

DRAFT MINUTES v2
Reviewed by the Chair of the Ri

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| Meeting Title | Annual General Meeting of the Royal Institution of Great Britain 2023 | | | | |
| Location | Royal Institution, 21 Albemarle Street, London W1S 4BS and Vimeo live stream | | | | |
| Date of Meeting | 26 April 2023 | Start Time | 18:00 | End Time | 19:13 |
| Presenters | Sir Richard Catlow (RC), Chair of the Board of Trustees of the Royal Institution (Ri); Katherine Mathieson (KM), Director of the Royal Institution; Chris Potter (CP), Chair of the Audit and Risk Committee. | | | | |
| Compere | Alana Francis, Marketing and Communications Manager | | | | |
| Minutes | Sarah Porter, Governance and Risk Manager | | | | |
| Attendees | Members and staff of the Royal Institution (Ri) | | | | |
| | Item | | | | |
| 1. | Welcome presented by Sir Richard Catlow, Chair of the Royal Institution (Ri): | | | | |
| 1.1 | Sir Richard (RC) welcomed Members and Patrons to the Ri 2023 Annual General Meeting (AGM). | | | | |
| 1.2 | RC introduced Katherine Mathieson, Director of the Ri; Chris Potter, Trustee and Chair of the Audit and Risk Committee and Alana Francis, compere for the evening. | | | | |
| 1.3 | RC declared the 2023 Annual General Meeting of the Royal Institution to be quorate and open. | | | | |
| 2. | Minutes of the last Annual General Meeting (AGM) 11 May 2022: | | | | |
| 2.1 | RC drew attention to the meeting agenda and the minutes of the Annual General Meeting 11 May 2022, and proposed a motion that Members approve the minutes. | | | | |
| 3. | Proposal to approve Minutes of the Annual General Meeting 11 May 2022 by Members (AF): | | | | |
| 3.1 | Members attending in person were invited by the Chair to vote by a show of hands and Members online via Vimeo online poll. The Chair cast 2 proxy votes in favour of the motion; included in the total votes. Members in the audience voted by a show of hands and those online via a poll. | | | | |
| | A total of 26 votes were cast approving the motion and none against. | | | | |

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| | <p>Decision: The Chair declared that Members approved the minutes of the Annual General Meeting of 11 May 2022</p> |
| <p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.3</p> <p>4.4</p> <p>4.5</p> <p>4.6</p> | <p>Presentation of the year in review (RC):</p> <p>RC presented the year in review focusing on the successful return to pre-pandemic levels of activity, a year of growth and the introduction of new initiatives.</p> <p>RC highlighted strong growth across the Ri, with the return of theatre audiences representing a diverse audience, the fully booked L'Oréal Young Scientist Centre and the growth of the Science in Schools team and activity; noting their work in disadvantaged areas of the UK. YouTube audience growth with 1.34 million subscribers and the development of other teams and activities was reported to Members.</p> <p>Referring to the financial year ending 30 September 2022, RC remarked on how differently the year had begun. Live events had just returned, the new Covid variant Omicron not yet emerged and it was unclear if the CHRISTMAS LECTURES would be filmed with a virtual audience for a second year. Even at this time, the seeds of growth were sewn.</p> <p>The start of the year was marked by the return of live Theatre events, supporting the newly established popular live streamed talks. Membership grew to 3,00 by year end; with a retention rate of 72%. The 2021 CHRISTMAS LECTURES with Jonathan Van-Tam generated 3.3m views; the highest for many years. A success built on by Dame Sue Black in 2022.</p> <p>RC summarised the Ri's notable achievements:</p> <ul style="list-style-type: none"> - Ri Masterclasses delivered over 110 series in mathematics and computer science across the UK - The L'Oréal Young Scientist Centre inspired over 3,500 students with 146 workshops and noted how this happened just metres away from where Faraday carried out similar hands on experiments at the Ri - Our free museum was supported by a visiting Harvard Professor, David Ricketts, helping to bring the celebration of 200 years of the electric motor to life - New Freer Prize Fellows were welcomed - Reading rooms reopened - Venue hire grew back strongly reporting a gross income of £1.2m - Opened an online shop - Published children's books in association with Harper Collins - Overseas partnerships developed including licencing of the CHRISTMAS LECTURES via BBC Persia - Collaborated with London Institute for Mathematical Sciences and University College London (UCL) on a series of public Theatre talks - Reinvigorated a partnership with the National Education Union - Continued to work with Imperial College to develop the Undaunted partnership that is focused on nurturing climate change innovation <p>RC then reported on notable work carried out by Ri partners. Firstly, the work of the Ri based UCL laboratories at the interface of nano-science and biomedicine, including the award winning achievements of Professor Thanh leading to a prestigious award (among others) for women scientists.</p> |

