

The Royal Horticultural Society
Annual General Meeting – 25 June 2013

DRAFT Minutes of the **Annual General Meeting** held at **2pm** on **Tuesday 25 June 2013** at the Hillside Centre, RHS Garden Wisley, Woking, Surrey, GU23 6QB.

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 C J Blundell ; Mr D Espley; Mr M Fane; Professor P Gregory; Mr D Haselgrove; Mr N Lucas; Mrs J McVicar; Mr D Morrison; Mr A Muirhead; Mr D Philip; Mr M Porter; Mrs P Scarlett; and Mr J Wheatley.

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 A Griffiths (Head of Science); Mr W Havercroft (Head of Retail); Mr J Hiley (Director of Finance); Mrs J Nix (Director of IT and Internal Audit / Company Secretary); Mr J Rudoni (Director of Gardens); Mrs Kerry Smith (Head of HR); and Mr D Wolfe (Director of Membership, Arts and Media, MAM).

105 other Members were present.

1 Welcome

- 1.1 The President welcomed Members to the 209th Annual General Meeting (AGM) of the Royal Horticultural Society.

2 President's Speech

- 2.1 The President began her address by highlighting that, after three years, it was her last day as President and thanked all members, staff, volunteers and colleagues on Council and its Committees for their support and encouragement during an immensely rewarding and enjoyable time.
- 2.2 The President stated that the 'H' for horticulture had been put back into the RHS and that membership had reached for the first time over 403k thanks in particular to the hard work of staff and volunteers. However, there are great opportunities for further growth.
- 2.3 The introduction of 'RHS Fellows' had been a great success, with 96 recruited out of a target of 100. The Society is extremely grateful to this group of core supporters, who donate so generously and make a real difference helping to make gardening available to all.
- 2.4 The President highlighted her great pleasure at the growing co-operation between all organisations involved in gardening. Amongst many exciting results was the partnership between the Garden History Museum and the RHS to purchase the 1905 'Portrait of a Black Gardener' by Harold Gilman, which will be exhibited by both organisations.
- 2.5 The launch of the first National Gardening Week in April 2012 provided a platform for those involved in horticulture to promote the importance of gardening. A highlight was the 'Horticulture a Career to be Proud of' Conference chaired by RHS Vice President, Alan Titchmarsh, which attracted gardeners, journalists, retailers, scientists,

apprentices, career changers and students with the aim of changing perceptions about a career in horticulture.

- 2.6 This led to the 'Horticulture Matters' campaign, which brought together a range of organisations to help raise the profile of gardening. It is hoped that it will encourage more people to work in the horticulture sector, which, despite such a varied range of careers, youngsters generally do not consider as a possible career, leading to an alarming loss of skills.
- 2.7 In April 2012, the RHS launched the 'Young School Gardener of the Year' competition, which was won by Lucas Hatch (aged 11). Lucas demonstrated passionate enthusiasm and incredible knowledge about gardening and inspired all those who met him.
- 2.8 Following on from this, the President explained that the RHS launched the 'Centenary Appeal' to raise £1m to fund at least 15 horticultural apprentices, to contribute to the 'RHS Campaign for School Gardening' and to help fund the new Learning Centre at RHS Garden Hyde Hall. Members were encouraged to buy a badge in support of the Appeal.
- 2.9 The President summarised the outcome of the Governance Review, which had considered the crucial role of the Society's expert Committees and how best to retain and engage the expert knowledge of their members. It was noted that the Horticulture Board had been re-formed as the core body responsible, on behalf of Council, for all RHS horticultural activities. One of the many issues considered by the Board was the revision of the Award of Garden Merit list of over 7k plants, which took place during 2012 and was launched in February 2013. This was the culmination of an amazing amount of work by all the Plant Committees, ably led by John Grimshaw.
- 2.10 The President explained that the significance of science to the work of the Society had been emphasised over the past year, with more being done to let members and the public know about the work undertaken by the Science Team. The John MacLeod Field Research Facility at RHS Garden Wisley was opened by Professor David Bellamy, and provides RHS scientists with a modern resource to carry out field experiments.
- 2.11 Whilst last summer was one of the wettest on record, every RHS Show opened as scheduled, which was especially good as many other shows and outdoor events were cancelled. However, the weather did have an impact, with visitor numbers at Shows other than RHS Chelsea Flower Show lower than expected. This was attributed also to the conflicting appeal of the Olympics, Paralympics and the Queen's Diamond Jubilee.
- 2.12 The President had been delighted to be present when Her Majesty the Queen presented the new Queen's Diamond Jubilee Award for the best floral exhibit in the Great Pavilion at RHS Chelsea Flower Show to H.W Hyde & Sons, for their fantastic display of lilies. This has now become an annual award.
- 2.13 The 'Campaign for School Gardening' celebrated its fifth anniversary in 2012 and grew from strength to strength, reaching over 3.5m children in over 16k schools. Two

