

**Minutes of the Annual General Meeting
held at 2pm on Monday 27 June 2016
RHS Garden Wisley**

SUBJECT TO APPROVAL BY MEMBERS AT THE 2017 AGM

Members of Council present:

Sir Nicholas Bacon (President)	Sandy Muirhead (Treasurer)
James Alexander-Sinclair	Lorna Parker (Chairman of the Nominations, Appointments and Governance Committee)
George Anderson	
Chris Blundell	Mark Porter
Mick Crawley	David Rae
Dennis Espley	Lady Tollemache
Mark Fane	Jon Wheatley
Neil Lucas	

Also present:

Ms S Biggs (Director General)	Mr M Norman (Director of Finance)
Ms R Evans (Director of Education, Fundraising & Communities)	Mr M Rooke (Director of Technology and Editorial)
Dr A Griffiths (Director of Science)	Ms Lucy Semmens (Director of HR)
Ms Moira Malcolm (Company Secretary, Minutes)	Dr T Upson (Director of Horticulture)
Ms H Monckton (Director of Communications)	Mr T Shelston (Director of Members & Marketing)
Mrs J Nix (Director of Risk and Governance)	

A total of 123 Members were present.

Welcome

The President welcomed Members to the 212th Annual General Meeting of the Royal Horticultural Society. As the Meeting was quorate, the President declared the Annual General Meeting open.

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The President gave apologies for those who had provided them, and particularly welcomed Jane Pepper, Vice President, who had come from America.

1. President's Report

- 1.1. The President provided a synopsis of the main achievements of the RHS in the preceding twelve months, commenting that this was his third year as President, and that there had been many highlights.
- 1.2. The Society had launched the new Vision in October 2015, and the Ornamental Horticultural Roundtable had been launched in January 2016. Both would be significant developments for horticulture in the UK.
- 1.3. There had been exciting work with astronaut Tim Peake promoting the RHS Rocket Science programme which had reached 28,717 Campaign for School Gardening schools
- 1.4. It had also been a year of records with record Membership figures of 450,000 last year, a significant improvement on previous figures.
- 1.5. Britain in Bloom celebrated its 50 year anniversary last year, a significant landmark for the scheme, which the RHS is committed to continuing. Another special anniversary since the last AGM was the 25th anniversary of Hampton Court Flower Show.
- 1.6. The President noted his thanks to staff of the RHS who were not just doing their day job, but also a significant amount of additional work in managing the Strategic Investment Programme.
- 1.7. Sir Nicholas also recorded his thanks to members of the RHS Council and Committees who worked hard to ensure the good governance of the Society.
- 1.8. The President concluded by thanking the Members for their continuing support for the work of the RHS.

2. Treasurer's Report

- 2.1. The Treasurer presented a summary of the RHS Annual Report and Consolidated Financial Statements 2015/16; which would be put before Members for formal approval later in the meeting.
- 2.2. The last financial year had again been a financially successful one for the RHS with the Society achieving a £5.3m surplus before gains on investments.
- 2.3. The Society's income had increased by 4.7% to £76.5m. Income from members and marketing, shows, gardens and trading income were all higher than in the previous years, with increased Membership and visitor numbers. This had led to a welcome increase in the funds available to reinvest in our charitable activities.
- 2.4. Although lower than last year, receipts from legacies and donations of £6.9m was still a very strong result and is very much appreciated.

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- 2.5 The Treasurer then went on to show a detailed breakdown of the Society's expenditure by individual activity, with expenditure on our gardens, the largest component, making up 28% of the total.
- 2.6 With our Strategic Investment Programme really getting underway during the financial year, expenditure had increased by £5.5m (or 8.3%) to £71.1m.
- 2.7 RHS Community Outreach Projects in Scotland and Yorkshire accounted for £262k, as well as £341k and £188k being spent on Horticulture Matters and the Lindley Library respectively.
- 2.8 During the year, four additional horticultural apprentices were recruited into the Society as part of our Horticulture Matters Campaign, taking our total apprentices to 16 by the year end.
- 2.9 Beyond the RHS's income and expenditure statement, capital expenditure for the Society last year amounted to £2.6m which was in line with the prior year.
- 2.10 The Treasurer then outlined several non-financial measures of performance, such as visitor volumes of 1.9 million to the gardens and 0.5 million visitors to the shows, which further outline last year's achievements.
- 2.11 The Treasurer concluded by stating that, with another successful year behind us, we look forward to continuing progress in the current year and indeed beyond that.

