

Minutes of the **Annual General Meeting** held at **2pm on Tuesday 1 July 2008** in the RHS Conference Centre, Westminster, London

Present:

Mr P N Buckley (President and Chairman); Mr G Anderson; Mr M E Balston; Mrs E C Banks; Mr C N Beard; Mr L N Colborn; Mr G Coode-Adams; Mr R J Evison; Mr R T Hillier; Prof J MacLeod; Mrs J F McVicar; Mr D Morrison; Mr A W Muirhead; Mr D R G Philip; Mrs P P Scarlett; Mr E A P Sells and Mr W R B Webb.

Also present:

Ms I Grimsey (Director General); Mr S M Bennett (Shows Director); Miss S A Buxton (Director of Finance); Ms J Cherry (Director of Gardens and Estates); Mr G Seabright (Commercial Director); Mr A W Smith (The Secretary); Dr S Thornton-Wood (Director of Science and Learning) and Mr R Trevelyan (Director of Marketing and Membership).

87 members of the RHS were present.

A quorum of 100 members not being achieved, the meeting stood adjourned until 2.35pm when, in accordance with Bye-Law 12.3, the 87 members then present were deemed to be the quorum.

1 Welcome

1.1 The President welcomed members to the 204th Annual General Meeting (AGM) of the RHS.

2 Minutes of the Meeting held on 28 June 2007

2.1 The minutes of the 203rd AGM held on 28 June 2007 were confirmed as a correct record.

3 Matters Arising from the Minutes

3.1 Minute 3.1 – Public Transport to RHS Garden Wisley

The President reported that despite further approaches from the Society, National Express continued to be reluctant to stop in the lay-by on the A3 near RHS Garden Wisley. However, discussions were continuing and the Society was additionally looking at how to improve access arrangements at Wisley in order to encourage more public transport services in the future.

3.2 Minute 3.6 – Use of 0870 telephone number for show tickets booking line

The Meeting noted that the Society would discontinue the use of an 0870 telephone number for the shows ticket booking line after the 2008 shows season. Although a decision had yet to be taken on the arrangements for 2009, it was anticipated that a low cost 0844 number would be introduced.

3.3 Minute 4.6 – Charges for education events

The President advised the Meeting that from 2009 there would be an increase in the number of half day education courses enabling the Society to offer activities at a broader range of prices. However, research continued to suggest that the provision of lunch for full day courses was welcomed by participants.

3.4 **Minute 4.11 – Gift Aid**

It was noted that Council was developing a range of new membership packages that would qualify for gift aid. It was hoped to launch these in spring 2009.

3.5 **Minute 4.12 – Labelling of vegetables in RHS Gardens**

The President provided details of the arrangements for labelling vegetables grown in RHS Gardens.

3.6 **Minute 4.14 – Availability of secateurs in RHS Plant Centres**

The Meeting noted that a range of “cut and hold” secateurs was being introduced at RHS Plant Centres.

3.7 **Minute 4.17 – Litter in Wisley Village**

The President reported that investigations suggested that the problem of litter in Wisley Village resulted from the waste management practices employed by Guildford Borough Council and was not caused by visitors to RHS Garden Wisley. The Director of Gardens and Estates would continue to pursue this issue with the Council.

3.8 **Minute 4.18 – Redundant Glasshouses, RHS Garden Wisley**

The President informed the meeting that the redundant glasshouses at RHS Garden Wisley had now been removed and for 2008 and 2009 they would be replaced by a maize maze. Beyond this, the intention was to create an “edible garden” feature.

3.9 **Minute 4.20 – RHS activities in Scotland**

The Meeting noted that the RHS hoped to develop its educational activities in Scotland over the following two to three years through the Campaign for School Gardening.

4 Council resolution to amend the Bye-Laws

4.1 Mr Colborn proposed, seconded by Mr Coode-Adams

“To confirm the amendment of the Society’s current Bye-laws to remove the upper age limit for trustees and to amend and clarify the arrangements for the appointment of proxies as proposed by Council subject to any modification that may be approved at the Annual General Meeting.”

(copy schedule of proposed amendments attached at Appendix A to the signed copy of these Minutes)

4.2 In support of the amendments, the Meeting noted that Council wished to remove the upper age limit of 70 for ordinary members of Council and the holders of the office of President and Treasurer in order to ensure that age was no longer a barrier to serving as an RHS trustee.

4.3 Council was also taking the opportunity to change and clarify the arrangements for members to appoint proxies to vote at any poll held at an AGM or Special General Meeting. By removing the opportunity for a member

to appoint another member of the Society or an alternative representative of a member organisation to act as a proxy at a poll taken by postal and/ or electronic ballot before or after an AGM or Special Meeting, the change acknowledged the limited value of this facility for members who were readily able to cast their own vote at such a ballot. The change also recognised the practical difficulties that arose for a proxy to be appointed, issued with a voting paper and able to return that voting paper before the close of poll. The restriction that prevented proxies from voting on a show of hands or on a poll taken at a Meeting or at a reconvened Meeting would be retained and clarified by the proposed amendments.

