

Approved Minutes

Approved by the Members of the Ri 26 April 2023

Meeting Title	Annual General Meeting of the Royal Institution of Great Britain				
Location	Royal Institution, 21 Albemarle Street, London W1S 4BS and Vimeo livestream				
Date	11 May 2022	Start time	6.00pm	End time	7.13pm
Presenters	Sir Richard Catlow (RC), Acting Chair of the Board of Trustees of the Royal Institution of Great Britain (Ri); Katherine Mathieson (KM), Director of the Royal Institution; Chris Potter (CP), Chair of the Audit and Risk Committee,				
Compere	Daniel Glaser, Director of Science Engagement				
Minutes	Sarah Porter				
Attendees	Members and Patrons of the Royal Institution (Ri), Ri staff				
Apologies	Sir Richard Sykes, FRS, Chair				
Agenda item	Minutes				
1	-	ented by the Cl byal Institution		1, Sir Richard (Catlow, Acting
1.1	Sir Richard (RC) welcomed Members and Patrons to the Ri 2022 Annual Genera Meeting (AGM) and announced that as acting Chair of the Ri, and in the absence of Sir Richard Sykes, he would Chair the meeting.				
1.2	RC introduced Katherine Mathieson, Director of the Ri; Chris Potter, Trustee and Chair of the Audit and Risk Committee and Daniel Glaser, Director of Science Engagement.				
1.3	RC declared the 2022 Annual General Meeting of the Royal Institution to be quorate and remarked with pleasure at the return of an in-person AGM.				
1.4	DG introduced the hybrid presentation and invited online attendees to join the chat in order to vote. Questions posed online will be answered post AGM.			•	
2	Minutes of the	a last Annual Ge	eneral Meeting	(AGM) 8 April	2021:
2.1	Sir Richard Catlow (RC) drew attention to the meeting agenda and the minutes of the Annual General Meeting 8 April 2021, and proposed a motion that Members approve the minutes.				

2.2	Members attending in person were invited to vote by a show of hands and Members online via Vimeo online poll.
2.3	- Members voted in person with a show of hands. The majority voted for and none against;
	- Members online voted seven for and none against
	- The Chair cast six proxy votes for and one against.
	Decision: The Chair confirmed that Members unanimously approved the minutes of the AGM 8 April 2021.
3	Presentation of the year in review 2020-21: Presented by Sir Richard Catlow (RC), Acting Chair of the Ri:
3.1	Sir Richard opened by thanking Members of their support by joining the AGM and the support shown before and throughout the pandemic. Members may never full appreciate, and it will never be forgotten, just how vital that support has been to the survival of the Royal Institution.
3.2	Despite reporting growth across virtually every area of activities pre-pandemic, the onset of Covid-19 severely impacted the Ri, both in terms of opportunity to engage people with science, to meet our charitable purpose, and financial stability.
3.3	Whilst less devastating, the second year of the pandemic, prolonged periods of closure, furlough of staff, and continued in person event reticence all took a toll; the pandemic's negative indelible mark was writ large across our finances.
3.4	Nevertheless, feedback told us that we continued to make an impact and a positive difference to people's lives. The Ri used the time to examine what we do, and how we do it; remains much to celebrate, and cheer and a great deal to suggest a bright and exciting future.
3.5	The Ri adapted quickly, and successfully, to building closure, notably with the introduction of new livestream talks on which we continue to build. Tribute was paid to the staff for their flexibility during the pandemic and RC noted that much was learned from pandemic experience. World-leading scientists can now speak 'at the Ri' to an audience of thousands; over 48,000 people during the year; opening up a world of possibilities to reach new and more diverse audiences, through new and more diverse speakers, with new and exciting science. Ri science is more accessible as a result.
3.6	The successful YouTube channel benefited from the lockdown effect of more people at home, seeking entertainment and intellectual nourishment. The Ri passed the significant milestone of one million subscribers in April, with 1.2 million subscribers today.
3.7	The 2020 CHRISTMAS LECTURES went ahead as planned, despite Covid restrictions forcing the Ri to close doors for only second time in its 220-year history and were enjoyed by over 2 million viewers. The Ri overcame many technical difficulties, requiring additional work for the Team but it was a notable first and RC expressed hope that it would not to be a notable last. The success of the 2021 CHRISTMAS LECTURES with Jonathan Van-Tam with an audience of nearly 3.3 million was highlighted; the highest for over a decade. Another indication of the future.
3.8	Live events returned to the theatre in August and sell-out talks were enjoyed for

the first time since early 2020. New hybrid events were introduced; analysis suggests that simultaneous livestreams have little negative effect on in-person attendance, and a far greater positive effect on engagement figures.

