



# Notice of the Annual General Meeting 2024

The 220th Annual General Meeting  
of the Royal Horticultural Society  
will be held at 11.00am on  
Wednesday 10 July 2024  
at RHS Garden Harlow Carr,  
Harrogate, North Yorkshire,  
HG3 1QB



For an alternative format of this Notice, or for any other matters  
relating to the AGM, please contact The Secretary by calling the  
AGM helpline on 020 7821 3194; by email to [agm@rhs.org.uk](mailto:agm@rhs.org.uk);  
or by mail to 80 Vincent Square, London, SW1P 2PE

# Agenda

- 1. PRESIDENT'S REPORT**
- 2. TREASURER'S REPORT**
- 3. DIRECTOR GENERAL'S REPORT**
- 4. ANNUAL GENERAL MEETING 2024**

**4a. MINUTES** To approve the Minutes of the 219<sup>th</sup> Annual General Meeting held on 14 July 2023.

**4b. ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS 2023/24**

To receive and consider the Annual Report and Consolidated Financial Statements for 2023/24\*

**4c. ELECTION OF PRESIDENT AND TREASURER**

To declare elected unopposed Keith Weed as President and Matthew Lindsey-Clark as Treasurer for the next year.

**4d. ELECTION OF ORDINARY MEMBERS TO COUNCIL**

To elect three ordinary members to Council.

Further information on the vacancies and details of candidates are given on pages 9 to 13. Voting will be online in advance of the Meeting – details can be found on page 9.

**4e. APPOINTMENT OF AUDITORS** To appoint Crowe LLP as the RHS's Auditors for the next year.

**4f. APPOINTMENT OF VICE PRESIDENTS** To receive the names of the RHS Vice Presidents for the next year.

**4g. CLOSE OF MEETING**

**5. MEMBERS' QUESTIONS (30 MINUTES)**

\* Copies of the Minutes for last year's AGM and the Annual Report and Consolidated Financial Statements for 2023/24 are available on the RHS website at <https://www.rhs.org.uk/about-the-rhs/what-we-do/annual-reports> or from The Secretary by calling the AGM Helpline on 020 7821 3194; by email at [agm@rhs.org.uk](mailto:agm@rhs.org.uk); or by post at 80 Vincent Square, London, SW1P 2PE. Copies will also be available at the Meeting.

Please note that photographs may be taken of the Meeting for publication in *The Garden*, the RHS's own journals and/or on the RHS website. These photographs may also be released to other media organisations.

## Attending the Annual General Meeting

The Annual General Meeting (AGM) of the RHS will be held at RHS Garden Harlow Carr, Harrogate, North Yorkshire, HG3 1QB at 11.00am on Wednesday 10 July 2024. The doors to the AGM will open at 10.30am.

### How to get to RHS Garden Harlow Carr

#### By road:

RHS Harlow Carr is situated on Crag Lane, off Otley Road (B6162), about 1.5 miles from the centre of Harrogate. Car parking is free. If you have a large vehicle or a vehicle with a tow bar, we kindly ask that you park in car park 2 or 3.

#### By train:

Harrogate Train Station is 1.5 miles from RHS Harlow Carr, and can be accessed by bus, bike, on foot or by taxi.

**LNER** run direct trains from London Kings Cross to Harrogate every couple of hours.

**Northern** offer regular trains to Harrogate from Leeds to the south and York to the East taking approx. 30 minutes in both directions. From these stations you can transfer to trains across the north of England and into Scotland.

#### By bus:

##### Bus service from Harrogate

The Harrogate Bus Company runs the regular **6 bus** from Harrogate Bus Station in the town centre to RHS Harlow Carr, reaching the garden in 15 minutes. Catch buses from the pick-up called 'Harlow Grange' on Otley Road, a short 4-minute walk to the garden entrance. Bus tickets can be purchased onboard from the driver or online from the **operator's website**.

#### Getting here on foot or by bike:

A lovely walk runs from Valley Gardens in Harrogate up through the Pine Woods to RHS Harlow Carr, taking approximately 1 hour at a leisurely pace. You can download a **detailed map (759kB pdf)** or ask for a printed copy from the Harrogate Tourist Information Centre or RHS Harlow Carr.

**Cycle Streets** can help you find the best cycle routes to RHS Harlow Carr.

#### Great Yorkshire Show

The Great Yorkshire Show is taking place from 9-12 July 2024 close to RHS Garden Harlow Carr. Traffic in the area is likely to be busy, especially around the A661 Wetherby Road. Please check for traffic updates before you travel and allow extra time for your journey. Further information can be found below on the Great Yorkshire Show website:

#### Travel Information on how to get to the Great Yorkshire Show 2023

**Access to the AGM:** The venue has full access for people with disabilities. In the event that you require assistance, please speak to any RHS member of staff or volunteer.