- 4.4 The President reported that no members had proposed modifications to Council's amendments. He accordingly went on to invite the Meeting to vote on Council's resolution by secret ballot.
- 4.5 In order not to delay the proceedings, the President announced that he would move to next business while the votes were counted. It was noted that Electoral Reform Services would administer the ballot.

5 Trustees' Report and Consolidated Financial Statements 2007/08

- 5.1 The Meeting received the Trustees' Report and Consolidated Financial Statements for 2007/08 as attached at the Appendix to the signed copy of these Minutes.

5.2 President's Address

The President reported to the Meeting on the Society's activities since the close of the financial year, the highlights of which included:

- The continued horticultural success of the partner shows at Cardiff, Malvern and Birmingham (Gardeners' World Live) and of the Chelsea Flower Show
- The introduction of major recycling initiatives at Shows including the re-location of show gardens
- The launch of a campaign to reduce the rate of VAT to 5% on ornamental plants and seeds
- Preparations in readiness for the construction of new visitor facilities at RHS Garden Hyde Hall and a new Learning Centre and Library at RHS Garden Harlow Carr – the latter to be carbon neutral and one of the "greenest" buildings in the country
- The development of the Campaign for School Gardening with over 4,500 schools already participating

- 5.3 The President concluded by thanking all those that had contributed to the Society's success during 2007.

5.4 Treasurer's Statement

Giving his report on the Financial Statements for 2007/08, the Treasurer highlighted:

- The operating surplus of £3.3m and its importance for funding major projects

- That members continued to contribute in excess of 50% of net income and the importance of this to the Society's finances given the reduced number of visitors to the Society's Shows and Gardens during the months of exceptional rainfall in Summer 2007. The adverse weather was responsible for a significant shortfall in the budgeted net income derived from Shows
- Over 50% of the Society's costs were incurred in the Gardens reflecting the importance of their role in demonstrating horticultural excellence
- A 20% year on year increase in expenditure on Science and Learning activities
- The significant investment in the editorial content of *The Garden* and development of RHS Online
- The Bicentenary Glasshouse finished to time and budget and a £2.5m investment in car parking improvements and the provision of a new Glasshouse Café at RHS Garden Wisley
- The impact of the economic slowdown on the Society's operations, an issue that was likely to have even greater effect during the current financial year

5.5 The President then invited questions from the floor when the following issues were raised/ addressed:

Associate Membership

5.6 Responding to a question about the decision to stop promoting associate membership, the Director of Marketing and Membership explained that the Society was attempting to streamline its membership categories to better suit the needs of potential members. Associate Membership had been replaced some years ago by Family Membership and it was therefore no longer appropriate to promote the category.

The London Flower Shows

5.7 In response to concern about the reduction in London Flower Shows to four from 2009 and the use of the Horticultural Halls for lettings and events other than flower shows, the Shows Director assured members that there were no plans to discontinue the London Shows and went on to explain the background to the current changes. With the development of major flower shows at Chelsea, Hampton Court Palace, Tatton Park, Wisley, Birmingham, Malvern and Cardiff, the Society was able to provide shows enjoyed by nearly $\frac{3}{4}$ million people each year. By contrast the number of visitors to the London Shows had never reached this level and had declined in recent years to around 28,000 per annum. With this number of visitors, the shows were increasingly uneconomic to stage and, more importantly, no longer attractive to most leading UK exhibitors; a point confirmed by Mrs McVicar, a past exhibitor at the London Shows. The difficulties of exhibiting at a show in a residential area and the introduction of the Low Emission Zone simply added to the pressures faced by exhibitors at the Halls. The Shows Director went on to emphasise that the reduction in the number of shows would be accompanied by a package of changes designed to enhance and hopefully protect the future of the remaining shows. He also welcomed the suggestion that the Society might try to enlist the support and assistance of Westminster City Council in promoting the shows to a wider audience.

- 5.8 The Director General added that Council would shortly be undertaking a survey of members and the opportunity would be taken to find out how they valued the Society's shows and especially the London Shows. She also explained that by letting the Halls to other users, the income gained helped subsidise the cost of staging the London Flower Shows.
- 5.9 The suggestion from the floor that Council might consider selling the Horticultural Halls and reinvesting the money in other horticultural activities was noted and would also be considered.

The use of metric measurements in *The Garden*

- 5.10 The Commercial Director responded to continuing concern about the use of metric measurements in *The Garden* by advising the Meeting that a question would be included in the next survey of readers of the magazine in order to assess whether members preferred to see the use of metric or imperial measurements.