regional pilot groups were set up in Scotland and Yorkshire to work more closely with schools, communities, local Horticultural Societies, businesses, RHS Britain in Bloom and Beautiful Scotland to raise the profile of the Society in these areas.

- 2.14 The President was delighted that all RHS Gardens had rated in the top-10 of a 'Which' survey of favourite gardens, with RHS Gardens Rosemoor and Wisley securing respectively first and second place. RHS Gardens Harlow Carr and Hyde Hall were respectively fourth and tenth. This was a magnificent achievement, and the President congratulated all staff involved.
- 2.15 The President stated that throughout her tenure she had been overwhelmed by the way members, volunteers, Committees, staff, Council, sponsors and the horticultural trade had worked together to help everyone to garden and that it had been a huge honour and pleasure to lead such a team.
- 2.16 The President thanked everyone for their hard work, particularly Sue Biggs, Director General, for being unfailingly enthusiastic, open to new ideas and insisting that the RHS provides the best service to members and the general public. The President also thanked the Secretariat Team.
- 2.17 The President said that she had great pleasure passing the honour and the President's badge to her successor, Sir Nicholas Bacon. She also thanked her husband, Lawrence, for his support during her Presidency. The President presented to each of the four RHS Gardens a gift of *Betula* 'Hergest', a caramel barked birch from Hergest Gardens, as a memento of their involvement.

3 RHS Director General's Speech

- 3.1 The Director General delivered a presentation about the major highlights of 2013 and the future RHS Key Investment Projects (KIP). Key points included:
- 3.2 Major Highlights of 2012/13:
 - 1. The Society's record membership, which had reached for the first time over 400k, was a good indicator of a growing interest in horticulture across the UK
 - 2. The Fellows Scheme had been a success, with 96 recruited out of a target of 100
 - 3. The launch of RHS Garden Holidays
 - 4. The 'Horticulture Matters' report presented to Government
 - 5. The RHS Chelsea Centenary Flower Show and Appeal to raise £1m for apprentices and school children
 - 6. The success of the first Volunteers' Day.
- 3.3 Key Investment Projects:
 - 1. RHS Garden Wisley will receive at least £14m of investment across property, science and retail
 - 2. RHS Garden Hyde Hall will be developed with a learning centre, perennial meadow and edible garden
 - 3. Lindley Library will receive investment to make RHS resources more accessible, with a team working to improve on-line access

4. A new Urban Garden
5. Regional work has started and will be rolled out further if successful. Funds have also been identified for a potential fifth RHS Garden.

4 Treasurer's Report

4.1 The Treasurer presented a summary of the RHS Annual Report and Consolidated Financial Statements 2012/13. Key points included:

4.2 How RHS raised its funds:

1. £81.3m income was generated in 2012/13, with a net surplus of £20.9m. This surplus was aided by a £17.3m net surplus from the sale of the long lease of the Lawrence Hall. The underlying surplus of £3.6m was a considerable reduction from £7.5m in 2011/12
2. Income excluding Lawrence Hall was £64m compared to £65.8m in 2011/12. This was impacted by not having the Lawrence Hall letting income from May onwards (£1.3m) and reduced retail receipts as paying visitor volumes were down by 18% on the prior year, an effect of the poor weather, Diamond Jubilee, Olympic and Paralympic distractions. These deficits were partially offset by increased Media sales in 'The Garden' magazine after its successful re-launch, income from the new RHS Garden Holiday initiatives, and improved RHS Chelsea Flower Show Gala income
3. MAM (22%), Shows (18%) and Trading (25%) activity continued to be the greatest sources of income for the RHS
4. Membership passed the 400k mark closing at 400,795, a 4.6% growth on the previous year. Income from MAM grew by 7% (i.e. greater than membership growth) aided by improved membership retention, and improved Gift Aid receipts
5. Income from Shows (£14.9m) was 4.2% down on 2011/12. RHS Hampton Court Palace Flower Show ticket volume was down 12.5% and RHS Flower Show Tatton Park was down 15%, affected by the multitude of distractions and poor weather. All the Shows went ahead despite the appalling weather. The Shows have been re-designed for 2013, with the 'early bird' offer extended to 'weather proof' the Shows, and an increased focus on local marketing
6. Income generated from Gardens and Catering was down by £300k, which was 5.9% compared to 2011/12. Paying visitor volumes were down 18%, but this was mitigated by a full year of Gift Aid receipts at all Gardens.