- 3.9 The Ri has experienced a decline in numbers attending the Theatre and Ri is conscious that challenge may continue for a while; a challenge others are facing.
- 3.10 Schools activities maintained support for science education in the classroom, and in the home through the Family programme. Professional Science in Schools presenters engaged 42,000 children with their explosive and inspirational brand of Ri science. June 2021 saw Ri delivering more shows in a single month than at any time in the history of the Programme; a 20% increase on the previous busiest month on record.
- 3.11 Less happily, applications for Science in Schools grants in the summer of 2021 were 25% higher than pre-pandemic total. Of the 373 free school visits awarded, 100% went to the most disadvantaged or special needs schools, and pupil referral units. RC announced that the AGM would be followed by a Science in Schools Team demonstration.
- 3.12 Ri Masterclasses and L'Oréal Young Scientist Centre (LYSC) teams developed online resources and activities to maintain engagement with 152 Masterclasses workshops delivered to over 1800 students, and LYSC re-opening for face-to-face sessions with strong bookings.
- 3.13 The Ri invested in essential repair and maintenance that proved difficult in an operational building; demonstrating care for the Ri's historic building. An important new partnership began with Imperial College through the launch of a Centre for Climate Change Innovation (CCCI) in March. The Ri moved to 100% use of renewable energy sources, demonstrating how seriously it takes its environmental responsibilities, and is working hard to continue to reduce its impact on the planet and contributing to efforts to tackle the greatest challenge of our age.
- 3.14 RC reported on and welcomed more original research at the Ri. In February, we welcomed London Institute for Mathematical Science, an independent research institute for physics and mathematics that subsequently published papers in areas from neural networks to string theory to cell programming. RC highlighted their energy in promoting science at the Ri in national media. UCL collaboration continued, delivering a successful and productive programme of experimental science at the interface of nanoscience and medicine. The UCL team was able to keep working throughout 2020 and 2021. Recent highlights of developments in nano and material science were presented, including developments relevant to the treatment of pancreatic cancer
- 3.15 The Ri continued to loan objects from its internationally significant collection to other museums and exhibitions, while meeting archival requests from academics and film production companies alike. In February an ambitious project to transcribe all 70 of Humphry Davy's notebooks and shed new light on Davy and his work began. The museum re-opened and remains free to visit, for people of all ages and backgrounds.
- 3.16 Overseas relationships were maintained, providing digital content, and supporting partner organisations to engage people with science, the third Ri appearance at Big Bang Fair was highlighted. New partnerships have developed, sign-posting people to many and varied opportunities to engage with science.
- 3.17 Reflecting on the full year RC noted that even under the shadow of a devastating pandemic, the Ri was able to first stabilise and then innovate. Growth was curtailed for a second year in succession, but the Ri took steps forward. RC thanked the dedicated and talented Ri staff and volunteers who, as we all have,

have endured another challenging and uncertain year without once wavering in their commitment, energy, and effort in pursuit of creating opportunities to discover, discuss and critically examine science and the way in which it shapes the world around us. Members joined RC in paying tribute to Lucinda Hunt as former Director of the Ri who led the Ri throughout the pandemic.

- 3.18 The Ri's future mission, public engagement with science, is more important than ever; there is a clear appetite from our audiences for the accessible exploration of science that is the Ri's trademark; and a growth in need for the charitable support we are able offer, in no small part through the vital contribution of Ri Members and Patrons.
- 3.19 With an entirely new leadership team and many new faces, among our staff and on our Board, there is a fresh impetus to build on our distinguished foundations. Work begins to develop a new five-year strategy for growth.
- 3.20 RC thanked everyone at the Ri; notably Members and Patrons, for the commitment shown over the past year and invited all to join the Ri as it begins a new chapter.