3. Director General's Report

- 3.1 The Director General delivered her report, noting just how exciting the future looked for the RHS as we moved to implement the vision which would make an enormous difference to so many lives.
- 3.2 For more than 200 years the RHS has been the force behind gardening. Now, in a rapidly changing world, we recognise the need to further develop, to invest in horticulture and to inspire people to garden.
- 3.3 The Director General commented on the success of the recent RHS Chelsea Flower Show, which was made particularly special by the Queen's 90th birthday, and noted how much she was looking forward to the new Chatsworth show in one year's time.
- 3.4 Another important highlight had been the Greening Grey Britain work at Chelsea and in Angell Town.
- 3.5 The Director General then talked Members through the ten projects under the £160 million strategic investment programme, which would be life changing for horticulture. SB noted that the urban gardens and community outreach streams would be merged in order to allow additional investment in existing community projects.
- 3.6 Highlights included the redevelopment of the front of house area at Wisley, a new Science and Learning building for Wisley, improved access to the Lindley library, opening up the breadth of the garden and improving facilities at Harlow Carr and a new Hilltop building for Hyde Hall.

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- 3.7 In addition, plans for the fifth garden at Bridgewater were well underway, with one of the highlights there being the large walled garden.
- 3.8 Rosemoor would also have a new Garden Room, in place of the current marquee.
- 3.9 The Director General noted that not everyone was able to visit our gardens or shows, and emphasised the importance that the RHS places on community outreach, especially for the young and disengaged.
- 3.10 SB concluded by thanking all of the volunteers and Fellows who supported the work of the RHS, and finally thanking our Patron, Her Majesty the Queen.

4. Annual General Meeting 2016

4a. Minutes of the Annual General Meeting 2015

- 4a.1 The meeting voted, by show of hands, to **APPROVE** the minutes of the AGM held on 25 June 2015, which would be signed as an accurate record of the proceedings by the President.

4b. Resolution to Amend the Society's Bye-laws

- 4b.1 The President introduced the Resolution to amend the Bye-laws by noting that the changes to the Society's Bye-laws put forward by Council were intended mainly to provide clarity and to ensure consistency with the Royal Charter.
- 4b.2 Lorna Parker, Chairman of the Nominations, Appointments and Governance Committee of the Society then presented the Council Resolution, as set out on pages 7-8 of the Notice of the meeting, to those present, noting that Council recommended these changes to the Members.
- 4b.3 LP then went on to note that one Member had proposed an amendment to this Resolution, in accordance with the current Bye-laws. That amendment had been put forward by Mrs M Wood, and requested that any references to 'the RHS' in the current Bye-laws be retained and not amended to 'the Society' as Council had proposed.
- 4b.4 LP explained that Council had proposed using 'the Society' as this was the term that was used throughout the Royal Charter (which could only be amended with Privy Council approval) and Council wished to ensure consistency between the two documents.
- 4b.5 LP provided the meeting with an opportunity to ask questions on the Resolution or the Member amendment. There were no questions.
- 4b.6 Having allowed those present an opportunity to ask questions on the Resolution and the Member Amendment, the President then asked Members to vote, by poll, on both proposals.
- 4b.6 Representatives from Electoral Reform Services were present to manage the vote and to ensure that all proxies were accounted for.

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4b.7 Voting on the resolution, and the amendment proposed by Mrs Wood, was by poll, with the President exercising the proxy votes received by post, overseen by independent election scrutineers, ERS.

4b.8 The result was as follows:

Council Resolution		Member Amendment	
For	669	For	164
Against	2	Against	482
Abstention	4	Abstention	29

4b.9 Accordingly, the President declared the Council Resolution passed and the Member amendment rejected, and noted that the amendments would take effect immediately.

4c. Annual Report & Consolidated Financial Statements 2015/16

4c.1 The Treasurer proposed, and Dennis Espley seconded, that the meeting should approve the RHS Annual Report and Consolidated Financial Statements 2015/16.

4c.2 Members were provided with an opportunity to ask questions of the Treasurer, though no questions were raised.

4c.3 The meeting then voted, by show of hands, to **APPROVE** said Report and Statements.

4d. Election of President and Treasurer

4d.1 There being no other candidates standing for the position, the Chairman of the Nominations, Appointments and Governance Committee declared Sir Nicholas Bacon elected unopposed as President for 2016/17. Sir Nicholas was appointed to Council in 2008 and became President in 2013.

4d.2 There being no other candidates standing for the position, the Chairman of the Nominations, Appointments and Governance Committee declared Sandy Muirhead elected unopposed as Treasurer for 2016/17. Sandy was appointed to Council in 2007 and became Treasurer in 2013.

4e. Election of Ordinary Members to Council

4e.1 The President noted that every year, as part of the democratic running of the Society, at least three Ordinary Members of Council retire and the resulting vacancies are filled by election at the AGM.