For more information about accessibility at RHS Garden Harlow Carr, please see

information on the website at this link:

**[Accessibility at RHS Garden Harlow Carr](#)**

**Facilities for those with a hearing**

**impairment:** Portable induction loops are available on request at the entrance to the garden.

**Admission to the AGM:** You will need to show your RHS membership card to gain admission to the AGM.

If you are attending the AGM as the representative of an affiliated RHS or other organisation, you will be required to produce evidence that you are authorised to act on its behalf. Further guidance on acceptable forms of authority can be obtained from The Secretary of the RHS.

**Security:** You will be required to keep any bags or other personal belongings with you throughout the AGM. You may also be asked to agree to your personal items being searched.

**Mobile Telephones:** Please turn off mobile telephones before entering the AGM.

**Refreshments:** Will be available on arrival and water will be available throughout the meeting.

**Medical Care:** If you require medical attention, please contact any RHS member of staff who will ensure that you receive assistance.

**AGM Helpline:** 020 7821 3194. If you have any questions about the AGM, please call this Helpline between 9.00am and 5.00pm Monday to Friday. Your normal telephone call charge will apply.

**[Interactive map of RHS Garden Harlow Carr](#)**

## RHS Garden Harlow Carr Tours

Following the AGM, RHS Garden Harlow Carr will offer a number of pre-bookable events exclusively for RHS members attending the AGM.

### Garden Tour – 1pm

Join one of our floral team for a tour of the garden, enjoying seasonal highlights and taking tips for your space at home.

*Please meet outside the front of the marquee (for a 1pm start and finishing at 1.45pm).*

### Edibles Garden Tour - 1.15pm

Enjoy a tour of the Edibles Garden at RHS Harlow Carr, learning about the range of produce we grow on site and how that helps to create the seasonal menu in our new Harrogate Arms Café.

*Please meet at the apple arch at 1.05pm (for a 1.15pm start and finishing at 2pm).*

### Alpine House Tour – 1.30pm

Learn all about the Alpine House at RHS Harlow Carr, the recent changes that the team have made in this area and our plans for the future.

*Please meet at the Alpine House at 1.20pm (for a 1.30pm start and finishing at 2pm).*

**RHS Members attending the AGM are welcome to book a place on one of the above events. For the enjoyment of all, numbers will be limited. Please send an email to [harlowcarr@rhs.org.uk](mailto:harlowcarr@rhs.org.uk) as soon as possible to secure your place.**

**Please include your name and RHS membership number.**

## **Agenda Item 1 President's Report**

The President will make his statement.

## **Agenda Item 2 Treasurer's Report**

The Treasurer will make his statement.

## **Agenda Item 3 Director General's Report**

The Director General will make her statement.

## **Agenda Item 4 Annual General Meeting**

### **4a Minutes**

The Chair (the President unless he is not present) will invite you to approve the Minutes as an accurate record of last year's AGM by a show of hands at the Meeting.

## **4b Annual Report and Consolidated Financial Statements 2023/24**

The Annual Report is presented to the Meeting by the President and explains what the RHS has achieved over the past year and its plans for 2024/25.

During discussion of this item, you are very welcome to provide feedback and ask questions. However, it is helpful if you let us know your questions in advance of the Meeting so that we can ensure we have the information available to give you a full answer. You can provide advance notice of your question to The Secretary by email to [agm@rhs.org.uk](mailto:agm@rhs.org.uk) or by calling the AGM Helpline on 020 7821 3194 or by writing to 80 Vincent Square, London SW1P 2PE.

## 4c Election of President and Treasurer

### PRESIDENT

The President of the RHS is elected annually by the membership and provides leadership and direction to the RHS's Council Members, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the organisation. The President also acts as Chair of Council and the Horticulture Board and is a trustee of the RHS.

The only candidate validly nominated for election as President this year was Keith Weed. As there were no other candidates, Keith Weed will be declared elected unopposed as President of the RHS.

### Keith Weed



**Proposed by:** David Rae

**Seconded by:** Wesley Kerr

**Supported by:** Claire Austin, Sue Beesley, Nick Dunn, Tazim Essani, Lorna Parker, Darren Share.

I have had a lifelong love for gardening and enjoy spending as much time as I can in my own garden which includes a productive vegetable and fruit plot.

