

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

**Minutes of the 215th Annual General Meeting
of the Royal Horticultural Society**

**held at 2pm on Tuesday 25 June 2019
RHS Lindley Hall**

Members of Council present:

Sir Nicholas Bacon (President)
Mr Sandy Muirhead (Treasurer)
Mr James Alexander-Sinclair
Mr Chris Blundell
Prof. Mick Crawley
Mr Dennis Espley
Mr Mark Fane
Prof. Peter Gregory

Dame Mary Keegan
Mr Matthew Lindsey-Clark
Mrs Lorna Parker
Mr Mark Porter
Dr David Rae
Dr Sarah Raven
Lady Tollemache
Mr John Wheatley

Also present:

Mr Nick Dunn (Council member elect)
Ms Ruth Wilmott (Council member elect)
Mrs Rosie Atkins (Vice President elect)
Baroness Floella Benjamin (Vice President elect)
Mrs Sally Charleton (Director of Gardens)
Mrs Ruth Evans (Director of Education, Funding & Communities)
Mrs Carole Goldsmith (Director of People)
Dr Alistair Griffiths (Director of Science & Collections)

Mrs Martine Parnell (Director of Members, Editorial & Marketing)
Ms Helena Pettit (Director of Shows)
Mrs Jan Nix (Director of Risk & Governance)
Mr Mark Norman (Director of Finance)
Mr Matt Rooke (Director of Technology & Editorial)
Dr Tim Upton (Director of Horticulture)
Ms Moira Malcolm (Company Secretary, minutes)

A total of 96 members were present.

Welcome

The President welcomed members to the 215th Annual General Meeting (AGM) of the Royal Horticultural Society and thanked them for attending.

The President noted that the quorum for the AGM was 100 members. As 96 members were present, the beginning of the formal AGM would be adjourned for 30 minutes and preceded by reports from the President, Treasurer, and Director General. The AGM may then, under the RHS Bye-Laws, be reconvened with the quorum being the number of members present.

The President gave apologies for absence from the following members of the Society:

Presidents Emeritus

Richard Carew Pole, Elizabeth Banks

Vice Presidents

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

Lawrence Banks, Raymond Evison, Brian Huntley, Jane Pepper, Dougal Philip, John Sales, Prunella Scarlett

Council Members

Sarah Eberle, Kate Lampard, Neil Lucas

Director General

Sue Biggs

1. President's Report

- 1.1 The President looked back on the previous year to provide an insight into the main achievements of the Society. Members were reminded about the ten-year Strategic Investment Programme (SIP) and the exciting developments that this would bring. Some projects had already been completed, such as, the Winter Garden, Global Growth Vegetable Garden, and Clore Learning Centre at Hyde Hall. The Clore Learning Centre serves thousands of children each year and thereby delivers upon the Society's charitable purpose while inspiring the next generation of gardeners.
- 1.2 The RHS had partnered with NHS Mental Health Trusts, at Chelsea Flower Show and throughout the year, drawing attention to the mental health benefits of horticulture and gardening.
- 1.3 During 2018, RHS Science continued to contribute to our understanding of pests and diseases in order to support horticulture over the long term.
- 1.4 The Society's Director General continued to chair the Ornamental Horticulture Roundtable Group. Under her leadership, the Group brings vital unity to the sector and, in 2018, commissioned a research report by Oxford Economics, *The Economic Impact of Ornamental Horticulture and Landscaping in the UK* demonstrating the immense contribution of horticulture to the UK economy.
- 1.5 The President concluded by thanking the Members of the RHS for their continued support.

2. Treasurer's Report

- 2.1 The Treasurer presented a summary of the RHS Annual Report and Consolidated Financial Statements 2018/19 - which would be put before Members for formal approval later in the meeting - and was pleased to report a financially successful year in the face of challenging economic conditions, extreme temperatures, and disruption caused by the improvement works at Wisley.
- 2.2 The Society achieved a net surplus of £10.4m before gains on investments. Fundraising income was £17.1m. The income and surplus derived from regular operations, excluding the SIP, increased from 2017/18; however, gardens and trading income were negatively impacted by the year's weather and disruption associated with the SIP.
- 2.3 Expenditure increased to £87.2m. Expenditure on Members and Communications increased to ensure that good service is given to the

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

Society's growing membership. Capital expenditure for the year was £33.6m, of which £31.5m was attributable to the SIP projects at Hyde Hall, Wisley and Bridgewater. RHS Gardens accounted for 28% of expenditure, the largest single area of spending, reflecting continued focus on central horticultural objectives.