4.3 How RHS spent its funds:

1. Expenditure in 2012/13 was £60.4m, which was £2.1m more than the previous year. £970k (c.46%) of the increase was from investment in the KIPs, primarily in the opening of the two regional offices in Scotland and Yorkshire, the website and the IT infrastructure programme (including the Customer Relationship Management project)
2. Trading costs fell as visitor volumes were reduced and retail sales dropped, leading to a reduced cost of sales expenditure
3. MAM costs increased by £300k (3.7%) as additional costs of membership fulfilment were incurred
4. The cost of the RHS Gardens increased by £1.6m (11%), primarily through

increased property maintenance and payroll expenditure.

4.4 RHS Capital Investments:

1. In 2012/13, capital expenditure amounted to £1.6m compared to £2.1m in 2011/12
2. The main reason for this increased spend in 2011/12 was due to the Field Research Facility at RHS Garden Wisley (£660k), electrical wiring installation at the Laboratory Building (£219k) and RHS Garden Harlow Carr car park development (£103k)
3. During 2012/13, assets with a net book value of £446k were disposed. The majority of this, £389k, related to the net book value of the Lawrence Hall.

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5 Minutes of the Meeting held on 26 June 2012

- 5.1 The Meeting **AGREED** the minutes of the 208th AGM held on 26 June 2012, which will be signed as an accurate record of proceedings by the President.

6 Annual Report and Consolidated Financial Statements 2012/13

- 6.1 Sir Nicholas Bacon, as Treasurer, invited the meeting to receive the RHS Annual Report and Consolidated Financial Statements 2012/13.
- 6.2 It was noted that Karen Thompson (Partner) was attending on behalf of the auditors, BDO LLP (formerly PKF (UK) LLP).
- 6.3 The Meeting **RECEIVED** the Annual Report and Consolidated Financial Statements 2012/13.

7 Election of President and Treasurer

- 7.1 The President declared Sir Nicholas Bacon elected unopposed as President for 2013/14. Sir Nicholas was appointed to Council in 2008 and is currently Treasurer of the Society.
- 7.2 The President declared Sandy Muirhead elected unopposed as Treasurer for 2013/14. Sandy, who was appointed to Council in 2007, is currently Chairman of the Audit and Risk Committee.

8 Election of Ordinary Members to Council for 2013

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

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
David Haselgrove	874	340	1,214
David Morrison	644	340	984
Sue Roe	875	-	875
Xa Tollemache	855	340	1,195

- 8.2 Accordingly, the President declared that David Haselgrove, David Morrison and Lady Tollemache were elected as Members of Council until the end of the AGM in 2018.
- 8.3 The President thanked Prunella Scarlett, who was retiring as a co-opted member of Council, for her eight year's service on Council. Prunella will continue to serve as Chairman of the Herbaceous Plant Committee, which she first joined in 2002. The President noted that Prunella's words were always significant and perceptive, supported through her considerable experience of the charity sector.
- 8.4 It was noted that David Haselgrove will become the Chairman of the Audit and Risk Committee and that David Morrison will continue to serve as the Chairman of the Nominations, Appointments and Governance Committee.

9 Appointment of Auditors

- 9.1 Following a tender process in line with good practice, the Meeting **AGREED** to appoint Grant Thornton UK LLP as the Society's auditors for 2013/14.
- 9.2 The President thanked BDO LLP (formerly PKF (UK) LLP) for its services and guidance over the years.

10 Appointment of Vice Presidents

- 10.1 The President announced that Council had appointed Michael Balston as a Vice President of the Society in recognition of his contributions to the Society and his ambassadorial and professional work overseas, particularly in China and Russia.
- 10.2 Further, the President announced that Council had re-appointed the following as Vice Presidents of the Society:
- Lawrence Banks CBE, DL, VMH
Christopher Brickell CBE, VMH
The Count de Kerchove de Denterghem
Vicomte Philippe de Spoelberch
Raymond Evison OBE, VMH, F.I.Hort

Carolyn Hardy OBE, VMH
The Rt Hon the Lord Heseltine CH, PC
Robert Hillier OBE, VMH
Professor Brian Huntley
Roy Lancaster OBE, VMH, F.I.Hort
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.