4 Presentation 'Welcome to a new chapter in the Ri's history' a look forward to the future of the Ri – Presented by Katherine Mathieson, Director of the Ri:

- 4.1 KM expressed delight at joining the Ri and highlighted their extensive career in science engagement, noting their experience that everyone has a connection to science even if they are not aware of it. KM noted how exciting it is to join an organisation with a purpose to enable more people to discover their own connection to science and expressed hopes that this would be strengthened.
- 4.2 That this is pivotal time for the Ri was highlighted and KM summarised the global and national challenges, and opportunities in the wake of the pandemic, notably how crucial science has been including not only the development of vaccines but also public acceptance. Disruption to education of millions of children and the climate crisis were noted along with the need for collaborative and ingenious work, acknowledging the collapse in trust in science among some groups.
- 4.3 KM reiterated the Ri's purpose; connecting people with science is now more vital than ever, noting that all activity areas had faced rising pre-pandemic demand. KM summarised how the Ri's history, its trusted position, values, talented and creative staff and volunteers, and Members are part of how the Ri is poised to respond to that demand.
- 4.4 The challenges faced by the Ri during the pandemic were acknowledged and KM thanked the team for the contributions that sustained the Ri; notably Members that renewed Memberships even when the Ri couldn't provide free and discounted events.
- 4.5 KM emphasised the Ri's commitment to growing future impact:
 - More opportunities for more people to connect with science
 - Making a difference for schools in disadvantaged areas
 - Extending reach in London/UK/global opportunities through
 - Digital reach
 - Outreach networks
 - Ri in-house programmes
- 4.6 KM recognised, that to succeed, the Ri needs to become more inclusive and accessible and reported the initial steps taken including a lead Trustee and internal working group. Diversity is embedded as one of our four core values. Recently updated Byelaws to become more inclusive.

4.7	Environmental responsibilities are being taken seriously taking steps to improve sustainability, and refreshing and re-focusing our strategy, which will involve Members.
4.8	KM closed by thanking Members for their support thus far, noting that it is the beginning of an exciting new chapter at the Ri and inviting Members to be part of the future.
5	Presentation of the Trustees Annual Report and Financial Statements 2020-21: Presented by Chris Potter, Chair of the Audit and Risk Committee.
5.1	CP reported that this was their third AGM as Chair of the Audit and Risk Committee (ARC) and their first in person. The year was summarised as challenging, memorable, and one of significant achievements.
5.2	The Annual report for 2020-21 reflected the continued challenges of the pandemic. Expectations of reopening early in the financial year were thwarted by restrictions leading to further income reductions. Ri began to relaunch programmes and events from mid-2021; halfway through 2021-22, income streams begun to recover.
5.3	Comparison of the two years results presented was not straightforward. Performance in the prior year, 2019-20, was impacted by 6 months of pandemic, and the Ri experienced considerable financial stress in the second half of that year, continuing for most of 2020-21. Reduction in income year on year was expected; a 40% reduction in income since then was reported.
5.4	 CP stressed the impact of Covid-19 on operations and finances. Lockdown resulted in: building closure, most programmes suspended, and most of our income streams dried up.
5.5	To manage the reduction in income over the two years, the Ri management (supported by the Finance and Audit & Risk Committees) prepared detailed cash forecasts and took vital decisions to preserve cash and ensure Ri survival.
5.6	The most difficult decision 2020-21 was to reduce team by around 1/3, focusing on retaining key capabilities to enable resumed activities once permitted. Resulted in lower use of the Government's Furlough scheme with retained staff able to plan for the resumption of activity. As result, deficit was restricted to £32k, helped by investment gains of £595k and a £147k gain in the pension scheme, as markets recovered throughout the year.
5.7	As announced at 2021 AGM, the Arts Council England (ACE) has lent the Ri £1.5m on 17 year repayment terms and a fixed 2% interest rate. Along with additional facilities provided by HSBC bank, the Ri is forecast to recover to more normal and sustainable activity and income levels. Ri also secured £589k Cultural Recovery Fund grant from the ACE, supporting costs through the first calendar quarter of 2021 when income generation severely constrained. This, and an improved operational result, resulted in the year ending with £753k of unrestricted free cash, in comparison to £226k, 2019-20. CP expressed gratitude to the ACE for this support, also to HSBC for their ongoing £500k overdraft facility.
5.8	Considerable work to assess whether the Ri is a going concern was completed. Considering five scenarios. The Ri executive, Finance, Audit and Risk Committees and Trustees concluded that the Ri is a going concern.
5.9	Financial results for the year to date are in line with budget, at £0.5m deficit. Significant potential for a lower actual deficit was reported but uncertainty remains as income streams continue to recover.