- 2.4 The Treasurer noted that the Society remained in a robust financial position. The Society's investments were managed conservatively, with a low risk approach, and had exceeded target returns which preserved the real value after accounting for inflation.
- 2.5 The year was also successful in non-financial measures. Membership grew by 2.5% during the year to a record 502,000 members and has since exceeded 517,000. The Treasurer noted that, since Sue Biggs began her tenure as Director General in 2010, membership had increased by 146k. RHS Gardens saw record visitor numbers in 2018, with over 1.1m visitors to Wisley alone. There was also a substantial increase in social media interaction in relation to the prior year, especially on Instagram.

3. Director General's Report

- 3.1 In the Director General's absence, the report was presented by the Director of Finance, Mark Norman. The report looked to the future and presented some important highlights of 2019 so far, including: the progress of the SIP; reaching £27m of the £40m fundraising target for the SIP, thanks to the generosity of members, trusts and other supporters; the continued growth in membership to 517k; the Duchess of Cambridge's RHS Back to Nature Garden at Chelsea Flower Show which drew nationwide attention to horticulture; raising awareness of the importance and power of horticulture through scientific research; and, the opening of the Wisley Welcome Building on 10 June.
- 3.2 The challenges facing the RHS and horticulture were also considered. Brexit was expected to pose challenges to the horticultural industry in terms of movement of plant material and seasonal horticultural workers. Extreme weather and fluctuations of temperature were creating difficult conditions for horticulture. Plant health, threatened by a changing climate and *Xylella Fastidiosa*, remained a significant challenge which the RHS was committed to meeting through its work in Horticultural Science. The RHS Green Team would also continue its efforts to reduce the use of plastic in horticulture.
- 3.3 The meeting was reminded of the RHS Vision: 'To enrich everyone's life through plants, and make the UK a greener and more beautiful place'. The RHS Brand has been developed to align more closely with this vision and focuses on the Society being a horticultural coach rather than a judge, embracing inclusivity to spread the joy and power of plants and horticulture to as many people as possible. A television campaign will be launched in spring 2020 to raise further awareness.
- 3.4 The SIP was progressing across a range of projects but significant work remained. The Horticulture Matters and Community Outreach projects remain vital to addressing the UK's green skills crisis. Development of the new RHS Garden Bridgewater in Salford was currently focussed on the walled garden, containing the Paradise Garden designed by Tom Stuart

Smith and the Kitchen Garden. Development of the Garden has been made possible by the enormous contribution of RHS staff and volunteers. The new Wisley Welcome building opened on 10 June and includes a new and improved plant centre with areas promoting small British nurseries. The initial landscaping and foundational work for the construction of the National Centre for Horticultural Science and Learning at Wisley had taken place with minimal disruption to the Garden. Once complete, the site will also include three new gardens – a Wellbeing Garden, World Food Garden and Wildlife Garden.

- 3.5 The Director of Finance concluded by thanking the Society's Patron, Her Majesty the Queen, and all of the Fellows, members, and volunteers who support the work of the RHS.

4. Annual General Meeting 2019

- 4.1 The necessary 30 minutes having passed, the President opened the Annual General Meeting.

a) Minutes of the 214th Annual General Meeting

- 4.2 The meeting voted, by show of hands, to **APPROVE** the minutes of the AGM held on 26 June 2018, which would be signed as an accurate record of proceedings by the President.

b) Annual Report & Consolidated Financial Statements 2018/19

- 4.3 The Treasurer proposed that the meeting should approve the RHS Annual Report and Consolidated Financial Statements 2018/19. The proposal was seconded by Matthew Lindsey-Clark.

- 4.4 Members were provided with an opportunity to ask questions about the Annual Report and Consolidated Financial Statements 2018/19.

A member queried the capital works expenditure in the accounts and how much had been spent and how much more is to be spent. The Director of Finance responded that £33.5 million had been spent, including the KIPs for the year. The member further queried where the money has come from and the Director of Finance outlined that £161 million has been earmarked for KIPs with circa. £80m from reserves, £40m from earnings over 10 years and £40m from fundraising.