During my career I have gained broad experience in leading businesses in the public and charitable sectors as Chair, CEO and director. While my main focus is now the RHS, I am also on boards of other charities and can transfer best practice to the RHS. I have experience in the key areas of developing and implementing strategy, supporting and guiding the CEO, fundraising and business delivery to fund charitable initiatives. Last year, along with the RHS Council and Director General, we developed a new strategy for the next chapter of the RHS.

I am a RHS member and Fellow and live just 7 miles from RHS Wisley. I am a regular visitor to the gardens and shows which are such powerful examples of horticultural excellence. I am also interested in the outreach of the RHS to communities, its education programme and the positive impact gardening has on people's physical and mental health. The RHS is an amazing organisation and has a strong reputation for its horticultural excellence. The role of science, sustainability and flora diversity continues to grow in importance in an increasingly challenged world.

I would be privileged to continue to serve as RHS President to build on its considerable heritage and bring my passion for gardening and business experience to help develop the future direction of the Royal Horticultural Society.

## TREASURER

The Treasurer of the RHS is elected annually by the membership and is responsible for advising the President and Council on the RHS's financial and business affairs including those of the trading subsidiaries. The Treasurer also acts as Chair of the RHS's Commercial Board and is a trustee of the RHS.

The only candidate validly nominated for election as Treasurer this year was Matthew Lindsey-Clark. Matthew is standing for an exceptional sixth year for reasons of continuity during a period of strategic and organisational change. As there were no other candidates, Matthew will be declared elected unopposed as Treasurer of the RHS.

## Matthew Lindsey-Clark



**Proposed by:** Janet Walker

**Seconded by:** Andrew Sibbald

**Supported by:** Edward Banks, Swagata Ganguly, Dominic Geer, Mary Hopkins, Mark Porter, Corrinda Wakefield-Wylde.

I have been associated with the RHS for nearly 30 years, having been a member since 1995, a Founder Fellow since 2011, on the Commercial Board since 2014, a

member of Council since 2016 and Treasurer since 2019. Through my involvement over recent years, I have gained a thorough understanding of the RHS's organisation, its financial affairs and its many activities, and helped to guide it through periods of strong growth and more challenging environments.

Professionally, I have been a corporate finance adviser for almost 40 years, with extensive experience of helping a wide range of businesses to navigate significant strategic and organisational change. I have worked with the same team since the mid-90s, helping to build the business we founded from a handful of partners into one of the largest independent advisory firms in Europe.

I am a keen gardener and nature lover. I am passionate about the charitable aims and vision of the RHS and believe that the organisation has never been more relevant. By helping people to connect with plants, gardens and the natural world, the RHS can play a vital role in improving both the environment and people's well-being and quality of life. It would be a great privilege to serve a further term as Treasurer of the RHS.



## 4d Election of ordinary members to Council

The RHS Council is responsible for the strategic direction of the RHS and ensures that it acts in accordance with the objectives set out in the RHS Charter. Council comprises the President, Treasurer, 15 ordinary members and up to two co-opted members. Those who serve on Council are the trustees of the RHS.

Every year, as part of the democratic running of the RHS, at least three ordinary members of Council retire and the resulting vacancies are filled by election at the AGM.

At this year's AGM, Lorna Parker will retire as an ordinary member of Council having completed two five-year terms. Nick Dunn and Ruth Willmott will retire as ordinary members of Council having completed their first terms. Both Ruth and Nick are eligible for re-election, have chosen to stand for a second term and have been validly nominated.

Liz Nicholson and Adrian Penrose have also been validly nominated for this year's election.

There are therefore four validly nominated candidates for three vacancies and an election will be held.

## Candidates for election to Council

### Nick Dunn



### Liz Nicholson



### Adrian Penrose



### Ruth Willmott



Photo by Richard Bloom

## Council Recommendation

Council recommends that RHS members vote for the following candidates:

**Nick Dunn**  
**Liz Nicholson**  
**Ruth Willmott**

The Council Nominations Committee, which is a sub-committee of the Nominations, Appointments and Governance Committee, led the process for elections to Council in 2024. The Committee reviewed the applications of all candidates that applied to stand with the support of Council and interviewed a shortlist of candidates.

Following a skills audit of current trustees, the Committee considered the skills and experience required on Council for election in 2024 and recommended Nick Dunn, Liz Nicholson and Ruth Willmott for election to Council. Council supports the Committee's recommendation.

