

**APPROVED DRAFT / Minutes of the Annual General Meeting
held at 2pm on Wednesday 2 July 2014
RHS Garden Hyde Hall, Chelmsford, GU3 8ET**

Members of Council present:

Sir Nicholas Bacon (President)
Mr G Anderson
Mr J Alexander-Sinclair
Ms R J Atkins
Mr C Blundell
Mr D Espley
Mr M Fane
Prof P Gregory
Mr D Haselgrove

Mr N Lucas
Mrs J McVicar
Mr D Morrison (Chair of Nominations,
Appointments & Governance Committee)
Mr A W Muirhead (Treasurer)
Mr D R G Philip
Mr M Porter
Lady Tollemache
Mr J Wheatley

Also present:

Ms S Biggs (Director General)
Ms R Evans (Director of Education,
Fundraising & Communities)
Dr A Griffiths (Director of Science)
Mr J Hiley (Director of Finance)
Ms H Monckton (Head of PR)
Mr D Morley (Director of Gardens, Shows
& Retail)

Mrs J Nix (Company Secretary, Director of IT
and Internal Audit)
Ms S Parsons (Head of HR)
Dr T Upson (Director of Horticulture)
Mr D Wolfe (Director of Members, Arts & Media)
Mrs J Neville (Deputy Company Secretary,
Minutes)

A total of 87 Members were present.

1. Welcome

- 1.1. The President welcomed Members to the 210th Annual General Meeting (AGM) of the Royal Horticultural Society.
- 1.2. The President noted that the quorum for the AGM is 100 Members. As we do not have 100 Members present, the beginning of the formal AGM will be adjourned for 30 minutes and will be preceded by the President's, Director General's and Treasurer's Reports. The AGM may then, under the RHS Bye-Laws, be held even though a quorum is not present.

2. President's Report

- 2.1. The President and Council are committed to delivering the RHS's charitable objectives in a dynamic way.
- 2.2. Our membership of nearly 423,000 is the highest it has ever been but with 8 million gardeners in the UK there is opportunity for more growth.
- 2.3. The RHS has established a regional and national outreach programme, beginning in Yorkshire and Scotland and with plans to expand around the UK in future.

- 2.4. Our varied community work includes the Campaign for School Gardening, which involved 18,000 schools in 2013.
- 2.5. This year we held the 101st Chelsea Flower Show with a particular emphasis on younger, emerging garden designers. Let us know what you think on Chelsea and all our shows: we welcome innovative new ideas to keep our shows fresh and appealing.
- 2.6. This year we welcome Dr Alistair Griffiths, who has joined the RHS as Director of Science. He has led on creating a five year strategy for science. We hope to increase our investment in science, particular in taxonomy where we are pre-eminent in the scientific world.
- 2.7. We also welcome Dr Tim Upson who joins us from Cambridge University Botanic Gardens and is already embracing a new future for our trials programme, Partner Gardens, Affiliated Societies and those engaged in the Hort Matters Programme – the industry's campaign to make horticulture a career to be proud of.
- 2.8. Through Hort Matters and the RHS's other work, we hope to make many more people passionate at a young age about horticulture.

3. Treasurer's Report

- 3.1. The Treasurer presented a summary of the RHS Annual Report and Consolidated Financial Statements 2013/14. Key points included:

How the RHS raised its funds:

- 3.2. 2013/14 has been a financially successful year, exceeding budget and the previous year (after adjusting for the exceptional profits from the grant of a long lease of the Lawrence Hall).
- 3.3. Income growth outstripped expenditure increases and a record RHS surplus of £9.3m was generated.
- 3.4. Membership closed at an all-time high of 414,699, and visitor volumes to the Society's shows and Gardens grew considerably of the back of improved content and events, clearer localised marketing campaigns and glorious weather.
- 3.5. Income from Membership Arts and Media at £19.3m represents 26.9% of total and continues to be the major individual source of income. Up £1.2m (6.6%), with membership growing 13,904 (3.4%).
- 3.6. Shows income increased by £2.3m (15.6%) with strong interest on the Chelsea centenary meaning it was another sell out with 165,300 visitors. Hampton Court and Tatton benefitted from extensive show re-designs, improved local marketing, extension of the 'early bird sales offer and fantastic weather, and resulted in 24.4% (Hampton) and 5.4% (Tatton) visitor volume increases.
- 3.7. Gardens' income rose by £511k (10.8%), as visitor volumes increased by 49k (3.2%), with payers up 2.5%. Catering improvements at Rosemoor and Hyde Hall

started to pay dividends with sales growth of over 9% in each. Wisley catering facility improvements were made at the end of the financial year and are expected to increase customer satisfaction, conversion rates and income in current and future years.