- 4.5 The meeting then voted, by show of hands, to **APPROVE** the Annual Report and Financial Statements.

c) Election of President and Treasurer

- 4.6 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 2019/20. Sir Nicholas was appointed to Council in 2008, appointed Treasurer at the 2010 AGM and became President in 2013.

- 4.7 There being no other candidates standing for the position, the Chairman of the Nominations, Appointments and Governance Committee declared Matthew Lindsey-Clark elected unopposed as Treasurer for 2019/20. Matthew was appointed to Council in 2016. He also sits on the Audit & Risk, Investments and People & Remuneration Committees. The

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

Chairman of the Nominations, Appointments and Governance Committee thanked the retiring Treasurer, Sandy Muirhead, for his significant contribution of time and expertise during his term of office.

4.8 The Chairman of the Nominations, Appointments and Governance Committee also thanked Sir Nicholas Bacon and Matthew Lindsey-Clark for their ongoing contribution to the RHS.

4.9 The President expressed thanks for the opportunity to serve a further one-year term of office. The President reiterated the thanks given to Sandy Muirhead, emphasising his contribution to the leadership and success of the Society during his term of office.

d) Election of Ordinary Members to Council

4.10 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.

4.11 Mary Keegan was retiring from her term on Council and was thanked by the President for her scrutiny of the Society's governance which would facilitate continued and sustainable progress. Lorna Parker had reached the end of her first term. Upon his election as Treasurer, Matthew Lindsey-Clark retired as an ordinary member of Council. These three vacancies would therefore be filled by election of candidates for a term of five years.

4.12 Lorna Parker was entitled to stand for re-election for a second term of office and had chosen to do so. Nick Dunn and Ruth Willmott had put themselves forward for election to the two other vacancies.

4.13 There were therefore, three validly nominated candidates for three vacancies. Accordingly, Lorna Parker, Nick Dunn and Ruth Willmott were elected unopposed as members of Council until the end of the 2024 AGM.

4.14 Chris Blundell and Mark Fane, the longest serving members of Council, were co-opted to Council for a term of one year ending at the 2019 AGM. The President thanked Chris and Mark for their long-standing support and contribution to the achievement of the Society's aims.

4.15 The full list of Council Members for 2019/20 is:

- | | |
|-------------------------------------|-----------------|
| • Nicholas Bacon (President) | • Kate Lampard |
| • Matthew Lindsey-Clark (Treasurer) | • Neil Lucas |
| • James Alexander-Sinclair | • Lorna Parker |
| • Mick Crawley | • Mark Porter |
| • Nick Dunn | • David Rae |
| • Sarah Eberle | • Sarah Raven |
| • Dennis Espley | • Xa Tollemache |
| • Peter Gregory | • Jon Wheatley |
| | • Ruth Willmott |

e) Resolution to Amend the Society's Bye-laws

4.16 Lorna Parker, the Chairman of the Nominations, Appointments and Governance Committee, outlined the role of the Bye-laws in governing the

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

operations of the Society, the process for amending them at the AGM, and the details of the resolutions presented.

- 4.17 Council recommended two changes to the Bye-laws. The existing wording of the relevant Bye-laws was:

“[Those seeking election as an ordinary member of Council must:]

Bye-law 6.3 (a) *have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office.*

Bye-law 8.2 *To be considered eligible for co-option to Council, an individual member of the Society must have been a member of the Society for at least three years prior to the date of co-option.”*

- 4.18 The resolution proposed by Council in the Initial Change Notice was to reduce the current requirement in the Bye-laws for prospective Council members to have been RHS members for three years prior to standing for election to one year. The wording proposed was therefore, in each of these Bye-laws, to delete the word ‘three’ and replace with the word ‘one’.

- 4.19 The Society received ten responses to the Initial Change Notice:
- a. Two identified the error in not amending years to year (which we have now captured);
 - b. One queried whether the requirement for Committee members to be RHS members would apply to corresponding members of Committees and members of RHS Groups (we have replied to this member separately, as this is a matter for Council under the Regulations);
 - c. Four opposed the change; and
 - d. Three amendments to Council’s proposal were received.