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| <p>4.7</p> <p>4.8</p> | <p>Secondly, the London Institute's creation of ten new Fellowships for Russian and Ukrainian theoretical physicists and mathematicians; echoing the Ri's historical support for refugee scientists.</p> <p>RC closed the presentation by thanking all Ri supporters, acknowledging that the Ri could not have achieved such successes without their support. RC then thanked Members and Patrons likewise and for the commitment they have shown to 'this wonderful Institution' and noted the significant contribution all have made to the Ri's charitable aims.</p> <p>RC warmly thanked the Ri's 'talented and industrious staff' and volunteers, noting their evident passion for science and science engagement; remarking that it thanks to all that the Ri can look forward with confidence; to writing a new chapter at the Ri.</p> <p>RC closed with introducing KM and new Ri's new strategy, emphasising - 'Science is for everyone'.</p> |
| <p>5.</p> <p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>5.5</p> | <p>Presentation of the Ri's new five-year strategy (KM):</p> <p>KM introduced the evening's compere AF. AF summarised their path to working at the Ri was not as a science professional but through the arts, professional creativity and a life long personal journey with science. AF emphasised how their journey to science is treated with equity by science professional colleagues, aptly illustrating the Ri's vision that science is for everyone.</p> <p>KM remarked that they had been in post just over a year, becoming immersed in the Ri, consulting with key stakeholders and the Membership all contributing to the development of the new five year Ri Strategy. The Vision, that 'Science is for everyone' links directly to the Ri's founding principles and are as relevant now as in 1799. Our work is about bringing people and scientists together to share interest, curiosity and joy in science.</p> <p>The Ri's Belief was presented. Science transforms lives and underpins the modern world and is key to addressing the biggest challenges e.g. climate change and AI. The Ri believes there should be equitable access to science; scientists benefit from engagement and science improves as a result. The Ri adopts a broad definition of science; commonly focused on a particular topic/question. We are the birthplace of theatrical science demonstration and a leading provider of science in UK schools. We offer unprecedented access to science talks with a growing UK and international audience of 1.3m YouTube subscribers.</p> <p>KM then presented the Ri's mission highlighting how the work of the Ri brings people and scientists together to share their interest, curiosity and joy about science, as it has for over 200 years. The Ri is proud to be in a place synonymous with some of the greatest scientific discoveries and have always been inclusive and welcoming to a wide section of the population.</p> <p>Welcoming is also a new value. We are open, friendly, accessible, inclusive & diverse. Our audiences come from all backgrounds, parts of the world and levels of knowledge; from leading scientists to those curious about the world around them. Other values are:</p> |

