

**The Royal Horticultural Society
Minutes of the 216th Annual General Meeting – 31 July 2020**

**Minutes of the 216th Annual General Meeting
of the Royal Horticultural Society**

**held at 10am on Friday 31 July 2020
Oakwood Room, Wisley Welcome Building**

Members of Council present at Wisley:

Sir Nicholas Bacon (President)
Mr Matthew Lindsey-Clark (Treasurer)
Mr James Alexander-Sinclair
Mr Dennis Espley
Mr Peter Gregory

Members of Council present via Zoom:

Mr Mick Crawley	Lady Xa Tollemache
Mrs Lorna Parker	Mr Jon Wheatley
Mr Mark Porter	Mrs Ruth Willmott
Dr David Rae	Janet Walker (Member elect)

Also present:

Mr Keith Weed (President elect)	Stacey Bailey (Company Secretary)
Sue Biggs (Director General)	Sarah Rogers (EA to the Director General & President)
Mark Norman (Director of Finance)	

A total of 16 members were present.

Welcome

The President welcomed members to the 216th Annual General Meeting (AGM) of the Royal Horticultural Society. It was noted that whilst the Charity Commission had provided leeway in cancelling or postponing AGM's, the Society had decided to hold a closed meeting via Zoom (open to those members who are Officers of the Society only) with the proceedings recorded for members to view on the RHS website.

The President noted that the quorum for the AGM was 100 members. As 16 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.

1. President's Report

- 1.1 The President looked back on the previous year which had been very successful in both financial and charitable terms and highlighted that during this year's lock-down, enriching people's lives through plants had undoubtedly become more relevant.

The Royal Horticultural Society
Minutes of the 216th Annual General Meeting – 31 July 2020

- 1.2 The President outlined that he had started volunteering with the Society 15 years ago when the charity had little vision or aspiration. The Director General has now been in post for 10 years and alongside a Leadership Team in which Council can trust, significant developments have been made in this time with the 2019 opening of the Wisley Welcome Building testament to the Society's renewed vision.
- 1.3 The President outlined progress at RHS Bridgewater which had been neglected for some time when the Society acquired the site. Over 100k plants, bulbs and shrubs have now been planted over the past year, with the help of 70 volunteers.
- 1.4 At RHS Rosemoor, the Cool Garden and Heritage Fruit Garden were completed. Sadly Lady Ann Palmer, who donated Rosemoor to the Society, passed away shortly before her 100th birthday and plants have been planted in her memory.
- 1.5 RHS Harlow Carr celebrated 70 years of being a garden and the perennial Meadow at RHS Hyde Hall is now complete.
- 1.6 The President continued that HRH The Duchess of Cambridge had contributed significantly to the Back to Nature garden at last year's Chelsea in partnership with the NHS which had now been relocated to a NHS facility in Devon.
- 1.7 The President concluded that there are now 218 Partner Gardens and overall 2019/20 was a tremendously successful year. Whilst Covid has impacted the Society, both financially and no doubt mentally, the Society will emerge alive and kicking and the President expressed his total faith in handing over to the new President.

2. Treasurer's Report

- 2.1 The Treasurer outlined that whilst 2019/20 had been successful, these achievements were now overshadowed by events after the year end, in the shape of Covid-19 and the enormous economic impact of the lockdown from which we are only now emerging.
- 2.2 The last financial year, which was characterised by generally favourable weather during the key spring and summer seasons, saw strong progress on many fronts. Visitor numbers to the four RHS Gardens over the year were a record 2.3m. The new Welcome building at Wisley was opened in June and immediately contributed in increasing visitor numbers, retail and catering income. Growth in membership also accelerated and total membership ended the year at over 525,000. Visitors to Shows once again exceeded half a million and retail operations increased sales by 10%, with online sales up by 17%. Alongside all of this business as usual, the Society continued to invest in the Gardens and in the Strategic Investment Programme, which is in its peak phase of activity and expenditure.
- 2.3 Overall, income from regular operations increased by 4.0% to £94m. On the same measure our expenses increased by 6.5% to £88m, reflecting