3.8. Other income at £1.8m was in-line with last year, when the £17.3m Lawrence Hall net receipts are stripped out.

3.9. We also benefitted from an increase in legacy income. Legacies, while hugely appreciated, are by their nature unpredictable. Legacy income is always channelled to specific projects, rather than day-to-day expenditure.

How the RHS spent its funds:

3.10. Total expenditure in 2013/14 was £62.6m, £2.2m higher than in the previous year.

3.11. We invested £1 million in the Key Investment Projects (**KIPs**), with regional outreach pilots in Yorkshire and Scotland, and significant master planning for projects planned at Hyde Hall, Wisley and the Lindley Hall and Library in London.

3.12. Trading costs increased with increased visitors and an increased volume of retail activity.

3.13. Show costs increased to support the revitalisation of Hampton and Tatton, and to support the Chelsea Centenary celebrations. These additional costs were more than offset by the growth in the Shows income.

3.14. Community and Education expenditure increased by £441k (16.3%) to £3.1 million, with the key beneficiaries being the community outreach pilot programmes in Yorkshire and Scotland.

3.15. Improvements to the Gardens continues, including investment in new landscaping and planting schemes, increased maintenance and recruitment of additional staff to carry all this out. In 2013/14 we recruited four apprentices were recruited, and we plan to recruit a further eight in 2014/15.

Surplus:

3.16. The result was a record surplus of £9.3m. This compares to £3.6m in the previous year when adjusted for the Lawrence Hall lease receipts.

RHS Capital Investments:

3.17. In 2013/14 Capital expenditure amounted to £1.37m (2012/13: £1.6m). The majority related to improvements made to the Gardens and Catering Facilities, and also in progressing the KIPs.

Outlook

- 3.18. Our major future focus is the implementation of the KIPs, which have been extended to fulfil the long term strategic vision and charitable objectives of the Society. The KIPs represent a once in a generation opportunity to invest in both the RHS members and in horticulture more generally.
- 3.19. RHS cash reserves and investments, along with £20 million which we intend to raise from fundraising, will be used to deliver new KIPs.

4. RHS Director General's Report

- 4.1. The Director General delivered a presentation on the major highlights of 2013/14 and the KIPs. Key points included:
- 4.2. The RHS will do all it can to retain strong commercial surpluses – as these are vital to reinvest into our charitable work.
- 4.3. Membership continues to grow at a steady rate every year and this year, for the first time in RHS history, all four Gardens set record visitor numbers for the first four months of the year.

4.4. *Highlights of the year include:*

- Phase 1 of the new RHS website is now live and has already won an award.
- We have been delighted to welcome to the RHS Leadership Team, in addition to Drs Griffiths and Upton, David Morley, from the John Lewis Group, as our Director of Shows, Gardens and Retail.
- Chelsea Flower Show coverage on the BBC achieved its highest ever viewing figures and showcased our investment in the future of young gardeners.
- We have recruited a number of RHS ambassadors to give us a stronger media presence. Alan Titchmarsh, Nick Knowles, James Wong and Adam Frost will be joined by a fifth ambassador – to be announced at Hampton Court Flower Show. [Note subsequent to AGM: the fifth ambassador is Mary Berry.]

4.5. *Key Investment Projects*

The Director General outlined the RHS's ten-year strategic investment programme. This began in 2012 as a series of KIPs costing some £27 million but, in the course of planning, it became clear that a much greater degree of investment was justified. The programme builds and expands on KIPs work since 2012: we will now be investing £100 million radically to expand our charitable work and to support the future of horticulture for years to come. £80 million of that will come from the RHS, evidencing the importance we ascribe to the projects; we will raise £20 million from fundraising.

The ten KIPs are:

- Three Projects at RHS Garden Wisley: a new entrance and retail area for our flagship Garden, the creation of a stunning centre of horticultural science and learning, and the restoration of Wisley Village to a thriving English village.

