 Council resolution to amend the Society's Bye-Laws

10.1 The Chairman of the NAG Committee explained that his Committee was reviewing the governance of the RHS, including its Bye-Laws. This resolution was therefore withdrawn pending the completion of the review.

11 Members' Resolution – Council and President's support of candidates for election to council

11.1 Mr Peter Wadham (RHS Member) had proposed the following resolution:

'Members are grateful for the time and expertise that those on Council devote to the RHS and consider that it would be to the benefit of the Society if the election process were more supportive of representation by the wider membership. We call upon the Council and President each year in the election to support at least one candidate less than the number of vacancies on Council. An intended consequence would be to encourage more involvement, support and interest in the activities of the Society'.

11.2 Mr Wadham added that voting numbers were at the lowest for many years, which potentially reflected Members disengaging from the RHS.

11.3 Mr Ron Whittaker (RHS Member) commented that the Notice of the AGM was easy to misplace or lose. The Chairman of the NAG Committee assured the AGM that the format and size of the Notice of the AGM will be reviewed.

11.4 Mr Peter Almond (RHS Member) commented that The National Trust does not give its President a proxy vote. In response, the Chairman of the NAG Committee agreed that voting numbers were unsatisfactory, but highlighted that 45% of Member votes were cast as proxy votes, showing that a large percentage of Members prefer to allocate their vote to the President.

11.5 The Chairman of the NAG Committee requested a show of hands for those in support of the resolution, and for those against. It was decided that the majority of those present did not support the resolution, so hands were not counted.

11.6 Mr Ken Allen (RHS Member) said that the NAG Committee should remain independent of Council and should actively seek to encourage interest in the annual elections from the membership.

11.7 The Chairman of the NAG Committee responded that the Committee was made up of four Council Members and four non-Council Members, who are appointed by Council and serve one term of five years. Any Member of the RHS can put themselves forward for election to Council (subject to the Society's Bye-laws), and interviews are held with all prospective candidates, including existing Council Members. The object of this exercise is to decide who should receive the President's proxy vote. The NAG Committee works to identify the skills gaps in Council and to fill them in order to represent its diverse activities. He confirmed that the election process will be reviewed by the Committee.

12 Q & As

12.1 The President advised that three questions had been received from Members in advance of the AGM.

12.2 Encouraging Diversity on Council (Angela Jezzard and Mrs A B O'Brien)

Two similar questions had been received about how the RHS will promote diversity in the membership of Council.

12.3 The Chairman of the NAG Committee responded, highlighting that Council and its NAG Committee are reviewing the best way to engage all members as volunteers and participants in the governance of the Society. This year, as in previous years, Council decided which candidates to recommend for election and recommended these to the President who decided how to cast her discretionary proxy votes. This was based on the knowledge of the candidates, the needs of Council and the best interests of the Society. The Society aims to pro-actively encourage engagement by members from the earliest opportunity, with the aim of increasing the number of candidates available for appointment to committees. The merits of each candidate will continue to be considered on a case-by-case basis. With a female President and Director General and 42% of Senior Managers being female, diversity is an issue that the Society continues to take very seriously.

12.4 Pin badges for members (Mr Peter Gibbons)

Mr Gibbons asked why pin badges are only issued to Life Members.

12.5 The Director of Membership, Arts and Media, explained that pin badges are currently issued only to Life Members because it is a way of recognising their significant contribution to the Society. He told the meeting that RHS will certainly look at the opportunity for Members to buy a badge as a sign of their support for the Society, and appreciated the issue being raised.

12.6 President's proxy vote (Mr Peter Almond)

The Notice of the AGM advises that 'many members prefer to appoint the President to vote on their behalf as proxy'. Mr Almond asked what evidence Council had to support this statement.

12.7 The President advised the meeting that all Members have the right to vote for their preferred candidate(s), but in this year's election 45.5% of the votes cast were discretionary proxy votes by the President.

12.8 The President then invited questions from the floor.

12.9 RHS use of phone numbers with the prefix 0844 (Ms Margaret Easter)

There were concerns about the expense of phoning the RHS Shows ticket line, as it was an 0844 number which with some providers costs more than a local rate call.

12.10 The Director of Membership, Arts and Media confirmed that it is the Society's intention to deliver a local rate call for all customers. To the best of his knowledge, the tariff that had been set for the 0844 numbers was a local

one, but he assured the meeting that this will be further investigated.

12.11 Live web cams at RHS Gardens (Mr Andrew Rust)

The Director General advised that the RHS website re-design project will include the installation of web cams at one or more of the RHS Gardens.

12.12 Noise level at RHS Garden Wisley generated from the A3 (Mr Damien Wheeler)

The Director General advised that it is not viable to fund a re-surfacing of the A3, which runs alongside RHS Garden Wisley. This would be the only way to significantly reduce noise pollution from traffic.

12.13 RHS Chelsea Flower Show 'sell-off' (Mrs Eileen Lister)

Mrs Lister questioned why, over the past two years, people have had to reserve a plant during RHS Chelsea Flower Show week to gain entry to the Show during the 'sell-off'. This is in contrast to previous years, where Members were able to gain entry to the Show 'sell-off' by producing their membership card. The Director of Shows, explained that membership numbers have grown to a point where it is no longer possible to open the doors of the show to all Members during the 'sell-off'.

12.14 RHS links with other organisations (Ms Collette Whitehead)

In response to a proposal for the Society to collaborate with organisations such as the Natural History Museum, Lambeth Palace and the Garden Museum, the President explained that RHS plans to increase its links with external organisations. The Director General highlighted that there is an upcoming Plant Seekers Exhibition which was developed in collaboration with the Garden Museum, opening on 17th July 2012 at the Garden Museum.

12.15 Governance review

In response to a question from an RHS Plant Committee Member regarding RHS staffing levels, the Director General stated that the Society's staff numbers at managerial level had reduced in the past 18 months. It was suggested that the paperwork on the RHS' new structure he had received related to the Governance Review, which had been finalised recently and will be communicated to RHS Committee Members during the summer of 2012.

12.16 Incentives to attend the AGM

In response to a suggestion to offer incentives to attend the AGM, the President confirmed that this was being explored by the Executive.

12.17 Failure to count the show of hands (Mr Peter Almond)

In response to a suggestion that the failure to count the show of hands at Item 10 displayed arrogance on the part of the RHS, the President assured

the AGM that the RHS did not intend to appear in this way and that this comment had been taken on board.

13 Any Other Business

13.1 The President extended her gratitude to the RHS Council and Leadership Team Members and thanked those who had been involved with preparing the venue for the AGM 2012.

13.1 There being no other business, the AGM finished at 3.45pm.

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Chairman

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Date

For further information, please contact The Secretary by email at secretary@rhs.org.uk or by telephone on 020 7821 3034.