Subsequent to the Trustees approving the Trustees Report and Financial Statements, the Ri was notified as a residual beneficiary of the estate of a longstanding Member, Dr. Shigeko Suzuki, who sadly passed away in 2020. Trustees estimate this will exceed £1m after settling due taxes. CP noted Dr Suzuki was a chemist and Tokyo resident, and Ri Member since October 1986. Dr Suzuki regularly attended Friday Evening Discourses and other events, and often a guest at the Directors post Discourse dinners; attending Tokyo Christmas Lectures and assisted as both interpreter and go between with officials. CP announced the gratitude of the Ri to Dr Suzuki and family.
It was noted that legacy donations of any value are extremely beneficial to the Ri and gratefully received, as a source of unrestricted income they help the continuation of programmes and events. Settling the estate is complex, probate

- and gratefully received, as a source of unrestricted income they help the continuation of programmes and events. Settling the estate is complex, probate was granted November 2021 and expected in the 2023 financial year. Trustees have agreed to designate the legacy to re-establish a substantial financial Operating Reserve to enhance financial resilience, provide for continued replenishment of two endowments and establish a Designated Project fund to support the further development of the Ri.
- 5.12 CP summarised that the Ri is now moving into a more stable position from which to recover programmes and finances over the next few years.
- 5.13 CP thanked all of the institutions, companies, individuals, Patrons, Members and staff who have supported the Ri to complete the last financial year in this position and invited questions about the financial results from Members present.
- 5.14 Members questions were invited. No questions were raised by Members.

6 Presentation of the statement of Audit and Risk Committee 2020-21: Presented by Chris Potter, Chair of the Audit and Risk Committee.

- 6.1 CP presented the statement from the Audit & Risk Committee. The Committee worked closely with the executive to ensure good governance was maintained during a time of consistent change. Thanked all Ri Committee Members for their oversight and support and summarised that the Audit & Risk Committee (ARC) oversees the financial control and governance of the Ri.
- 6.2 ARC oversees the governance of the Ri; monitors compliance against Charity Commission guidance, UK legislation, the Charity Commission Governance code and best practice. It reviewed policies during the year, and a list of those reviewed 2020-21 was presented to Members.
- 6.3 The Committee worked with staff to review and refresh the risk management process and framework, to improve risk monitoring and ensure mitigating actions are in place. The risk profile for the year was dominated by Covid, executive change and financial risks, and other vital areas such as safeguarding, IT security and fundraising were also considered.
- 6.4 ARC reviewed and assessed anti-fraud controls accounting for the high level of risk that all charities face. It also monitors operational responses to incidents or significant events, ensuring legislative and regulatory compliance.
- 6.5 ARC convenes a Scrutiny Committee to ensure due diligence of donations. It also reviews declarations of interest and introduced a new register of partnerships. The Committee actively advised on cybersecurity to support successful and safe hybrid and remote working for staff.
- 6.6 CP reported that ARC annually reviews its performance and introduced an extended annual meeting; assisting members to expand their knowledge of the Ri.