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| | <ul style="list-style-type: none"> • Experimental: a 200 year+ history of having innovated and played with how science is shared with the public and presenting it in thrilling ways. • Impactful: Ri experiments make a positive impact on lives and facilitate listening to our audiences. We evaluate and learn to improve. • Collaborative: we co-operate and co-create internally and with others across the scientific community and beyond. • Open: We don't believe the story of science is ours alone, or have all knowledge and ideas. The Ri is a platform for discussion and debate, |
| 5.6 | <p>KM illustrated the structure of the full Strategy tree announcing that it is available on the Ri website and then presented the Ri's Aims in detail - to:</p> <ul style="list-style-type: none"> • maximise direct contact between scientists and the public • improve building accessibility • offer gateway experiences to entice new • maintain research through strategic partnerships and work with others outside the Ri • map audience engagement journeys to offer more ways to become involved and drive deeper engagement with the Ri, a single contact can have a lifelong effect but aim to build a more sustainable relationship • enable more people to engage; reduce barriers (physical and other) to accessibility and extend online reach, UK and internationally • leverage our history, expertise, e.g. in demonstrations and experience to inspire others and enabling direct access to science. KM noted that these are distinctive features of the Ri offer • do more to support scientist' public engagement and champion engagement with demonstrations; experiment with new formats • develop and disseminate science communication training and resources and explore collaboration with organisations outside science |
| 5.7 | <p>KM emphasised that as a trusted organisation through collaboration we can maximise future impact. We aim to inspire students to have a future with and feel they belong in science. Education work complements the current National Curriculum through Science in Schools, L'Oréal Young Scientist Centre and Masterclasses. The Ri aims to showcase diverse career journeys and celebrate young people's participation in science.</p> |
| 5.8 | <p>We will build on and preserve our heritage and develop stories to highlight less well know people from the Ri's heritage. To achieve our aims it is critical that the Ri thrives and is sustainable. Work has achieved our current position. We must improve environmental impact and scope a pathway to net zero supported by GLA funding and enhance our partnership with Undaunted (with Imperial College). We will develop a masterplan for future use of the building looking 10-15 years ahead.</p> |
| 5.9 | <p>We aim to refresh and extend our Membership offer and improve our practice on Equity, Diversity, Inclusion and Accessibility (EDIA). KM detailed target audiences noting that we must be clear about who our audiences are and prioritise focus on those that will add most value and have an existing connection to science; developing new programmes to reach them.</p> |
| 5.10 | <p>KM summarised the strategic approach:</p> <ul style="list-style-type: none"> • reduce physical and other barriers to access activities. • increase number and range of partnerships that will become increasingly important |

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| <p>5.11</p> <p>5.12</p> | <ul style="list-style-type: none"> • enhance and grow online audiences • find partnerships and resources to extend offer to more schools; a vital resource • urgency in our response to environmental responsibilities • investing in our 'incredible' team members; staff and volunteers <p>KM emphasised that aims must be linked to measurable outcomes and evidence impact; the base of the Strategy Tree. The Strategy is deliberately scalable with activity, impact and speed of development reflecting charitable income. KM illustrated a summary of the range of impacts the Ri seeks to deliver.</p> <p>KM thanked Members and Patrons for their vital contribution, stressing that it had led to the impacts reported by the Chair of the Ri. The aim is to increase that impact through the new Strategy into the future - the Ri is a home for science and everyone is welcome.</p> |
| <p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p> | <p>6. Presentation of the Trustees Annual Report and Financial Statements 2021-22 (CP):</p> <p>CP introduced the report to Members, remarking on their fourth AGM as Chair of the Audit and Risk Committee (ARC) and another challenging and memorable year with significant achievements.</p> <p>On the surface, the financial results for 2021-2022 looked strong with a £505k surplus compared with a £32k deficit the previous year. The reality was that the year continued to be one of pandemic recovery. If the £1.3m revaluation of our investment property, were stripped out, the operating deficit was £837k; an unsustainable position. CP explained the chart presented.</p> <p>The root cause was illustrated and evident from total group income of £4.6m that whilst considerably up on the previous year, remained below pre-pandemic level (£5.3m: 2018-19). Also, subject to nationally impacting cost of living pressures. Plans to increase membership levels and attract more supporters and other growth plans aim to return a real surplus in coming years. CP summarised that whilst recovering the Ri is not yet 'out of the woods'.</p> <p>CP then reported two significant events since the year-end:</p> <ul style="list-style-type: none"> - Greater London Authority (GLA) £4.35m grant to enable retrofit of the building to improve environmental impact. - Charity Commission (CC) agreed to repurpose seven education and research endowment funds, to enable use towards current charitable purposes and agreed that replenishment is no longer required. <p>In addition, funds continue to be received from the Suzuki legacy. £100k has been received from a potential £1.5m total. CP requested that Members consider legacy donations to help continue the Ri's 'fantastic programmes and events' and thanked all who have already planned to remember the Ri in this way.</p> <p>CP then invited questions.</p> |