- 4.20 The three member amendments were:
- 1) To be considered eligible nomination or for co-option to Council, an individual member of the Society would normally be expected to have been a member of the Society for at least three years prior to the date of nomination or co-option. In special cases the three-year ruling can be reduced to one year.
 - 2) That candidates for Council should have been a member of the Society for 3 years but that a member who has served on a Committee for one year should also be eligible for membership of the Council.
 - 3) That candidates for Council should have been a member of the Society for 5 years prior to the date of nomination, rather than the current 3 years, and the proposed 1 year, or unless the candidate is or immediately becomes a life member.

- 4.21 The Nominations, Appointments and Governance Committee, and Council, considered the responses received and decided to support the first of the three amendments proposed by members.

- 4.22 The resolutions, and the effect which they would have on the precise wording of the Bye-laws, were placed before the meeting as follows:

Resolution 1: To be considered eligible for appointment or co-option to Council, an individual member of the Society would normally be expected to have been a member of the Society for at least three years prior to the date of nomination or co-option. In exceptional circumstances, the three-year requirement can be reduced to one year.

Council recommended that the President use his discretionary vote to support this Resolution.

Adoption of this resolution would have the following effect on the Bye-laws:

[Those seeking election as an ordinary member of Council must:]

Bye-law 6.3 (a) have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office **or, in exceptional circumstances (as defined by Council) have been an individual member of the Society for one year prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office.**

Bye-law 8.2 To be considered eligible for co-option to Council, an individual member of the Society must have been a member of the Society for at least three years prior to the date of co-option **or, in exceptional circumstances (as defined by Council) an individual member of the Society must have been a member of the Society for at least one year prior to the date of co-option.**

Resolution 2: To be considered eligible for appointment or co-option to Council, an individual member of the Society would normally be expected to have been a member of the Society for at least three years prior to the date of appointment or co-option unless that candidate has served on a Committee of the Society for one year immediately prior to the date of nomination.

Adoption of this resolution would have the following effect on the Bye-laws:

[Those seeking election as an ordinary member of Council must:]

Bye-law 6.3 (a) have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office **or have been a member of an RHS Committee for the year prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain an individual member at**

the date of nomination, the date of election and throughout their term of office.

Bye-law 8.2 To be considered eligible for co-option to Council, an individual member of the Society must have been a member of the Society for at least three years prior to the date of co-option office or have been a member of an RHS Committee and an individual member for the year prior to the date of co-option.

Resolution 3: To be considered eligible for appointment or co-option to Council, an individual member of the Society would normally be expected to have been a member of the Society for at least five years prior to the date of appointment or co-option unless that candidate immediately becomes a life member of the Society.

Adoption of this resolution would have the following effect on the Bye-laws:

[Those seeking election as an ordinary member of Council must:]

Bye-law 6.3 (a) be a life member of the Society or have been an individual member of the Society for five years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office.

Bye-law 8.2 To be considered eligible for co-option to Council, an individual member of the Society must either be a life member of the Society or have been a member of the Society for at least five years prior to the date of co-option office.

Resolution 4: To be considered eligible for appointment or co-option to Council, an individual member of the Society would normally be expected to have been a member of the Society for at least one year prior to the date of appointment or co-option.

This is the proposed change originally set out by Council in the Initial Change Notice.

Adoption of this resolution would have the following effect on the Bye-laws:

[Those seeking election as an ordinary member of Council must:]

Bye-law 6.3 (a) have been an individual member of the Society for one year prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office.

Bye-law 8.2 To be considered eligible for co-option to Council, an individual member of the Society must have been a member of the Society for at least one year prior to the date of co-option.

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

4.24 Voting was carried out by poll with Electoral Reform Services acting as external scrutineers.

4.25 The President stated that the result of the poll would be declared at the end of the meeting.

f) Appointment of Auditors

4.26 The Treasurer proposed, and Mark Porter seconded, that the meeting should approve the appointment of Crowe Clark Whitehill LLP as the Society's auditors for 2019/20

4.27 The meeting voted by a show of hands to **APPROVE** the said appointment.

g) Appointment of Vice Presidents

4.28 The President announced the appointment of Rosie Atkins and Baroness Floella Benjamin as Vice Presidents of the Society for the year to the end of the 2020 AGM.