CLOSE OF ANNUAL GENERAL MEETING 2013

11 Members' Questions

- 11.1 The President advised that four questions had been received from Members in advance of the AGM.
- 11.2 **RHS Chelsea Flower Show gnomes** (Louise Clubley)
'How successful was the experiment for the money raising initiative of using painted gnomes? We heard a lot about it from the Chelsea Flower Show but I have not seen anything in print or on Google.'
- 11.2.1 The Director of MAM responded that £27k had been raised for the 'RHS Campaign for School Gardening' by auctioning gnomes painted and donated by celebrities. The sale of the gnomes had also raised awareness of the RHS as a charity, the Centenary Appeal and the 'RHS Campaign for School Gardening' – including through positive interviews and articles in the media and press.
- 11.3 **Wisley Common** (Bob Milton)
'It is now 8 years since the stealing of part of Wisley Common by the RHS for its car park was made lawful with the provision of exchange land yet that land is still in parts fenced off and the whole is not available to lawful public access. It was agreed at the time that bridleway routes would be put in place so as to link existing rights of way and the disparate parts of the common [being contiguous s193 LPA 1925] caused by the construction of the M25. This has not happened to the detriment of all lawful users of rights of way ie pedestrians, equestrians and cyclists. Will the RHS deal with these matters in a timely manner and give a commitment to do it before the next AGM.'
- 11.3.1 The Director of Gardens responded that the Society executed a Common Land exchange to regularise historic use of Wisley Common and is committed to working with all users of public access across its own land and that in the area. At present, the small area of RHS land to the north of the M25 includes footpaths. To improve management of that land, the RHS has an arrangement with the Surrey Wildlife Trust, who graze the area, with free public access through pedestrian gates. The RHS is aware that other equestrian and cyclist users wish to benefit from wider access, and the Surrey Wildlife Trust and the RHS are open to approaches from users to accommodate their needs, through permissive agreements. However, the cost of

making alterations to gates, for example, was not currently funded and the RHS would need to be assured of the benefits of changes in the long term.

11.4 Children free day at RHS Garden Wisley (Member 590998)

‘Can we have a children free day at Wisley at least twice a month? The whole purpose of the RHS was to provide a garden for visitors of all ages to admire not a play area for children. The whole area is being overwhelmed and visitors are being deterred. There are now so many buggies / prams in the restaurant / café areas that at times it is impossible to move in or out or negotiate with trays of hot food and drink – potentially a health and safety problem. I have many friends who are RHS members and time and again I hear the above comments from them.’

11.4.1 The Director of Gardens responded that a large proportion of RHS members who visit RHS Garden Wisley are families who value the garden and many of these have very young children. Whilst the RHS understands the views of members who would like a child free day, all members are valued supporters of the RHS.

11.4.2 The RHS wishes to engage with younger audiences in order to encourage a love of gardens and gardening from a young age as part of its charitable mission. The fact that families are choosing to spend their time with the RHS is an indicator that we are proving successful in our charitable purpose for this audience. However, as we do understand the frustrations, we are planning to develop our facilities so that we have more specific areas for adult dining and for family eating. As RHS Garden Wisley is so large, there are always areas that are tranquil, and the RHS will continue to invest in and develop areas so that they may be enjoyed by all visitors.

11.5 Members’ lapel pin (G.W. Kloppe)

‘Why does the RHS not offer a member’s lapel pin? Is there a plan to establish an award similar to the Victoria Medal of Honour in light of the Diamond Jubilee of Queen Elizabeth II?’

11.5.1 The Director of MAM responded that the RHS provides a lapel pin to all Life Members and is developing a pin that will be available for all members to purchase from autumn 2013. There are no plans to establish a separate award in honour of HM Queen Elizabeth II’s Diamond Jubilee.

11.6 The President then invited questions from the floor.

11.7 Advertising local shows (Ms Muirhead)

Ms Muirhead asked if local shows could be included in RHS advertising.

11.7.1 The Director of MAM responded that the RHS advertising budget is limited, but there are opportunities at RHS Gardens and on the RHS website to increase awareness of local shows.