- Hyde Hall: to create a new learning centre, catering and event space. We hope work will start on this in 2015. Also, to invest in almost 60 acres of meadow planting, a Winter Garden Plan and a new Mediterranean planting area.
- Lindley Hall in London: to bring to life the RHS treasures in the library.
- Community Outreach: our outreach work is at the heart of our charitable work. We already work extensively with communities through Britain in Bloom, In Your Neighbourhood, Campaign for School Gardening, Partner Gardens and Affiliated Societies. We have a pilot community project running throughout Scotland and Yorkshire, working for example with the Peter Sowersby Foundation in York and HMP in Edinburgh. We plan to roll the project out nationwide over the next ten years.
- RHS Urban Gardens: we will bring plants, gardens, gardening and joy to urban communities. We are starting the search this year, led by Tim Upson, to find one or two gardens, possibly in the Bristol/Birmingham/Manchester areas.
- RHS fifth Garden: we are starting the search now, led by Jim Gardiner, for a fifth Garden, again possibly between Bristol, Birmingham and Manchester. This will extend our regional presence and further increase our membership.
- RHS Garden Harlow Carr: we have recently purchased the Harrogate Arms and will renovate it for new uses, as well as develop the surrounding landscape to create new views and gardens and to make historical links with the Bath House.
- Horticulture Matters: we will increase the number of RHS apprentices from 8 to 22 and are reviewing horticultural salaries across all the Gardens.

ANNUAL GENERAL MEETING 2014

5. Minutes of AGM on 25 June 2013

5.1. The meeting AGREED the minutes of the AGM held on 25 June 2013¹, which will be signed as an accurate record of proceedings by the President.

6. Council Resolution to Amend the Society's Bye-Laws

6.1. The Chairman of the Nominations, Appointments & Governance Committee (NAG) made a presentation outlining the changes which Council seeks to make to the Bye-Laws and the rationale for those changes. A copy of that presentation is available from Secretariat upon request by any Member.

6.2. In response to a Member question, the Chairman of NAG acknowledged that there had been debate at the 2013 AGM about the perceived difficulty of becoming a member of RHS Council. In response to that debate, we held an Open Evening for potential candidates – and we plan to do the same again this October. The Evening will be advertised in The Garden magazine nearer the time. NAG also created five additional spaces on RHS committees to allow new people to become involved.

¹ Subject to amending one typographical error in a Member's surname.

6.3. Voting on the resolution was by poll, with the President exercising the proxy votes received by post, overseen by independent election scrutineers, ERS. The result² was as follows:

- For the resolution: 686
- Against the resolution: 8
- Abstention: 3

6.4. Accordingly, the Chairman of NAG declared the resolution passed and noted that the amendments would take effect immediately.

7. Annual Report and Consolidated Financial Statements 2013/14

7.1. The Treasurer proposed, and the Chairman of NAG seconded, that the meeting should receive the RHS Annual Report and Consolidated Financial Statements 2013/14.

7.2. The meeting RECEIVED the said Report and Statements.

8. Election of President and Treasurer

8.1. The Chairman of NAG declared Sir Nicholas Bacon elected unopposed as President for 2014/15. Sir Nicholas was appointed to Council in 2008 and became President last year.

8.2. The Chairman of NAG declared Sandy Muirhead elected unopposed as Treasurer for 2014/15. Sandy was appointed to Council in 2007 and became Treasurer last year.

9. Election of Ordinary Members to Council

9.1. 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.

9.2. At the end of this meeting, Mark Fane, Chris Blundell and Dougal Phillip are scheduled to retire.

9.3. Dougal has served on Council since 2004 and therefore is not eligible to stand for re-election. The President thanked Dougal for his intense energy devoted to the running of the Society.

9.4. Mark Fane and Chris Blundell are both entitled to stand for re-election. A brief biography of each appeared in the Notice of AGM. In addition Lorna Parker stood as a Council Member for the first time, having been a member of NAG since 2011.

9.5. With three candidates for three available places, the election was uncontested.

9.6. Accordingly, the Presidents declared that Mark Fane, Chris Blundell and Lorna Parker were duly elected as Members of Council until the end of the 2019 AGM.