4e.2 At the end of this meeting James Alexander-Sinclair, George Anderson, Dennis Espley, David Haselgrove and David Morrison were scheduled to retire.

4d.3 George Anderson and David Morrison had both served on Council for ten years and were not, therefore, eligible to stand for re-election. David Haselgrove had decided not to stand for re-election.

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- 4d.4 The President thanked George (who was present), David Haselgrove and David Morrison (who were not present) for their work on Council and its Committees and their commitment to the work of the RHS.
- 4d.5 James Alexander-Sinclair and Dennis Espley had served on Council since 2011 and were entitled to stand for re-election. In addition, Dame Mary Keegan, Matthew Lindsey-Clark and Sarah Raven had applied to join Council for the first time and had been nominated as new members of Council. A brief biography of all five candidates appeared in the Notice of the AGM.
- 4d.6 As there were five candidates for five available places, the election was uncontested. Accordingly, the President declared James Alexander-Sinclair, Dennis Espley, Mary Keegan, Matthew Lindsey-Clark and Sarah Raven duly elected as Members of Council until the end of the 2021 AGM.
- 4d.7 The President then presented the new Council Members present with their badges, and congratulated them on their appointments.
- 4d.8 The full list of Council Members 2016/17 is:
- | | |
|------------------------------|-------------------------|
| • Nicholas Bacon (President) | • Matthew Lindsey-Clark |
| • Sandy Muirhead (Treasurer) | • Neil Lucas |
| • James Alexander-Sinclair | • Lorna Parker |
| • Christopher Blundell | • Mark Porter |
| • Mick Crawley | • David Rae |
| • Dennis Espley | • Sarah Raven |
| • Mark Fane | • Xa Tollemache |
| • Peter Gregory | • Jon Wheatley |
| • Mary Keegan | |

4f. Appointment of Auditors

- 4f.1 The meeting **AGREED**, on the invitation of the Treasurer, to re-appoint Grant Thornton UK LLP as the Society's auditors for 2016/17.

4g. Appointment of Vice Presidents

- 4g.1 The President announced the appointment of Jekka McVicar as Vice President of the Society for the following year to the end of the 2017 AGM.
- 4g.2 The President presented Jekka with her Vice President badge, and congratulated her on her appointment.
- 4g.3 The President also reported that Council had re-appointed the following as Vice Presidents:
- | | |
|---------------------------------|------------------------|
| • Michael Balston | • Dr Henry Oakley VMH |
| • Lawrence Banks CBE, VMH, DL | • Jane Pepper |
| • Christopher Brickell CBE, VMH | • John Ravenscroft VMH |

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- The Count de Kerchove de Denterghem
- Raymond Evison OBE, VMH
- Carolyn Hardy OBE, VMH
- The Rt Hon the Lord Heseltine CH, PC
- Robert Hillier OBE, VMH
- Professor Brian Huntley
- Roy Lancaster CBE, VMH
- John Sales VMH
- The Dowager Marchioness of Salisbury VMH
- Martin Slocock VMH
- Vicomte Philippe de Spoelberch
- Dr Kiat Tan
- Alan Titchmarsh MBE, VMH, DL
- Professor Harold Tukey
- Richard Webb VMH

4g. Members questions

4g.1 Members had been requested to table questions in advance of the AGM. The following questions had been tabled:

4g.1i Do those attending the AGM have different voting rights to those who do not when it comes to electing members of Council? *Peter William Fane, London*

Lorna Parker, Chairman of the Nominations, Appointments and Governance Committee responded noting that this year there were five validly nominated candidates to fill the five Council Member vacancies. In accordance with the Society's Bye-laws, where the number of candidates is the same or less than the number of vacancies, all candidates shall be deemed elected unopposed, without the need for an election. It is not the case that those attending the AGM have different voting rights on such appointments.

4g.1ii What are the RHS doing to encourage more women to stand for election? *Mrs Jenny Grove, Guildford*

Lorna Parker again answered this question, which had been submitted for the 2015 AGM but had not been received in time to include in that meeting. The Nominations, Appointments and Governance Committee have diversity as a core priority when looking at potential candidates and the appointments today showed an improvement in gender diversity. This work would continue, on all aspects of diversity.

4g.1iii Why was the summer fruit and vegetable competition at Hampton Court transferred to Tatton Park a number of years ago? Is there any possibility of re-instating even part of the competition at Hampton Court? *Tony Rogers*

Nick Mattingley, Shows Director, responded noting that the decision to move this event was taken as we wanted the competition to be available in areas other than in London. We often change our categories to keep content fresh and of course the competition may return to Hampton again. The competition has worked well at Tatton due to the proximity of Reaseheath College and is very popular. Nick confirmed that he would be happy to include this event at Hampton Court Flower Show again in future years.