11.8 Software for small Societies (Ms Muirhead)

Ms Muirhead asked if the RHS had thought of developing software to assist small Societies with collating entries and show marking.

11.8.1 The Director of MAM responded that there are no current plans to develop such

software, but that thought will be given to this.

- 11.9 **Membership recruitment stands at local shows** (Ms Muirhead)
Ms Muirhead asked if the RHS would consider setting up membership stands at local shows where many visitors are likely to be unaware of the benefits of membership and whether a ten-year plan to visit local shows would be considered.
- 11.9.1 The Director of MAM responded that this would be a challenge in terms of resources, but noted the recent re-launch of the volunteers programme as an opportunity to look in to this.
- 11.10 **Requirements of affiliated Societies** (Ms Muirhead)
Ms Muirhead asked what the RHS asks from Affiliated Societies to ensure that the relationship is two-way. For example, how are Affiliated Societies asked to encourage children to take an interest in gardening?
- 11.10.1 The Director of Education, Funding and Communities responded that the RHS encourages Affiliated Societies to get involved and gives people support with running Societies and shows. Expertise is also shared with links to volunteering work.
- 11.11 **RHS Website** (Andrew Russ-Turner)
Mr Russ-Turner asked for an update about the new RHS website.
- 11.11.1 The Director of MAM responded that the website is undergoing rigorous user-testing in anticipation of a launch later in the year.
- 11.12 **Hyde Hall Plant Centre** (Marilyn Butlen)
Ms Butlen asked why it was difficult to purchase plants used in RHS Garden Hyde Hall at its plant centre.
- 11.12.1 The Head of Retail responded that this was the newest and least used RHS plant centre, so it is a challenge to refill and maintain the variety of stock seen at other RHS plant centres. A covered area is being introduced for delicate plants, and the Retail team will be working more closely with curatorial staff to ensure that as many of the plants in the Garden are on sale in the Plant Centre.
- 11.13 **Infected trees and plants** (Marilyn Butlen)
Ms Butlen asked what role the RHS was taking to ensure control on the import of infected trees and plants.
- 11.13.1 The Head of Science responded that all Gardens work to an importation policy. RHS is a member of the Tree Health and Bio-security Task Force and is working closely with the Food and Environment Research Agency (FERA) and the Department for Environment, Food and Rural Affairs (DEFRA) to create a risk register. There was also a 'Stop the Spread' garden at RHS Chelsea Flower Show to highlight the issue, and round table discussions with government are on-going.
- 11.14 **Seed growing instructions** (Marilyn Butlen)
Ms Butlen asked if the RHS could work with seed producers to give better growing instructions on packs.

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- 11.14.1 The Head of Retail responded that the RHS has no influence over the packaging of these products, which are purchased by external suppliers.
- 11.15 **Gardening in the National Curriculum** (Marilyn Butlen)
Ms Butlen asked how the RHS was qualified to modify the national curriculum to include gardening.
- 11.15.1 The Director of Education, Funding and Communities responded that the RHS works closely with schools and, as a leading gardening charity, is best placed to lobby government about this issue. It was noted also that many teachers realise the benefits of teaching horticulture in schools and regularly comment that horticulture should be a part of the curriculum.
- 11.16 **Election System** (Tony Rogers)
Mr Rogers asked if the RHS election system for Council Members would be reviewed, particularly the allocation of proxy votes by the President.
- 11.16.1 David Morrison, Chairman of the Nominations, Appointments and Governance Committee, responded that a review of the electoral system is underway, the results of which should be seen by the AGM in 2014.
- 11.17 **Co-opted Members** (Peter Wadham)
Mr Wadham asked whether Sue Roe would be considered for appointment as a co-opted Member of Council.
- 11.17.1 Sir Nicholas Bacon responded that he had invited Sue Roe to meet him to discuss her interest in serving as a Member of an RHS Committee.
- 11.18 **Members' Questions** (Peter Wadham)
Mr Wadham asked why members' questions were listed after the official close of the AGM in the agenda and if these would be included in the minutes.
- 11.18.1 The Deputy Company Secretary confirmed that summaries of all speeches, questions and answers will be recorded in the official minutes of the AGM.

12 Any Other Business

- 12.1 The President extended her gratitude to the RHS Council, Leadership Team and Members, and thanked those who had been involved with preparing the venue for the AGM 2013.
- 12.2 The Meeting was brought to a close.

GM 12.07.13
BH 02.08.13

Signed as an accurate record of the meeting

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For further information, please contact:

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