The Royal Horticultural Society

Minutes of the 216th Annual General Meeting – 31 July 2020

- the continuing investment in headcount and horticulture in the gardens, including building up the operational team at Bridgewater ahead of its opening next year. The depreciation charge has also increased and will continue to do so as new buildings are completed both at Bridgewater and Wisley.
- 2.4 In addition, the financial statements reflect fundraising in relation to the Strategic Investment Programme at £8.3m. The receipt of pledged funds for the SIP will continue to have a substantial influence on the Society's results over the next few years and, by their very nature, the amounts received are likely to vary from one year to the next.
- 2.5 Together, including both our regular operations and the SIP, the Society generated total income of £102m, up from £98m, and net income of £8.5m, versus £10.4m in the previous year. Capital expenditure for the year amounted to £41m, up from £33m in the previous year, the vast majority of which was in relation to the SIP projects at Bridgewater and Wisley. At the year-end, our reserves of cash and investments stood at over £60m, following another year of solid investment performance. Importantly, the Society's portfolio has held up well despite the recent stock market volatility, due to our conservative investment approach and a deliberate reduction in equity funds shortly before the year-end.
- 2.6 These investments, together with the Society's valuable unencumbered property assets in Vincent Square and Wisley Village and the enduring support of members and donors, represent a crucial protection against the current crisis and underpin our confidence that the Society can absorb the losses faced as a result of Covid-19 and restore the financial performance of the Society whilst seeing through the completion of the Strategic Investment Programme.
- 2.7 The impact of Covid on operations has been significant, with the cancellation of the entire show season and the closure of gardens and retail sites over the busy spring season. Even now that the gardens have reopened, social distancing restrictions mean that entrance numbers are limited and a full catering service is not operational. In addition, while there has been gratifyingly low increases in membership cancellations compared to expectations, the take up of new memberships slowed during lockdown and will continue to be impacted by the reduced visitor numbers to the gardens, the most important source of new members. Membership numbers are therefore expected to decline over this year, estimated to be around 500k at year end.
- 2.8 Together this will all add up to a dramatic reduction in income in the current financial year. Against this, the focus has been on the Society's cost base, reducing operating costs or delaying expenditure wherever possible. The Society has taken advantage of the Government's Coronavirus Job Retention Scheme, furloughing large numbers of staff on 80% pay, although the numbers on furlough are now reducing as gardens, retail and catering are progressively opened.
- 2.9 The Society has been hugely helped by the generosity of our members and other supporters and the Society's cash position remains strong. Whilst inevitably depleted, The Society's reserves will, we believe, be sufficient to carry us through.

- 2.10 Turning back to the Strategic Investment Programme, the Society is now more than half way through the investment phase and even with Covid-19 we remain committed to fulfilling this inspirational long term undertaking in order to achieve the ambitious charitable aims that we have set in the coming years. Of the anticipated total investment, we are contributing at least £120m from reserves and annual surpluses over the period and targeting to raise in excess of £40m from fundraising. To date, we have received fundraising donations of around £25m, and have pledged of a further £6m towards the target. Certain elements of the SIP have been prudently deferred and will continually re-evaluate the amount and phasing of the remaining expenditure. Even though their opening dates have been delayed, the Society remains absolutely confident of the transformative impact of both the new RHS Garden Bridgewater and the Centre for Horticultural Science and Learning and believe they will each, in their different ways, be hugely important components of the Society's future success and purpose as we rebuild from this crisis.
- 2.11 The Treasurer stated that he would like to add his personal thanks to the Leadership Team and all our employees for their dedication, commitment and hard work during this exceptionally difficult time. They have together ensured that we are prepared as best we can be for the unprecedented experience through which we are all living.