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| 6.7 | <p>Member Question: can Members see what the GLA grant will cover?</p> <p>KM responded that the detail remains under discussion with the GLA. Works will largely cover 'unseen' energy maximisation and carbon footprint reduction measures. GLA hope to use as an exemplar of what can be achieved in a listed building. Information will come to Members via future Newsletters.</p> |
| <p>7.</p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p> <p>7.5</p> | <p>Presentation of the statement of Audit and Risk Committee (ARC) 2021-22 (CP):</p> <p>CP referred members to Item 6 of the agenda and introduced the statement of the Committee, thanking both ARC and all other Ri Committee members for their oversight and support throughout the year.</p> <p>CP summarised that ARC oversees the financial control and governance of the Ri. It monitors the Ri's compliance against CC guidance, UK legislation, the Charity Commission Governance code and best practice. CP then presented the policies reviewed by ARC during the year.</p> <p>ARC also monitors the risks and mitigating actions. The top three risks the Committee managed as the ongoing impact of the pandemic, potential reputational risks associated with our partnerships and donations, and thirdly cost base inflation. Vital areas such as safeguarding, IT security, fundraising and the management of potential pensions liabilities are also closely monitored. CP reported that all risks are now within Trustee agreed risk tolerance. ARC assesses anti-fraud controls and annually reviews fraud checklists and monitors operational responses to incidents or significant events and ensures regulatory and legislative compliance. CP stressed the importance of ARC convening the Scrutiny Sub-Committee to scrutinise donations and partnerships highlighted during the year by war in Ukraine.</p> <p>ARC also assessed its own performance resulting in the addition of a closed session with external auditors, a session to review technology and security, and proposed updates to our Terms of Reference to be presented to Members for approval, Agenda Item 8.</p> <p>CP invited questions from Members. None were raised.</p> |
| <p>8.</p> <p>8.1</p> <p>8.2</p> <p>8.3</p> | <p>Approval of appointment of external auditors (CP):</p> <p>CP reported ARC's responsibility for oversight of the external audit carried RSM auditors. The Committee reviews the audit plan, the audit findings and closing recommendations, and the quality of the auditors work. CP thanked RSM for pragmatic and sensible advice during another challenging year.</p> <p>Also have reviewed RSM's performance, focusing on the quality exhibited by the external auditors and fees. Based on that review, ARC unanimously recommended reappointment of RSM as Ri External Auditors to the Board.</p> <p>Member Question: When did the last tender for external auditors took place?</p> |

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| 8.4 | <p>CP responded that the next tender is progressing, to be completed for the 2024 financial year.</p> <p>CP invited Members to vote on the proposal to appointment of RSM as Ri External Auditors for the 30 September 2023 financial year.</p> |
| <p>9.</p> <p>9.1</p> | <p>Approval of appointment of external auditors (CP):</p> <p>Members attending in person were invited by the Chair to vote by a show of hands and Members online via Vimeo online poll. The Chair cast 2 proxy votes in favour of the motion; included in the total votes. Members in the audience voted by a show of hands and those online via a poll.</p> <p>A total of 31 votes were cast approving the motion and none against.</p> <p>Decision: CP declared that Members approved the appointment of RSM as Ri external auditors for the Financial Year ending 30 September 2023.</p> |
| <p>10.</p> <p>10.1</p> <p>10.2</p> | <p>Amendments to the Audit and Risk Committee Terms of Reference (CP):</p> <p>CP presented amendments to the Committee Terms of Reference, noting that they were administrative to de-gender and modernise the wording. CP noted that the updated document had been made available to Members online prior to the meeting and that Trustees recommended the amendments to the Members.</p> <p>CP invited members to vote on the proposal to amend the Audit and Risk Committee Terms of Reference as presented.</p> |
| <p>11.</p> <p>11.1</p> | <p>Approval of amendment of the Audit and Risk Committee Terms of Reference (CP):</p> <p>Members attending in person were invited by the Chair to vote by a show of hands and Members online via Vimeo online poll. The Chair cast 2 proxy votes in favour of the motion; included in the total votes. Members in the audience voted by a show of hands and those online via a poll.</p> <p>A total of 30 votes were cast approving the motion and none against.</p> <p>Decision: CP declared that Members approved the Audit and Risk Committee Terms of Reference as presented</p> |
| <p>12.</p> <p>12.1</p> | <p>Acceptance of the retirement of retiring Trustees and appointment of Trustees (RC):</p> <p>The Chair thanked CP and reported on the retirement, election and appointment of Trustees. In accordance with Ri Byelaws, Renato Lulia-Jacob, Suze Kundu and Angela Seddon were put forward for retirement this year. After a skills audit the Board and Nominations Committee (NC) identified a requirement for Trustees with skills and experience in finance, science and research, and Equality, Diversity, Inclusion and Accessibility (EDIA).</p> |