² The votes were counted by ERS and the result announced shortly before the close of the AGM

10. Appointment of Auditors

10.1. The meeting AGREED to appoint Grant Thornton UK LLP as the Society's auditors for 2014/15.

11. Appointment of Vice Presidents

11.1. The President announced that Council had re-appointed the following as Vice-Presidents of the Society:

Michael Balston
Lawrence Banks CBE, DL, VMH
Christopher Brickell CBE, VMH
The Count de Kerchove de Denterghem
Vicomte Philippe de Spoelberch
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
Jane Pepper
John Ravenscroft VMH
John Sales VMH
The Dowager Marchioness of Salisbury VMH
Martin Slocock VMH
Dr Kiat Wee Tan
Alan Titchmarsh MBE, VMH, DL
Professor Harold Tukey.

11.2. One Vice President, Roy Lancaster, was awarded a CBE in this year's Birthday Honours List – for his services to horticulture and charity. The President congratulated Roy on behalf of everyone at the RHS.

CLOSE OF ANNUAL GENERAL MEETING 2014

12. Members' Questions

12.1. The President advised that the Society had received ten questions from Members in advance of the meeting.

1. Tim Howell: The sale of 5.30pm tickets is a recent decision to maximise income for the RHS. In previous years the show ground has had times where it is extremely crowded. However, there have always been periods at the beginning and the end of the day where it is easier to move around the show. The less busy period at the end of the day has now gone. Please reconsider the selling of so many tickets for late entry because you are in danger of ruining the atmosphere of what has always been a great show.

The Director of Gardens, Shows & Retail responded that the RHS has sold entry tickets for 5.30pm for at least 20 years, so this is not a recent decision. It enables us to offer more people the opportunity to see the show – people who may be working so not able to attend during the day. It also makes the show more accessible by offering a ticket at a cheaper rate of £28 on Tuesday for 5.30pm entry, as opposed to £68 for

an all day ticket. We find that a lot of people with all day tickets leave at 5.30pm, and the numbers in the showground are carefully monitored at all times. We sold just over 2 thousand tickets for this slot on Tuesday which is more than the public days, but the overall total of tickets on Tuesday is 10 thousand fewer than public days so it is still worthwhile attending on a members' day for reduced crowds. We do also have exhibitor hospitality events on Tuesday, so it is possible that you may have seen some of the entertaining of their clients around the gardens.

2. Ken Ralph: Could some seats be provided in both halls for London Flower Shows please?

The Director of Gardens, Shows & Retail responded that the RHS always provides seats in both halls. In the Lawrence Hall these are typically on the dais and of course in the Lawrence Hall café. In the Lindley Hall there are seats at the far end of the hall, in what we call the North Annex, and of course chairs in the Lindley Hall café. If anyone needs a chair and can't find one, do just let a staff member know and we'll do our best to find an extra one for you.

3. Ken Ralph: How many horticultural societies in the UK are affiliated to the RHS?

The Director of Education, Funding and Communities responded that we currently have just over 2640 affiliated societies in the UK and 35 overseas. That's a total of 2679 in all.

4. Ken Ralph: What criteria are currently required for a society to be affiliated to the RHS?

The Director of Education, Funding and Communities responded that, if a gardening club or society has a remit to promote horticulture at a local level and holds regular meetings or an annual show, then the society may apply to become an RHS Affiliated Society. The scheme provides Affiliated Societies and their members with a range of benefits. You can download an application form from our website or collect one from any show or event where we have an RHS stand.

5. Ken Ralph: Could, say, a Commonwealth Horticultural Society become affiliated to the RHS? For example, one in Malta GC?

The Director of Education, Funding and Communities Ruth Evans: Yes: we welcome clubs and societies from all over the world into the scheme.

6. Ken Ralph: Could space be found in the RHS Members' Handbook and/or The Garden for items pertaining to Affiliated Societies, eg their show dates, sites and special occasions?

The Director of Members, Arts & Media responded that, unfortunately, given the large number of Affiliated Societies, this is not possible.

7. Ken Ralph: What is the relationship between the RHS and a Japanese horticultural society?

The President responded that the RHS has had a presence in Japan since 1984. In 1998 we entered into an agreement with a society calling itself "The Japan Branch of the Royal Horticultural Society". We are currently in correspondence with "The Japan Branch" about the agreement, with a view to ensuring that the relationship remains of benefit to our mutual members.

8. Ken Ralph: The excellent book “RHS A-Z Encyclopaedia of Garden Plants” weighs about 9 and a half lbs or 4 and a half kilos. Please could future editions be of two volumes for easier use by ancient and arthritic hands?