3. Director General's Report

- 3.1 The Director General stated that 2019/20 had been a fantastic year with a surplus of £10m and a record 525k members. However, February 2020 was the wettest on record and with Covid, the Society had been heavily impacted by lockdown from 22 March when the gardens and offices closed and 2020 shows cancelled. 55% of staff had been furloughed which was now reducing and the full economic impact of Covid is still unknown.
- 3.2 The Director General thanked members for staying as members during this difficult time and for retaining trust in the Society.
- 3.3 On behalf of the Leadership Team and all staff, the Director General thanked Sir Nicholas for being a wonderful President and for his dedication to the RHS, his support and his challenge to the Executive and that he would be very missed.
- 3.4 Going forward, the Society still has £8m to raise and the challenge of getting the Government to realize the value of gardens and the horticulture industry remains. Brexit will also impact horticulture and the RHS, from Plant Passports to border control. The changing climate remains a concern and will be a focus of the Society going forward. The qualifications and skills crisis is ongoing and so there is much work to do.
- 3.5 The Director General continued that the trees at Wisley are again under threat from the proposed A3/M25 Scheme and information will shortly be available on the Society's website about how members can lobby their MPs for the Secretary of State to reconsider the Highways England plans.

The Royal Horticultural Society

Minutes of the 216th Annual General Meeting – 31 July 2020

- 3.6 There have been positives this year, including the community spirit and the recognition of gardening and success of Virtual Chelsea, with 17 million visitors to the RHS website over a seven week period.
- 3.7 Things to look forward to include the opening of RHS Bridgewater on 11 May 2021 and the Centre for Horticultural Science and Learning at Wisley Hilltop in mid-June next year.
- 3.8 The Director General provided an update on the Strategic Investment Programme showing pictures of progress at each site. At RHS Harlow Carr, the Harrogate Arms will be converted into a café and exhibition space later in the SIP programme. At RHS Bridgewater, the vision of Tom Stuart-Smith was shown, planting is now well advanced with the 11 acre walled garden looking great and the Director General encouraged all members to visit when the site opens in May 2021. The Horticulture Matters programme continues its focus on making horticulture a career to be proud of and will be a permanent focus.
- 3.9 The Centre for Horticultural Science and Learning at Wisley will home the Science teams, including the Herbarium and seed store, and Horticulture teams including an atrium space for exhibitions. The Wisley Laboratory will be open to the public for the first time in 2022.
- 3.10 The Director General concluded by highlighting that there has never been a better time for gardening and thanking the Society's Patron, Her Majesty the Queen, and all of the Fellows, members, employees, volunteers and partners who support the work of the RHS.

4. Annual General Meeting 2020

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

a) Minutes of the 215th Annual General Meeting

- 4.2 The President proposed that the meeting approve the minutes of the 2019 AGM held on 25 June 2019. The Treasurer seconded this proposal and so the meeting **APPROVED** the minutes to be signed as an accurate record of proceedings by the President.

b) Annual Report & Consolidated Financial Statements 2019/20

- 4.3 The Treasurer proposed that the meeting should approve the RHS Annual Report and Consolidated Financial Statements 2019/20. The President seconded the proposal and the meeting therefore **APPROVED** the Annual Report and Financial Statements.

c) Election of President and Treasurer

- 4.4 There being no other candidates standing for the position, the President declared Keith Weed elected unopposed as President for 2020/21. Keith thanked Sir Nicholas Bacon for the marvellous work he has done as President and expressed his excitement at taking up the position.
- 4.5 Sir Nicholas described how it had been a privilege to serve the

The Royal Horticultural Society
Minutes of the 216th Annual General Meeting – 31 July 2020

membership over the last 15 years in his role as President, Treasurer and Committee member.

4.6 There being no other candidates standing for the position, the President declared Matthew Lindsey-Clark elected unopposed as Treasurer for 2020/21. Matthew was previously appointed to Council in 2016 and has served as Treasurer since 2019. The Treasurer thanked the President for his time with the Society.

4.7 The President stated that brief biographies of both candidates appear in the Notice of the AGM and are available on the website.

d) Election of Ordinary Members to Council

4.8 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.

4.9 Peter Gregory was retiring from his term on Council and was thanked by the President for his time on Council and as Chair of the Science Committee. Mick Crawley and David Rae had reached the end of their first term. These three vacancies would therefore be filled by election of candidates for a term of five years.

