



**The James Hutton Institute**  
**BOARD MEETING**  
Board Room, Dundee

**19 November 2014, 09:00h**

**Chair:** Ray Perman (RP)

**Board members:** Brian Clark (BC)  
Laura Meagher (LM)  
Allan Stevenson (AS)  
George Thorley GT  
Alan Werritty (AW)

**Apologies:** Julia Brown (JB)  
Wayne Powell (WP)  
Ian Gambles (IG)

**Attendees:** Iain Gordon (IJG)  
Colin Campbell (CC)  
Beth Corcoran (BeC)  
Mark Sinclair (MDS)  
Bob Ferrier (BF)

**Secretariat:** Anne Pack (AP)

**Closed Session**

**1 Apologies**

Apologies were received from Julia Brown, Wayne Powell, and Ian Gambles.

**2 Register of Interests**

LM is a Trustee of Macaulay Development Trust.

RP is a Director of the David Hume Institute.

ICG is a Director of the Forestry Commission

**3 Minutes of the meeting held on 17 September 2014.**

The minutes were approved subject to a minor amendment.

**4 Matters arising**

All matters were either discharged or dealt with in the agenda.

**5 Strategy Planning and Budget**

**5.1 VE/VR/CR**

The Board was advised that the Institute was now in Compulsory Redundancy (CR), Phase Two of the consultation phase. The panel will meet from 8<sup>th</sup> December. Any appeals will take place from 20<sup>th</sup> December.

The Board and the Executive agreed to implement a robust performance management process as part of its organisational change programme.

As part of the change programme, the Executive will set SMART objectives and cascade these to Heads of Function, SGLs, and TLs.

The staff members who are being retained, outwith the redundancy pools, are those who have the capability to deliver to SG.

The target for net savings is £2.5m, which is expected to be met through 63 posts reduction. Of those, 45 have been achieved thus far through VE/VR but more applications are expected before the deadline. Although only 63 posts have been identified under the scheme, the number equates to 70, as there are a number of leavers and retirees who are not being replaced.

## **5.2 2015-16 forecast and balance sheet**

The forecast did not take account of a funding cut from RESAS as the exact percentage is not known at present.

When setting up budgets for the new RESAS programme, capital will be built into the core bid. The half year RESAS programme report, shows we are over-spending, now that staff time allocation is being monitored. By next year time sheet recording should provide accurate figures on time spent on projects, and unallocated time, which will be used for pursuing external funding. An ongoing issue is that some staff allow contracts to overrun. Time spent on an extended projects is unfunded.

The Institute now has a better handle on support costs, time-sheet recording, and manpower planning so are in a better position to include FEC, and will do for the new RESAS programme.

The budget will come to the Board in March, after it has been reviewed by the Audit & Finance committee.

## **5.3 Risk Register**

The Board approved a refresh of the risk register, which will be used for the operational planning process for 2015-16.

**Board membership.** Six candidates will be interviewed for the three vacancies on the Board, on 4<sup>th</sup> December. Looking ahead three further members will be required in 2015 to replace those stepping down, and another three in 2016 for the same reason. The January meeting will discuss current and future configuration of the Board, to ensure a diverse skill set, and that sub-committees are populated. A rotation plan will be prepared for Board members .

The N&R committee recommended that Professor Bob Orskov be offered Honorary Fellowship. The Board agreed.

## **5.5 Estates discussion**

### **Estate options**

A paper on estates options was presented for consideration, in preparation for the development of the Estates Strategy.

### **Agri-renewables; Lonsdale options; Farms options**

The Board noted the development in agri-renewables. It is expected that there will be increased potential for agri-renewables across the whole estate. A scoping study was carried out on the use of agri-renewable technologies across the Institute's sites.

The Board was content with the direction of travel of the agri-renewables programme.

## **6 Regular reports**

### **6.1 Chief Executive**

This report was received for information. A Health Check was initiated following conversations had with SG on the VE scheme and redundancy programme. The health check is aimed at lessons learned from mergers of public bodies. It will be a major undertaking for the Executive. Tenders for the next five-year RESAS work programme must be submitted by the end of March, so a requested has been lodged for a delay of the Health Check from February until May or June. The Board noted the review will involve the Institute in serious extra work at a very busy and important time.

IJG asked the Board to note that the Institute won 6 out of 7 projects worth £2m in the Agr-Tech programme.

### **6.2 Finance Report**

This report was received for information.

## **7 Minutes of sub-committee meetings since last Board meeting**

### **7.1 ACS – 16 September 2014**

The minutes of the ACS meeting held on 16 September were received for information.

### **ACS – 18 November 2014**

BC gave a verbal report of the meeting held on 16 September:

### **Group reviews**

These are complete and a synthesised report has been prepared and Communications are preparing a version for public consumption.

### **Themes review**

Professor Robert Goodman will chair the panel, and three of the panellists are confirmed. It is hoped the full panel of five or six will be in place soon. The review will take place in February 2015 at the Aberdeen site.

### **Science Strategy**

A foresighting exercise took place on 18 November. It was a successful exercise in exploring key issues expected in the next 3 -5 years. It was the first step towards refreshing the science strategy and the corporate strategy.

### **7.2 Audit & Finance**

There has not been a meeting of the Audit & Finance committee since the last Board meeting, but a teleconference took place to discuss 13 recommendations made by Johnstone Carmichael following a year-end review they were commissioned to carry out. All the recommendations were agreed with a timeline for completion by 1 April 2015. The next A&F committee meeting will take place on 1<sup>st</sup> December which will focus on internal audit work.

### **7.3 Nominations & Remuneration**

The minutes of the N&R Committee meeting held on 16th September had been circulated to Board members.

## **8 Minutes of commercial subsidiary meetings**

### **8.1 James Hutton Ltd**

The minutes of the James Hutton Ltd meeting were received for information. A subsequent meeting focused on process and how to bring MRS and MSC to trade as one. Following legal and accountancy advice a way forward was agreed by the Board. This involves using MRS Ltd for a vehicle for James Hutton Ltd in the future. In the first instance MRS Ltd will change its name to James Hutton Ltd. MSC assets and liabilities will be transferred into it. Any concerns over this move have been resolved. The next step is to seek the recruitment of a Managing Director of James Hutton Ltd. The scope of the company is being developed.

AS said he had an action from the James Hutton Ltd Board to report. There had been concern by the directors of James Hutton Ltd that as the reorganisation of the actual businesses had not taken place, there was a question over whether James Hutton Ltd Board members had the authority of the main James Hutton Board as shareholder, to carry out discussions and reviews of the two commercial subsidiaries. The Board confirmed they had the authority. AS said that BeC had recommended that Board members of James Hutton Ltd be appointed directors of MRS Ltd. This was to correctly channel remuneration to Board members and avoid putting the Institute at risk with OSCR. This has been implemented.

## **9 Other reports**

### **9.3 Media Digest**

This was received for information.

### **9.4 Health & Safety**

This was received for information. Training for directors is being arranged. A date will be circulated.

## **10 AOB**

### **Dates of meetings in 2015:**

March 18<sup>th</sup> Dundee, followed by Health & Safety session 13:30 – 15:30

May 20<sup>th</sup> Aberdeen

July 22<sup>nd</sup> Dundee

September 23<sup>rd</sup> Aberdeen

November 18<sup>th</sup> Dundee