6.7 CP invited questions about the work of ARC from Members. 6.8 A Member raised a question about what other risks the ARC considered. CP responded: ARC operates an enterprise wide risk assessment framework and considers all risks that apply to charities and particular risks faced by Ri. One example is safequarding where low risk tolerance is set. Fundraising, Health and Safety, Heritage collection management and the full range of risks, including Human Resources and wellbeing of staff are considered. Risk tolerances are set for each, controls and mitigating actions are monitored to ensure residual risk is acceptable against tolerance. 7 Recommendation for Members approval to appoint external auditors to the Ri: Presented by Chris Potter, Chair of the Audit and Risk Committee (ARC). 7.1 CP confirmed ARC is responsible for oversight of the external audit. Reviewing the external auditor's audit plan, audit findings, closing recommendations and quality of work. CP thanked RSM for their pragmatic and sensible advice. It is ARC's responsibility to recommend the appointment of the Ri's external auditors. 7.2 CP confirmed ACRC had reviewed the performance of the Ri's External Auditors, RSM with a focus on quality and the fees charged. The Audit & Risk Committee unanimously recommended a motion to Members to reappointment of RSM as Ri External Auditors to the Board. 7.3 Members attending in person were invited to vote by a show of hands and Members online via Vimeo online poll. 7.4 Members voted in majority for and none against Members online voted nine for and none against The Chair cast six proxy votes for. None against. Decision: The Chair of the Audit & Risk Committee confirmed that the Members unanimously approved the appointment of RSM as the Ri External Auditors for the 30 September 2022 financial year. 8 Acceptance of retirement of retiring Trustees, and appointment of Trustees: Presented by Sir Richard Catlow, Acting Chair of the Ri. In accordance with Ri Byelaws, three Elected Trustees representing one third of 8.1 Board, must be put forward for retirement each year. This year these three were Sir Roland Jackson, Simon Godwin and John Krumins. 8.2 Sir Roland Jackson who joined the Board of Trustees in 2019 and was also a member of the Scrutiny Committee is retiring. RC highlighted his long and extremely distinguished relationship with the Ri and thanked him for his assurance of continued future support. 8.3 John Krumins, Chair of the Finance Committee, will retire this year. John joined the Board and became Chair of the Finance Committee in 2017, overseeing the Ri's successful efforts to resolve historical financial problems, while more recently, throughout the pandemic, closely supporting Directors to address many continually changing challenges and to move the Ri towards future sustainability. Also, as Trustee of the Freer Trusts and an active and highly involved member of a number of other working Committees. 8.4 Members joined RC in extending gratitude to John and Sir Roland for the

	commitment shown to the Ri over the years, contributing their time and expertise so freely for the benefit of the charity.
8.5	Simon Godwin, Trustee member of the Finance Committee and pivotal to the development work of the Ri, chose to re-stand for election.
8.6	After a skills audit the Board and Nominations Committee identified a requirement for Trustees with skills and experience finance, development, and digital marketing.
8.7	We received three nominations for three vacancies in this year's Trustee election. In accordance with the Byelaws of the Ri, no ballot was held. Following the checks and processes set out in the 'Call for Nominations', the Nominations Committee confirmed the result of the election. RC announced the result:
	 Simon Godwin, re-elected to the Board with skills in finance and development; Kate Hamilton, appointed last year and elected this year with expertise in digital marketing; Vincent Noble, newly elected Trustee, with skills in finance.
8.8	The Trustees will be using their discretion to propose the appointment of four additional Trustees. RC noted delight at being among those proposed for appointment along with:
	- The Right Honourable, Lady Estelle Morris, Baroness of Yardley with expertise in the UK education sector;
	 Professor Jack Stilgoe, with expertise in science engagement: science in society;
	- Harriet Wallace, with expertise in education and science innovation.
8.9	RC thanked three Committee Members who have supported the Ri and retired during the year:
	 Christopher Adam, a founding Trustee of the Mond Trust, member of the Remuneration, Development and Nominations Committees and stalwart of Ri governance for over 14 years.
	- Stuart Bridges Finance Committee member for six years,
	- Nick Hills retired from the Audit and Risk Committee having joined 2016.
	Members joined RC in thanking those retiring from Ri Committees.
8.10	RC announced that one duty as Chair of the AGM was to lead Members in thanking and saying farewell to Sir Richard Sykes. Sir Richard led the Board of Trustees since 2010, and will now concentrate on other non-executive commitments, including as Chair of the Government's Vaccines Taskforce. RC noted that under his leadership, the Ri successfully navigated a period of significant challenges – including the reversal of historic financial problems and the pandemic – to the point where the historic charity is engaging more people with science than ever before. That we are about to begin writing a positive new chapter at the Ri is due in no small part to Sir Richard's energy, vision and sheer determination to get things done.
8.11	RC noted that Sir Richard was unable to attend the AGM and his long service to the Ri as Chair, Patron and valued member for well over a decade will be honoured, at some point in the near future.