## Candidates standing with the support of Council

### Nick Dunn

**Proposed by:** Tony Kirkham

**Seconded by:** Ray Evison

**Supported by:** Rosie Atkins, Claire Austin, Sue Beesley, Jim Gardiner, Stephanie James, Jon Wheatley.

With 50 years of commercial experience in tree nursery stock production as an owner and employer, working closely

with the Horticultural industry and associated charities and having completed the first five-year term as a Council member, I believe I am well qualified to serve a second term. It would be a great privilege to do so. As an individual I have found it invaluable working with dedicated and like-minded Trustees, and I wish to take advantage of this valuable experience to assist the RHS further for this extended period.

I am keen that the RHS maintains and improves its reputation as the best UK Horticultural and gardening charity and to further its credentials internationally. My focus would be to assist in Horticultural practice, knowledge transfer, support RHS Science and offer horticultural skills advice in propagation and further promote Horticulture as a worthwhile career choice, especially for young people in increasingly challenging times. I wish also to focus on supporting exhibiting nurseries at RHS shows and particularly to encourage young Horticulturists to become more involved.

I have served on both the Awards and Nominations, Appointments and Governance committees and continue to support the RHS through the Fruit, Vegetable and Herb and the Gardens Advisory committees. My other industry duties include Chairing the DEFRA Advisory Committee for the National Fruit Collections, as a Trustee for Batsford Arboretum and I support the work of Perennial as a volunteer garden advisor.

### Liz Nicholson

**Proposed by:** Gill Chamberlain

**Seconded by:** Ruby Simpson

**Supported by:** James Alexander-Sinclair, Gurli Andreassen, Allon Hoskin, Jane Marie Hudson, Anne Marie Owens, Jo Thompson.

In the face of the climate and nature crises which face the world, the RHS has a pivotal role in sharing strategies to help gardeners do their best for the environment while still enjoying their gardens.

I have been a senior RHS judge for many years and have been very engaged in supporting the RHS in delivering more sustainable show gardens. I love the imagination and creativity that these showpieces bring to our sector but feel the increasing importance of this not being at the cost of the environment. I have developed a Green Design Audit with the RHS, and we have used it this year in the Chelsea showground ensuring a reduced carbon footprint and much greater emphasis on sustainability.

I would like to join Council as I feel this work in sustainability is essential not only in our shows and gardens but also in the advice and support we give to our members.

Invested in education, I have been involved in creating Forest schools for over 20 years enabling access to horticulture for our young people.

In my day job I run an award-winning garden design and construction company in Oxfordshire and have a robust commercial and wide business skill set that I can bring to support of the RHS. I am a passionate gardener, and my favourite part of the garden is my veggie patch!

## **Ruth Willmott**

**Proposed by:** David Rae

**Seconded by:** Claire Austin

**Supported by:** Rosemary Alexander, Charles Blumhein, Mick Crawley, Ambra Edwards, Tazim Essani, Janet Russell.

Following academic studies in both Business and Management, I spent 15 years in management consulting. In 2008, I decided to change career and followed my passion into landscape design. Now a multi award-winning landscape designer, I have exhibited five times at the prestigious RHS Chelsea Flower Show, most recently in 2022 and with my small practice, undertake public realm and private residential landscape design in the UK.

I offer a skill set that combines business and horticulture. My first career gave me extensive experience of working internationally on strategic initiatives that delivered significant commercial value for my clients. It also gave me a keen understanding of what can be achieved within time and budgetary constraints. Creativity, sensitivity and the desire to engender beauty are the starting points for any landscape designer; what I add to the mix is a deep knowledge of plants; broad, analytical thinking; and the leadership and management skills to bring my designs successfully from the page to the ground.

Since 2015, I have dedicated my time to The Royal Horticultural Society specifically as an active member in the following governance areas:

- Commercial Board (2015)

- Audit and Risk (2020), Council Technology Group (2020), NAG Committee (2020)
- Council Member (since 2020)
- Chair of the Nomination, Appointments and Governance (NAG) Committee from 2023
- People and Remuneration (2023)
- I am on selection panels and judge at RHS Flower Shows

## Candidates standing independently

### Adrian Penrose

**Proposed by:** Mark Line

**Seconded by:** Ann Clarke

**Supported by:** Eileen Atkinson, Rachel Fogg, Kathleen Hanglin, Jill Hutton, Sarah Severn, Janice Topham.

I am standing for Council as an RHS Life Member who is passionate about gardening and gardens. Gardens bring us joy and support wildlife. Visiting gardens, reading and learning about plants and horticulture, creatively designing our own spaces, overcoming setbacks and then watching our gardens develop and bloom is both a privilege and a huge thrill. I believe that gardens also bring enormous benefits for our physical and mental wellbeing - both of which underpin my personal values for living more sustainably.

