



**The James Hutton Institute**  
**BOARD MEETING**  
Glensaugh Farm  
**22 July 2015, 09:30h**

**Chair:** Ray Perman (RP)

**Board members:** Brian Clark (BC)  
Joan MacNaughton (JM)  
Laura Meagher (LM)  
Marian Scott (MS)  
Allan Stevenson (AS)  
George Thorley GT  
Alan Werritty (AW)

**Apologies:** Bob Ferrier (BF)  
Ian Gambles (ICG)  
Deborah Keith (DK)  
Stephen Hall (SH)

**Attendees:** Iain Gordon (IJG)  
Colin Campbell (CC)  
Beth Corcoran (BeC)

**Secretariat:** Anne Pack (AP)

**Closed Session**

**1 Apologies**

Apologies were received from Bob Ferrier, Ian Gambles, Deborah Keith and Stephen Hall.

**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.

DK is on the BBSRC Council, and is a Board member of the John Innes Centre.

**3 Minutes of the meeting held on 20 May 2015.**

The minutes were accepted as a true record of the meeting.

**4 Matters arising**

All matters were either discharged or held over until the September meeting.

**4b Relations with Scottish Government (SG)**

- Two members of SG have been invited to the Board dinner in September. It was felt important that the Board had input to the Strategy before then, and to demonstrate

its support. a draft of the Corporate Strategy will be provided to the Board by the end of August, for comment. A telephone, brain-storming, meeting will be arranged to discuss the Corporate Strategy prior to the Board dinner in September.

## **5 Strategy Planning and Budget**

### **5.1 Finance Report – final accounts**

The Group accounts and the subsidiary accounts were presented, along with the accounts for legacy institutes, MLURI and SCRI. All EU funding has been received so there is no need to retain the SCRI company. The Board gave its approval to close SCRI. MLURI will remain live meantime. accounts for 18 months for the McLagan Trust will be prepared, then it will be closed down. This will allow MLURI to be closed down.

Attention was drawn to the final accounts for James Hutton Institute. On page 14, 'exceptional costs' include costs associated with VE and costs associated with moving to a single subsidiary.

The signed final accounts along with the auditor's report will be sent to the Board within two weeks.

There was a discussion about the auditors' recommendation that staff complete timesheets on a weekly basis to support better budgetary control. The majority of staff are now completing timesheets on time.

It was noted that notwithstanding the exceptional and depreciation costs, the Institute was close to budget last year.

The Board approved the accounts.

The 2015/16 budgets were tabled. An introduction was given, to explain the current position with the first quarter. The management accounts had not been available in full up to this date, as the timesheets were not available for the first six weeks over April and early May due to an upgrade of the eBis system, the final accounts were being prepared and a new system for chart of accounts was being built for the financial system. By the end of the first quarter, which closed the previous week, a trial balance was run which produced the tabled spreadsheet. Additional reports will be produced from the system in the future. The management accounts will be automatically generated for the September Board meeting.

### **5.2 Annual Audit and Finance Committee Report**

The annual audit committee report to March 2015 was presented. The Board approved the report.

### **5.3 Situation and Action Plan**

The situation and action plan was presented for information, to appraise the Board of the current situation and to give assurance that risks are being identified and mitigated during the transition to new CEO.

### **5.4 Organisational Development Programme**

An update on the Organisational Development Programme was received for information.

### **5.5 Barley Centre update**

An update on the International Barley Innovation Centre (IBIC) was received for information. High-level guidance on the project will be provided by an experienced consultant. An outline business case has been prepared. There are many areas of SG, such as Food & Drink, still to

be explored for involvement and which requires to be done quickly. The project requires advocacy and championing.

### **5.6 Corporate Governance Report**

The Corporate governance report from the internal auditors was received for information. It was agreed to bring this item forward to the September 2015 meeting.

### **5.7 Risk Register (RR)**

Board members approved of the new format for the RR. It was agreed the RR would be discussed by the Executive, following comments received from Board members. Members would like to see a clear risk description, and note of action to be taken. The risk owner for IBIC is to be added to the register.

### **5.8 Audit Committee Terms of Reference**

The revised Terms of Reference for the Audit & Finance Committee were approved.

## **6 Regular reports**

### **6.1 Chief Executive**

This report was received for information. Comment was made on how the KPI list had improved from previous meetings. This is an area that is constantly evolving and will require updating after the launch of the new Corporate Strategy. The ACS had a discussion about KPIs for science at its meeting on 21 July.

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

### **7.1 ACS –2015**

The minutes of the meeting held on 19 May were received for information.

A verbal update was given on the meeting held on 21 July. A presentation was given on the research opportunities for the four farms. This was followed by a long discussion. Details will be reported in the minutes.

Following the series of Science Group reviews and Themes review, ACS discussed how the Institute should evaluate its science excellence, as there are many ways this can be measured. Some of these methods have been explored, and peer review is considered the best. Further input to the process would be valuable. A questionnaire will be circulated to ACS to glean comment and suggestions. The meeting in September will discuss the KE Strategy, and the role of ACS in planning for the Corporate Strategy. It is planned to revise the start time and duration of ACS meetings to allow adequate time for discussion.

### **7.2 Audit & Finance**

The minutes of the meeting held on 19 May 2015 were received for information.

### **7.3 Nominations & Remuneration (N&R)**

A verbal update of the meeting held on 21 July 2015 was provided. Six new board members have been appointed in the past year. Six members, including the chair, will be replaced within the next two years. The chairs of the three sub-committees will be replaced in early 2016 by newer members, allowing for lead-in time, subject to discussion with the chairs. Details, including leaving dates of outgoing members and arrival dates of new members in 2016, will be provided to the Board in September.

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

### **8.1 James Hutton Ltd**

A verbal update was provided.

## **9 Other reports**

### **9.1 Media Digest**

This report was received for information.

### **9.2 Health & Safety**

This report was received for information.

The Health & Safety Policy and the Environment Policy were presented for approval. The Board approved both policies.

The Board was advised that the Institute takes H&S seriously - H&S is a standing item at all the major committees within the Institute; near-miss reporting is strongly encouraged.

### **9.3 Annual Report**

This is in progress.

## **10 Open session – for decision and approval**

### **10.1 Finance Report – final accounts**

The Board approved the accounts.

### **10.2 Annual Audit Report**

The Board approved the report.

### **10.3 Risk Register**

Amendments were requested to the Risk Register, prior to Board approval.

### **10.4 Health and Safety**

The Board approved the Health and Safety Policy and Environmental Policy.

## **10 AOB**

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

November 18<sup>th</sup> Dundee

### **Dates of meetings in 2016:**

January 20<sup>th</sup>

March 23<sup>rd</sup>

May 18<sup>th</sup>

July 20<sup>th</sup>

September 21<sup>st</sup>

November 23<sup>rd</sup>