- 8.12 Members joined RC in thanking Sir Richard Sykes for such long and outstanding service to the Ri.
- 8.13 RC invited questions from Members in attendance in person and announced that online attendees were welcome to send questions to membership@ri.ac.uk; a response would be made in writing.
- 8.14 A Member questioned fire risk controls in context of perishable Heritage items.

CP responded that paper collection is in fireproof vault with 5 hours protection and access to vault is restricted.

8.15 A Member questioned how the Name a Seat campaign operates.

Rich Storton, Director of Fundraising, Marketing and Communications responded that the Name the Seat Campaign to celebrate 200 years of Faraday's invention of electric motor and has raised £200k of unrestricted funding. Seats are still available. Entry price is £300 and entitles donor to name seat for five years.

8.16 A Member questioned the kind of media we use and expectations of audiences challenges in a changed digital world and the Ri strategy to move to the 'new normal', asking if the Ri is taking a lead in innovative and changed uses of communication.

KM responded that the Ri knows some audiences very well and with others we are on a journey and in current conversation with those we do not know so well. Agreed that nature of conversations and who we can talk to has changed, including opening up new speakers and audiences. The way we monitor audience data is key. DG additionally responded that challenge is to render digital involvement. Questions at hybrid events come from all over the world. Need to enhance what we do without squandering traditional offer.

8.17 In context of historic documents, a Member suggested that British Library may offer talk on document management.

KM welcomed the suggestion.

8.18 Noting the mathematics table in the Library, a Member questioned the Ri's plans to increase mathematics.

KM responded that the current display is from LIMS, a partner in the building offering exciting work and highlighted why developing maths is key.

8.19 A Member questioned how the Ri is countering inertia among social media connected children.

DG responded that there is no current evidence of lower engagement among children in the digital world and expressed optimism that Ri can capitalise and develop digital offerings such as TikTok. Ri needs to learn from children's engagement and creativity to allow it to develop experiments and engagement. RC agreed that young people appear ever more fascinated by science and the need to engage with technology and media with which they are familiar.

8.20 A Member questioned the financial resilience of the Ri in terms of investment performance and risk.

CP responded there will be an impact if investments reduce, despite Ri holding relatively little investments. Potential loss but pension liabilities require accounting for gap, so reported deficit this year around £30k on paper is nearer £0.5m in cash terms. Ri manages against the cash deficit and looks to turn back into surplus in coming two years. Impacts are managed.

8.21	A Member questioned if individual partnering is possible at the Ri.
	KM responded that there a number of opportunities that we may be able to offer. Most helpful is individual research collaboration at the Ri and on which the member was keen to capitalise. Not currently available. RC agreed that it will be considered.
8.22	A Member questioned trends in in-person attendance.
	DG responded that projecting slow recovery to previous level. Currently at 50- 60% of pre pandemic attendance; increasing trend. It is modelled and projections are on track and increasing staffing to meet demand.
8.23	A Member questioned following a Heritage tour where they were struck by history in building, if Ri would consider programme of talks relating to its history.
	KM welcomed the suggestion and agreed that it is what makes Ri distinctive and magical. Do try to complement programmes with archive material and developed funding will assist with extending programmes.
8.24	RC thanked Members for questions, noting the important points raised.
9	Invitation to new Members to sign New Members Book: Presented by Sir Richard Catlow, Acting Chair of the Ri.
9.1	New members and those unable to do so in previous years, were invited to sign the Members book following the close of the meeting.
10	The Annual General meeting 11 May 2022 was closed by Sir Richard Catlow, Acting Chair of the Ri.
10.1	RC closed the AGM with reiterated thanks to all the Ri staff and volunteers for their continued hard work and commitment; Members and Patrons, and other supporters. The support the Ri receives from such a diverse community makes a significant and much appreciated contribution to the Ri's heritage and science engagement activities.
10.2	There being no other business the AGM closed at 7.13pm and was followed by a Science in Schools Demonstration.

Approved by Members of the Ri (date):

26 April 2023

Signed:

Richard Catter

Sir Richard Catlow, Chair of the Royal Institution of Great Britain