If elected, I would bring to the role over 40 years of knowledge and experience in communications, public engagement and sustainability - criteria highlighted for this year's election - in the public and

voluntary sectors, mainly in health, medical research and the environment.

During my career, I have spearheaded high-profile national and international public awareness campaigns, led the communications for an NHS Trust during Covid, masterminded two charity centenaries (different charities!), run campaigns to broaden public engagement and community and volunteer participation and secured policy changes for charities.

I have also been a charity trustee, an elected parish council member, school governor and served other honorary roles, so I recognise the range of responsibilities involved in wider board governance and oversight.

I applaud the RHS's efforts to widen its appeal, embrace the science of cutting-edge horticulture, enhance the visitor experience and nurture the gardeners of tomorrow. I would be honoured to represent you on the Council and contribute to the ongoing stewardship and development of the RHS.

## Voting

The election will be held by online vote and the RHS has appointed **Civica** to independently supervise the ballot with the result being declared at the AGM. Members may also vote in person at the AGM.

You may cast your own vote directly or ask the President of the RHS to vote on your behalf as your proxy. The President will cast all proxy votes as he thinks fit.

The President has indicated that he expects to cast his discretionary proxy votes for the candidates recommended by Council.

The President has asked Council and the RHS Council Nominations Committee which is a sub-committee of the RHS Nominations Appointments and Governance Committee, for guidance as to which candidates would be most suitable.

For 2024, alongside a keen interest in horticulture and/or gardening, Council asked for candidates with expertise in public engagement, an understanding of best practice in sustainability or individuals with a senior financial or commercial background.

The election is your chance to choose those candidates who you want to lead the RHS, and Council urges you to use your vote.

Voting is now open, please follow the link below and complete your verification details as instructed, to cast your vote.

[VOTE HERE](#)

Voting will close at noon on Tuesday 9 July 2024. For any queries related to voting, please contact Civica Support Team on 020 8889 9203 or by email at [support@cesvotes.com](mailto:support@cesvotes.com)

## **Council Members continuing in office after the AGM**

The following ordinary members of Council will continue in office after the AGM:

Claire Austin  
Sue Beesley  
Prof Mick Crawley  
Tazim Essani  
Wesley Kerr  
Tony Kirkham  
Baroness Kate Lampard  
Pamela Maynard  
Dr David Rae  
Darren Share  
Prof Nicola Spence  
Janet Walker

## **4e Appointment of Auditors**

The RHS is required to arrange for its accounts to be audited by a firm of chartered accountants and the Bye-laws provide for an auditor to be appointed annually at the AGM.

Council recommends that Crowe LLP be re-appointed for the financial year 2024/25.

The Chair will invite you to vote on this recommendation by a show of hands at the Meeting.

## 4f Appointment of Vice Presidents

Each year, Council appoints a number of members of the RHS to serve as Vice Presidents. The office is honorary and appointment recognises people who are deeply familiar with the RHS, knowledgeable about its activities and passionate about horticulture. Vice Presidents are expected to promote and represent the RHS.

Council has re-appointed the following to the office of Vice President for 2024/25:

James Alexander-Sinclair  
Rosie Atkins  
Michael Balston  
Baroness Floella Benjamin DBE DL  
Christopher Brickell CBE, VMH  
Sarah Eberle  
Raymond Evison OBE, VMH, F.I.Hort  
Mark Fane  
Jim Gardiner VMH  
Rosy Hardy  
The Rt Hon the Lord Heseltine CH, PC  
Robert Hillier OBE, VMH  
Roy Lancaster CBE, VMH, F.I.Hort  
Jekka McVicar VMH  
Sandy Muirhead  
Dr. Henry Oakeley VMH  
Mark Porter  
Dougal Philip  
John Ravenscroft VMH  
Prunella Scarlett  
Vicomte Philippe de Spoelberch  
Tom Stuart-Smith  
Alan Titchmarsh MBE, VMH, DL  
Richard Webb VMH  
Jon Wheatley VMH

In addition, Council has appointed Lady Xa Tollemache to the office of Vice President for 2024/25.

## 4g Close of Meeting

The President will formally draw the AGM to a close.

## Agenda Item 5 Members' Questions

There will be an allotted time of 30 minutes for members to ask questions. Questions should be submitted in advance to [agm@rhs.org.uk](mailto:agm@rhs.org.uk) or in writing to The Secretary, 80 Vincent Square, London, SW1P 2PE.