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| 12.2 | Following Membership nominations, the NC carried out interviews and confirmed four candidates to go forward to the election ballot. In accordance Ri Byelaws, an independently managed and scrutinised ballot was held, closing on Monday 06 March 2023. The NC then verified and confirmed the result. |
| 12.3 | <p>The Chair declared Renato Lulia, Suze Kundu and Angela Seddon as duly re-elected and thanked all for continuing their work with the Ri. RC then reported that the Trustees will be using their discretion to propose the appointment of four additional Trustees and noted their delight at being among those proposed along with;</p> <ul style="list-style-type: none"> • The Right Honourable, Lady Estelle Morris, Baroness of Yardley, expertise in the UK education sector • Professor Jack Stilgoe, expertise in science engagement: science engagement and in society • Harriet Wallace, expertise in education and science innovation |
| 12.4 | The Chair thanked Shwetal Shah who stepped down from the Nominations Committee this year. |
| 13. | Questions from Members (RC): |
| 13.1 | The Chair then welcomed questions from Members online and in person. |
| 13.2 | <p>Member Question: Could fire suppression be upgraded using the GLA grant to extend protection to additional artefacts and particularly documents?</p> <p>RC, whilst stressing the Trustees confidence with current measures welcomed the suggestion and undertook to report the idea to the Board. KM added that although the most precious items are held securely off site, practice does move on and also welcomed the suggestion.</p> |
| 13.3 | <p>Member Question: Whilst welcoming the new strategy as closely aligned with the Ri's history, what top three things can Members do to help bring the strategy to life?</p> <p>RC responded that continued support and interest in Ri programmes, assisting with fundraising and informing others about the work of the Ri are all vital. KM concurred, adding that helping to develop new partnerships with those aligned to our values, to enable us to increase our impact. The Chair agreed.</p> |
| 13.4 | AF noted that a Member had posted a link that may assist with retrofitting. The Chair thanked them. |
| 13.5 | <p>Member Question: Is there a partnership wish list?</p> <p>KM responded that research and engineering organisations that can bring resources to the Ri are particularly needed, skill sharing opportunities are welcome. Partnerships can include all of the broad areas of science and</p> |

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| <p>13.6</p> <p>13.7</p> <p>13.8</p> | <p>both private and public sector organisations. KM noted that the Ri is well served in field of education but far less so in others.</p> <p>Member Question: Could the Ri add more in depth content to mainstream broadcast media to popularise science?</p> <p>RC remarked how the CHRISTMAS LECTURES deliver an accessible exploration of in-depth topics. KM commented on the surprising public appetite for high quality in depth science, citing the 1.3m YouTube subscribers. It may be that the Ri is best placed to offer complementary content through online platforms.</p> <p>Member Question: will the Ri's name change?</p> <p>RC responded that active ongoing discussions at Trustee level are taking place and this needs very careful consideration; not all organisations have a positive experience doing so. KM reported that it is unlikely that the legal name will change but we may look at working names. Members know what 'the Ri' is but others do not; a recognised problem for those who do not know what we do but may otherwise be attracted to the Ri.</p> <p>The Chair agreed with a Member's online comment that it would be good to see the CHRISTMAS LECTURES on BBC2.</p> |
| <p>14.</p> <p>14.1</p> <p>14.2</p> | <p>Meeting close (RC):</p> <p>The Chair invited new Members attending in-person who wished to sign the Members book to do so.</p> <p>The Chair again warmly thanked Ri staff and volunteers for their hard work and commitment, and Members, Patrons and other supporters. The support received from an increasingly diverse community makes a significant and much appreciated contribution to the Ri's heritage and science engagement activities. Those in the Theatre were invited to join the Chair and executive for refreshments.</p> <p>The Chair declared the meeting closed at 19:13</p> |