4g.1iv The RHS should again make a DVD or video of the Chelsea Flower Show - especially the displays in the Great Pavilion. *G W Kloppe, Illinois*

Matt Rooke, Director of Technology and Editorial, responded, noting that unfortunately the Show DVDs were only purchased by around 2,000 people yet cost the RHS about £30,000 to make. As a responsible charity that needs to spend its funds to reach the widest audiences, we unfortunately had to make the decision to stop making the DVDs. Instead we have made more films of Chelsea for our RHS website, which gets millions of visits every year.

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4g.1v A resolution of appreciation should be made thanking all of the RHS employees in general, and the Membership Telephone Staff & the Wisley Mail Order Staff in particular for their fine work assisting of the Membership. *G W Kloppe, Illinois*
The Director General stated that it was wonderful to have this great feedback and to hear appreciation of our staff, with which she wholeheartedly agreed.

4g.2. Questions were then taken from the floor from individual members:

4g.2i Why was the RHS diary not available this year?
Will Havercroft Head of Retail, responded, noting that sales of the diary had been poor and that, unfortunately, it was no longer financially viable.

4g.2ii Could the RHS please address increased public transport to Wisley and improved access from the A3? *Dr D M Hardy*
Andy Jasper, Programme Director for the Wisley Key investment Project responded, noting that, unfortunately the RHS was not able to change the layout of the A3. There were, however, three things that were within RHS control and which would be improved under the KIPs programme:

- a. A green travel plan would hopefully bring in a new bus route and improve infrastructure for cycling and walking;
- b. Work had been carried out to plan for improved car parking with more, easier to find, spaces
- c. Work was also underway to spread the visitor load by extending opening hours etc.

4h.2iii How much influence will the RHS have in the new UK political landscape on subjects such as use of different growing mediums and chemicals in horticulture?

Dr Alistair Griffiths, Director of Science, responded by stating that the RHS is part of the UK Industries Ornamental Horticulture Roundtable who work with government to produce their Action Plan. This plan aims to address the major challenges that horticulture faces. Dr Griffiths, Chairs the Science Research and Development Committee within the Ornamental Horticulture Round Table Group and was also involved in the formulation of the UKs HIP Research and Development Strategy for Ornamental Horticulture. Both these documents aim to help gardeners and horticulture continue to thrive and to address and influence the issues that you have highlighted.

The RHS also published their Science Strategy last year, the emphasis of this strategy is to undertake scientific work that provides evidence and practical solutions to the challenges that you mention. The RHS sits on the Sustainable Growing Media Taskforce which was set-up by Government to address the issues on growing media and good progress has been made in this area, in particularly with the development of a calculator tool that can be used to assess the environmental values and quality of growing media.

The RHS currently provides evidence to government regularly and inputs into government strategies so as to provide gardeners and horticulturists with a voice. Over recent years our evidence and work has influenced the governments –Pollination Strategy, The Plant Health risk registers and Plant Health Research and Development Strategy, The Nagoya Protocol, the work on non-native invasive plant species and the campaign around greening Great Britain. We will continue to undertake scientific research that provides evidence to inform government. We will also work with

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gardeners to better understand their needs and work in collaboration with industry and government to both influence government and find solutions to these challenges.

- 4h.2iv Why does the society no longer allow additional educational staff to attend to support exhibits in the floral marquee? *Peter Seabrook*

Nick Mattingley, Shows Director, responded noting that The Sun Flower Square submission was made as a single exhibit, to be able to differentiate between individual exhibits would mean breaking up the submission and submitting four, to be co-located.

Mr Mattingley confirmed that it was acceptable in some cases for exhibitors to include additional people, and suggested that Peter Seabrook could spend time with Tom Harfleet, Chelsea Show Manager, to discuss in more detail.

- 4g.2v Does the RHS have a pot earmarked for grants for community projects? *Rachel Oakley*

Ruth Evans, Director of Education, Funding and Communities, responded confirming that the RHS was looking to put even more funding into such projects and that she wanted move to working with young people in more a partnership model to maximise impact.

- 4g.2vi Where do you see growth of Membership, and how will you manage the age range? *Lesley Benson*

Tom Shelston, Director of Membership and Marketing, stated that he felt that there was still good potential for our existing Membership groups to grow, especially with the forthcoming investment projects and the new garden. He also noted that the RHS gave priority to ensuring that existing Members remained engaged and satisfied. Mr Shelston went on to note that the RHS already offered discounted Membership to students.

4h Close of the AGM

- 4h.1 The President declared the result of the vote, as recorded above under point 4b.7, and drew the formal meeting to a close.

END