The Director of Members, Arts & Media responded that the Encyclopaedia is already available in two volumes through the RHS website.

9. Muhammad Ullah: Would the RHS indicate if it amenable to include an option of a different form and shape of educational qualification grading framework from the present Classical subjective exams by including a modern and effective option of Multiple Choice Question (MCQs) in its educational qualification of Level 1 to Level 3 ? Thereby bypassing the constraints of nearly two month prior registration of intent to take the exams, two and a half months wait to receive the results and additional one month wait for remark of the papers, if required, and only two cohort of exams per year. It will instantaneously resolve the constraining bottlenecks, make it objective and open up the qualifications to far more members of the public, RHS members and the majority of the millions of the keen amateur gardeners of the Nation and even worldwide, who may be interested to learn more about horticulture in a convenient phase wise manner, but shy away from the present RHS Qualification Exam format.

The Director of Education, Funding & Communities responded that this a very timely question as we are currently, reviewing our overall Qualifications programme, including issuing a survey to many key stakeholders so that we can get the widest possible input. We will be reviewing the responses to these surveys over the next few weeks. We have also just introduced a new IT system to support our qualifications process, which will help improve all aspects of the process, and could well enable an element of multiple choice questions in the future. While we acknowledge the benefits of having multiple choice questions, there are significant challenges to introducing this type of examination, and we need to ensure that as an Ofqual regulated awarding body, we establish a clear depth of understanding from our candidates at all levels which is not always achieved through multiple choice options. Through our broader review of qualifications, we will continue to explore how multiple choice options could improve our offering in the future.

10. Muhammad Ullah: As the leading Charity for Horticulture, would the management indicate steps taken in to "democratize horticulture sciences and practice" for members of the public in general and specifically members of RHS who unfortunately do not live in close physical proximity to the RHS Gardens or London? For vast majority of the public RHS seems very distant, with no significant involvement at the community grassroots levels other that the yearly well attended Regional Flower Shows, Britain in Bloom etc. Is it not possible for RHS with some innovative thinking and support of present day technology to open up the dissemination of horticulture sciences and practice knowledge-base by having, for instance, detailed recorded lecture by leading experts on the different level of horticulture, plant cultivation, pest management, propagation etc. on its website for members and public including umbrella of regional support for 3000+ Community Gardening Societies?

The Director of Members, Arts & Media responded that we re-launched our website in April of this year, with the aim of more effectively sharing our knowledge with as many gardeners as possible, wherever they live and whatever their level of horticultural experience. This new site includes more specially commissioned videos. This,

however, is not the end of our commitment to digital investment. With well over 12 million visits a year, online is the principal way in which people engage with the RHS and over the next 5 years we will be making significant additional investments online; creating new tools and applications and more audio and video content covering the breadth of our work.

11. Muhammad Ullah: Since we all live in a global village can the RHS indicate the strategies, if any, it has taken or intends to take to promote horticulture internationally?

- In collaboration with the Gardening Club of America, RHS bursaries support a US horticultural student to spend a year in the UK and vice-versa for a UK student in the US. We are about to welcome Jon Henn from the US and Ashley Edwards, a graduate of RBG Kew will shortly travel to Longwood Garden. Many fellows from this scheme go on to hold key positions in horticulture and make lifelong contacts. Our bursary scheme also supports various other exchanges with gardens around the World particularly in Europe.
- The seven RHS Plant Committees have several categories of membership including Corresponding Members. This is particularly useful for committees to keep in contact with key people internationally. The bulb committee includes several representatives from Holland, including the current Chair. The Orchid committee are particularly strong internationally attending shows abroad and give several specific awards at shows in Japan and Taiwan.
- Our Partner Garden scheme includes members from France, Belgium, Italy and the US
- The Executive Vice-President for Horticulture has strong links in China. We hope these will be furthered through collaborative projects including joint plant collecting expeditions and knowledge exchange. One of the graduates from this year's Special Options Certificate at Wisley (studying Orchids) will return home to Beijing Botanic Garden.
- RHS publications have an international reach both in terms of readership and coverage, including articles of interest in *The Garden* and *Plantsman* about plants and gardens of interest around the world (often with overseas authors).
- We welcome many non-UK exhibitors at our Shows and the European Orchid Conference.
- In 2015, we will host the European Cultivated Plant Taxonomists Forum at RHS Garden Wisley, where in 2011 we held an International Trials Conference.

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.