



The James Hutton Institute
BOARD MEETING
Board Room, Dundee
18th March 2015, 09:00h

Chair: Ray Perman (RP)

Board members: Brian Clark (BC)
Ian Gambles (IG)
Stephen Hall (SH)
Joan MacNaughton (JM)
Laura Meagher (LM)
Marian Scott (MS)
Allan Stevenson (AS)
George Thorley GT)
Alan Werritty (AW)

Apologies: Deborah Keith (DK)

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

Secretariat: Anne Pack (AP)

Closed Session

Opening remarks

RP welcomed Joan MacNaughton (JM) and Marian Scott (MS) to their first Board meeting.

1 Apologies

Apologies were received from Deborah Keith (DK).

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 19 November 2014.

The minutes were accepted as a true record of the meeting, subject to one minor amendment.

4 Matters arising

Item 2: GT to canvas Board members with a view to producing a Board Skills and Experience schedule for discussion at the March Board meeting.

Item 3: GT to canvas Board members on the timetable for a new Board Chair and Board members views on the Person Spec for a new Chair, for discussion at the March Board meeting.

Both items complete.

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

Presentation on Freedom of Information (FOI)

From 1st April 2015 the Institute will be subject to FOI legislation. All information held by the Institute and its wholly-owned subsidiary can be accessible to the public. The Institute will routinely have to publish certain information, *e.g.* Board minutes.

Any members of the public can submit a request for information. FOI only applies to information, not documents.

An FOI Officer will be appointed to document and respond to FOI requests.

5 Strategy Planning and Budget

5.0 Finance Report

P10 Management Accounts is forecasting a higher deficit than at P8, the main difference being due to a downturn in external contract income.

5.1 Budget 2015/16

5.2 Financial scenarios for 2015/16 and 2016/17

BeC presented two profiles for the 2015-16 budget. The draft forecast prepared in September 2014 was based on savings expected in the VE scheme. In light of the difference between it and the revised forecast the Board are not requested to approve either. The main difference between the two is a drop in external contracts. The budget will be brought back to the May meeting.

Inter-company charges were discussed. BF said that with the launch of James Hutton Ltd the Institute will diversify business opportunities and shared learning across the Group.

There are also costs pressures associated with Health & Safety compliance.

The existing excellent science must be matched with excellent business development, to lift the Institute out of the position it is in now. this is an essential part of ongoing culture change The large depreciation figure is as a result of having an aging and large estate. A strategic look needs to be taken at the asset register and consider whether to rationalise it to a sustainable level.

It was hoped A&F would be able to recommend the budget to the Board at the May meeting.

The interim MD of James Hutton Ltd will prepare a budget, which will be considered by the A&F meeting at the same time as the James Hutton Institute's budget.

5.3 Organisational Change Programme – Year 1

At the January meeting, the Board requested a scaled down and less expensive version of the OD programme for year 1. This was provided.

The Board accepted the importance of OD, but the cost must be met in the budget.

5.4 Timetable for Science/Corporate strategy

This is in progress.

5.5 Position on Genetically Modified Organisms (GMOs)

An updated position statement for the Institute on GMOs was circulated to the Board.

5.6 Barley Centre update

The Institute is about to enter Gateway 1, which is for the infrastructure, and we are currently seeking funding through philanthropic sources. Separately, funding is being sourced for equipment.

5.7 VE VR update

The scheme closed at 60 leavers on voluntary terms.

The Healthcheck which took place in February arose from conversations on VE. All members of the Executive were interviewed either face to face or by telephone. Three Board members were also interviewed. A follow-up meeting took place to discuss the recommendations and responses.

6 Regular reports

6.1 Chief Executive

This report was received for information.

7 Minutes of sub-committee meetings since last Board meeting

7.1 ACS – 18 November 2014

The minutes of the meeting held on 18th November 2014 were received for information.

The foresighting exercise which took place on 18th November was the first step towards preparation for the revised corporate strategy, of which the science strategy will be a key component.

7.2 Audit & Finance

The minutes of the A&F meeting held on 1st December 2014 were received for information. A&F met on 13th March 2015. The committee discussed the accounts and the financial position of the organisation. The meeting also received internal audit reports. A report on internal process and procedures for HR was due but delayed in part due to the implementation of the new HR system. That will be rescheduled in 18 months. Instead there was a report on payroll, with no major concerns. There was a major report on corporate governance, largely aimed at the Board. The meeting addressed some housekeeping issues including internal governance and authority regime for James Hutton Ltd. The Risk Register (RR) for the Institute was reviewed. A new RR for James Hutton Ltd was drafted, and will come to the Board on an annual basis.

7.3 Nominations & Remuneration (N&R)

The minutes of the N&R meeting held on 11 February 2015 were received for information. The skills matrix was discussed along with a plan for Governing Board membership succession planning.

8 Minutes of commercial subsidiary meetings

8.1 James Hutton Ltd

The minutes of the meeting held on 15th December 2014 were received for information.

9 Other reports

9.1 Media Digest

This was received for information.

9.4 Health & Safety

This was received for information.

10 AOB

Dates of meetings in 2015:

May 20th Aberdeen

July 22nd Dundee

September 23rd Aberdeen

November 18th Dundee