4.29 The President also reported that Council had re-appointed the following as Vice Presidents for 2019/20:

- Michael Balston
- Lawrence Banks CBE, VMH, DL
- Christopher Brickell CBE, VMH
- The Count de Kerchove de Denterghem
- Raymond Evison OBE, VMH
- Jim Gardiner
- The Rt Hon the Lord Heseltine CH, PC
- Robert Hillier OBE, VMH
- Professor Brian Huntley
- Roy Lancaster CBE, VMH
- Jekka McVicar VMH
- Dr Henry Oakeley VMH
- Jane Pepper
- Dougal Philip
- John Ravenscroft VMH
- John Sales VMH
- Prunella Scarlett LVO
- Tom Stuart-Smith
- Vicomte Philippe de Spoelberch
- Dr Kiat Tan
- Alan Titchmarsh MBE, VMH, DL
- Professor Harold Tukey
- Richard Webb VMH

h) Carew Pole Award

4.30 The President informed the meeting that, in 2018, Council had introduced two new awards. The Roy Lancaster Award is presented to those under 35 who have achieved an exceptional contribution to the practice, science or promotion of horticulture and was awarded, for the first time, at the 2019 Awards Ceremony to Graham Gunn.

4.31 The second award is the Carew Pole Award, named after President Emeritus, Sir Richard Carew Pole. The Award is made by Council, from time to time, to those who have made an exceptional contribution to horticulture as non-horticulturists. The President was delighted to announce that Andrew Lawson would receive the first Carew Pole Award. Andrew Lawson is one to the world's leading garden photographers. He has twice won the Garden Media Guild's 'Photographer of the Year' and was awarded an RHS gold medal for photography. Unfortunately, Andrew

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

could not attend the meeting to receive his award but had written to thank the Society for this honour.

i) Close of AGM

4.32 The President declared the results of the vote on the proposed amendment of the Bye-laws.

4.33 Voting on the resolutions was by poll, with the President exercising the proxy votes received by post, overseen by independent election scrutineers, ERS.

4.34

Member resolution 1		Member resolution 2	
For	689	For	174
Against	78	Against	586
Abstention	6	Abstention	9

Member resolution 3		Member resolution 4	
For	162	For	688
Against	598	Against	82
Abstention	10	Abstention	770

4.35 Accordingly, the President declared Resolution 1 passed and noted that the amendment would take effect immediately.

4.36 The President thanked those present and drew the formal proceedings of the AGM to a close.

5. Members' questions

5.1 Members attending the meeting asked the following questions, some of which had been tabled in advance of the AGM:

5.2 I live in Cornwall and travel over 200 miles to attend RHS Chelsea and also buy a ticket; the BBC film crew are obnoxious and ruin it for others, are Council aware of this? *T Rogers*

The President responded that the frustration is understandable and the Director of Shows will take this feedback to the BBC.

5.3 There has been an increase in hard landscaping at RHS estates, has this been a policy decision? How many car parking spaces with electric charging points will there be at Wisley and could Bridgewater be planted with more trees to tackle climate change? *Member*

The Director of Gardens responded that we are planning for electric points at Wisley and the exact number is to be confirmed. Work on hard landscaping is underway at RHS Bridgewater which has been neglected for some time.

5.4 Car parking at RHS Wisley has been very disappointing in the last year and has the quality of goods and services improved since opening? *Member*

The Royal Horticultural Society
Minutes of the 215th Annual General Meeting – 25 June 2019

The President apologised that Council had to make decisions on works and this unfortunately impacted on the car parking but this will be improved as part of the works at Wisley

5.6 Can we have M&S style rewards for members? *Member*

The Director of Finance responded that systems would need to be updated before we could consider rewards. The Director of Membership and Marketing added that the Society is continuously looking at opportunities to recognise loyalty.

5.7 Not everybody has a computer or is computer literate. Can I book two consecutive days at Hampton Court for a discount? *Member*

The Director of Shows responded that telephone booking is available through SEE tickets and the RHS.

5.8 How many members should be here to make quorum? *Member*

The President responded that the quorum for the meeting is 100, however this can be reduced to the number of those present with business adjourned until 30 minutes after the start of the meeting.

5.9 It was noted that tree planting at Hyde Hall has been in the thousands over the past 10 years which was much appreciated. *P Coe*

END