4.10 Mick Crawley and David Rae were entitled to stand for re-election for a second term of office and had chosen to do so. Janet Walker is entitled, and has chosen to, stand for election to Council.

4.11 There were therefore, three validly nominated candidates for three vacancies. Accordingly, Mick Crawley, David Rae and Janet Walker were elected unopposed as members of Council until the end of the 2025 AGM.

4.12 The full list of Council Members for 2020/21 is:

- Keith Weed (President)
- Matthew Lindsey-Clark (Treasurer)
- James Alexander-Sinclair
- Mick Crawley
- Nick Dunn
- Sarah Eberle
- Dennis Espley
- Kate Lampard
- Neil Lucas
- Lorna Parker
- Mark Porter
- David Rae
- Sarah Raven
- Xa Tollemache
- Janet Walker
- Jon Wheatley
- Ruth Willmott

e) Appointment of Auditors

4.13 The Treasurer proposed that the meeting should approve the appointment of Crowe LLP as the Society's auditors for 2020/21. The President seconded the proposal and the meeting **APPROVED** the appointment.

f) Appointment of Vice Presidents

4.14 The President reported that Council had re-appointed the following as Vice Presidents for 2020/21:

- Rosie Atkins
- Michael Balston
- Lawrence Banks CBE, VMH, DL
- Baroness Floella Benjamin
- 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

4.15 The President announced that Council had agreed the appointment of Mark Fane, Rosy Hardy and Sandy Muirhead as Vice Presidents for 2020/21 and they will receive their badges at the Awards lunch in 2021.

g) Carew Pole Award

4.16 The Carew Pole Award, named after President Emeritus, Sir Richard Carew Pole 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 Olivia Chapple, founder of Horatio's, receives the award for 2020 which will be formally awarded at the 2021 Awards Ceremony.

5. Members' questions

5.1 Due to Covid-19 restrictions, members were invited to submit questions in advance of the AGM to be read by the Company Secretary. The following questions were received:

5.2 In light of the current situation, where we have been in lockdown and the RHS gardens closed, thus unable to visit, I would like to ask the question - will our memberships be extended by this 3 month period? *A Blakey*

We are very sad that our Gardens were closed to our members between mid-March and the end of May under the government lockdown. We are incredibly grateful to our members who have stuck with us through this financially challenging period and especially to those who contacted us to upgrade their membership to become Life members in order to support us.

The President responded that the Society has focused on trying to increase the value of the memberships through a number of avenues and that the extension of memberships would cost the society £6.5m on top of

The Royal Horticultural Society
Minutes of the 216th Annual General Meeting – 31 July 2020

the already large losses accrued by the impact of Covid-19.

- 5.3 What steps are being taken to protect roaming wildlife at Wisley from harassment and potential cruelty by visitors especially young children that like to taunt and chase the ducks? *D Mawson*

The President responded that Society tries to focus on educating members on the importance of wildlife rather than filling the garden with negative signage and that this will be further enhanced by the completion of the Wisley Hilltop Building.

- 5.4 Further to the question raised at last year's AGM, has any progress been made on the suggestion to offer RHS members a discount when purchasing goods in an RHS shop or cafe? *D Mawson*

The President responded that with the closing of our shops and cafes with the Covid crisis we have not made as much progress as we would have wished and have found ourselves in a position of income losses this year.

With over two thirds of the RHS customers members, offering a discount would come at a huge financial cost to the Society. The Society will continue to focus on how to make RHS membership even better for members including around buying plants and onsite catering.

- 5.5 The salary of the most Senior Employee (presumably Director General) at the RHS is now well over 200k. Considering the impact on the charitable sector as a result of the Coronavirus pandemic will the Trustees be reviewing the salaries of all senior staff in the near future? *D Mawson*

The President responded that proposals made by the People and Remuneration Committee to increase salaries had been postponed once the impact of Covid-19 was becoming clear. The strain on the Leadership Team and the Director General has never been more prevalent due to Covid-19 and the Society's salaries are far less than what could be gained in the private sector. The President stressed that now more than ever it is important that the Society has the best possible people working for it.

6. Close of AGM

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

END