Gift Aid

- 5.11 Following a question on the potential value of gift aid to the Society if it was available for member subscriptions, the Director of Finance indicated that the sum could be in excess of £1m. However, the present nature of the Society's membership packages meant that they were not eligible for gift aid under the rules of HM Revenue and Customs. Work was therefore being undertaken to address this in 2009.

Communication between Council and the membership

- 5.12 In response to concern about the extent of communication between Council and the membership, the Director General advised the Meeting that Council was continually looking at how to improve communications. A decision had already been taken to provide a summary of the decisions taken by Council on the RHS website and articles were now appearing regularly in *The Garden* on the work of Council and the Society. Emails keeping members up to date on the latest news and activities were sent on a regular basis with members encouraged to feedback their views about the future direction of the Society. Members were also welcome to raise issues with members of Council when attending Shows and Gardens. However, it was difficult to communicate effectively with all 370,000 members and suggestions on how this might be better achieved were always welcome. The idea of a "President's blog" would be considered.
- 5.13 Addressing further concerns about how representative Council was of the membership and its ability to deliver the extensive programme of work set out in the Three Year Strategy, the President accepted the magnitude of the task, but assured the Meeting that Council would continue to debate and guide the strategic direction of the Society and to support the executive in whatever way it could. Council would also continue to report on progress in delivering the Strategy through the mechanism of the Trustees' Report and try to ensure that the membership were fully aware of what Council was doing.

Regional Shows

- 5.14 Responding to a suggestion that the Society might stage a travelling shows in regional cities, the Shows Director explained that while this concept had been introduced a few years earlier it had been decided to accept the offer of Cardiff Council to stage a spring show on a regular basis in that city. Already this show had attracted up to 20,000 visitors and it was hoped to increase current visitor numbers further in the future. However, when the agreement with Cardiff Council was reviewed in three years time, consideration would be given to the possibility of staging shows in other locations.

Traffic Noise at RHS Garden Wisley

- 5.15 The Director of Gardens and Estates acknowledged that the noise of traffic on the A3 was a problem at RHS Garden Wisley and consideration had recently been given to measures that might be taken to reduce the impact of this noise. However, the cost of these measures had been found to be prohibitive at the present time although the possibility of securing sponsorship for such an initiative in the future would continue to be examined.

6 Council resolution to amend the Bye-Laws - continued

- 6.1 Following the ballot on Council's resolution to amend the Bye-Laws, The Secretary declared the result of the vote as follows:

For	1,196
Against	44
Abstentions	4

The resolution was declared **CARRIED** and The Secretary advised the meeting that the amendments to the Bye-Laws took immediate effect.

7 Election of President and Treasurer

- 7.1 The Treasurer declared Peter Buckley elected unopposed to serve as President for a further year and paid tribute to his work as President.
- 7.2 The President declared Giles Coode-Adams elected unopposed to serve as Treasurer for a further year and commended to the Meeting his stewardship of the Society's finances.

8 Election to Council

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

Candidate	No of votes received including proxy votes	No. of discretionary proxy votes awarded to and cast by the President
Peter Almond	716	-
Sir Nicholas Hickman Bacon	1401	756
David John Morrison	1415	756
Edward Andrew Perronet Sells	1496	756

8.2 Accordingly, the President declared Sir Nicholas Bacon, David Morrison and Andrew Sells elected as Members of Council until 2013.

8.3 The President then advised the meeting that Council had agreed to co-opt Christopher Beard to serve as a member of Council for a period of 12 months until the date of the next AGM particularly in order to retain his knowledge and local presence while construction of the Harlow Carr Learning Centre and Library was taking place.

9 Appointment of Auditors

9.1 The meeting **AGREED** to appoint PKF LLP as the Society's auditors for the ensuing year.

10 Appointment of Vice Presidents

10.1 The President declared the appointment of John Sales and Philippe de Spoelberch as new Vice Presidents of the Society for 2008/09. He also reported that Council had re-appointed the following as Vice Presidents:

Lawrence Banks CBE VMH
Chris Brickell CBE VMH
Robin Compton VMH
Ambrose Congreve CBE
Raymond Evison OBE VMH
Mrs Carolyn Hardy OBE VMH
Prof Brian Huntley
The Count de Kerchove de Denterghem
Roy Lancaster OBE VMH
The Dowager Marchioness of Salisbury
Martin Slocock VMH
Princess Sturdza
Professor Harold Tukey
Fred Whitsey VMH

11 Any other business

11.1 Annual General Meeting 2009

The President advised the meeting that the 2009 AGM would be held at 2pm on Thursday 2 July at RHS Garden Hyde Hall.

The meeting ended at 3.40pm

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Chairman

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Date

For further information, please contact Andrew Smith by email at andrewsmith@rhs.org.uk or by telephone on 020 7821 3034.