

Confirmed Minutes

MEETING OF BOARD OF TRUSTEES

Monday 1 October 2018
The Drawing Room, Cultra Manor

Trustees Present:

Mr Miceal McCoy – Chairman
Dr Leon Litvack – Vice Chairman
Mr Michael Catto
Professor Garth Earls
Professor Karen Fleming
Mrs Hazel Francey
Mrs Daphne Harshaw
Dr Rosemary Kelly
Mr Alan McFarland
Dr George McIlroy
Mrs Catherine Molloy
Dr Margaret Ward

In Attendance:

Kathryn Thomson, Chief Executive (CEO)
William Blair, Director of Collections (DC)
Colin Catney, Chief Operating Officer (COO)
Pamela Baird, Head of Strategic Research & Planning, Board Secretariat (HSRP)
Roisin Mortimer, Research Assistant
Stacy Bonar, Director Risk Advisory, Deloitte

1. Welcome & Apologies

The Chairman formally welcomed everyone to the meeting.

There were no apologies.

2. Conflicts of Interest

The Chairman ascertained that there were no conflicts of interest in relation to the business as set out on the agenda.

Professor Fleming noted her position as Director at Ulster University of the AHRC-funded Doctoral Training Partnership - the Northern Bridge Partnership - and co-investigator on the AHRC-funded Creative Clusters grant which she would raise if relevant.

3. Approval of Minutes

3.1 Approval of Minutes of Meeting held on 22 June 2018.

Trustees approved the Minutes of the Board Meeting held on 22 June 2018.

Proposed by: Dr Litvack

Seconded by: Mr Catto

3.2 Approval of Minutes of Special Board Meeting held on 23 July 2018.

Trustees approved the Minutes of the Special Board Meeting held on 23 July 2018.

Proposed by: Dr Litvack

Seconded by: Mrs Francey

4. Matters Arising

4.1 Update on Actions from previous meeting

The CEO updated Trustees on the summary of actions from the meeting of 22 June 2018 and made particular reference to the following:

- the Board visit to Russborough House would take place on 11 October, details to follow
- an update on the BBC Archive would be provided under the CEO report
- the Membership of the Remuneration Committee had been addressed at the Annual Meeting and was now complete.

Mrs Francey advised the Board that, following on from the previous meeting, she had spoken to Nigel Carr regarding the Sports Museum project, and that she had heard from him again in recent weeks when he had advised that the Sports Museum would start fundraising if the NMNI Board supported the project. The CEO reminded the Board of the ongoing engagement that the Executive Team had been having with representatives from the Sports Museum and of NMNI's commitment to incorporating the themes of achievement and sport within the long-term master plans for the museum sites as they were developed.

In response to a question about the Governance Working Group, the CEO advised that it would meet following the outcomes of the EY Internal Audit on governance arrangements and the Deloitte review of Board effectiveness.

4.2 Lessons Learned – Reflection by Board

The Board undertook to reflect on lessons learned throughout the meeting.

5. Business of Chairman

5.1 Trustees' Attendance Record

Trustees noted the Attendance Record.

5.2 Business Planning Diary

The Board reviewed the Business Planning Diary and noted the dates of the MA Conference. The Chairman advised that he had discussed attendance at the conference with the CEO and that attendance would be for staff only. The CEO advised that an internal application process had been set up for a limited number of staff to attend. She advised that the UM was the venue for the evening reception on Thursday 8 November and that all Trustees would be welcome.

Trustees approved the Business Planning Diary.

5.3 Annual Governance Arrangements

The Chairman advised Members that, as previously mentioned, the Governance Working Group would meet following the reports from EY and Deloitte.

The Chairman advised that the full suite of governance papers including the Board Standing Orders, Board Operating Framework and Schedule of Matters Reserved to the Board and Scheme of Delegation would be brought to the Board in March and that these documents were all available to Board Members in MinutePad documents.

5.4 Board Self-Assessment

The Chairman advised Members that the Board Self-Assessment for 2017-18 had been superseded by the Independent Review of Board Effectiveness being conducted by Deloitte. He noted that Stacy Bonar, representative from Deloitte, was in attendance as an observer.

6. Loans & Disposals

6.1 Loans for Approval by the Board of Trustees

The CEO drew Trustees' attention to the two loans in - from the RUA and from the Science Museum. The latter was the Tim Peake Capsule which would go on display in the Transport Museum. Trustees noted the three loans out.

Trustees approved the loans as presented and the Chairman signed the schedule on behalf of the Board.

Proposed by: Dr Ward

Seconded by: Dr Kelly

6.2 Loans Approved by GP&F

The Board reviewed the loans approved by the GP&F Committee. The CEO confirmed that she did not foresee any changes relating to indemnity insurance in the near future.

Trustees noted the loans approved by the GP&F Committee at its meeting on 31 August 2018.

7. Business of Chief Executive

7.1 Chief Executive's Report

The Chief Executive reviewed the above report in discussion with Trustees, making specific reference to the following:

- Takabuti research was being taken forward which would help NMNI to learn more about her and which could lead to publications and gallery redevelopment
- a semi-permanent hang of the art galleries at the Ulster Museum had been approved through internal processes which would provide greater coherency and access to NMNI's art collections
- the Game of Thrones' tapestry would be on display for the final series from April-July 2019 when it would be completed
- the "Voices of '68" exhibition had opened on 5 September and a special conference was scheduled for the coming week at which Dr Ward would be speaking
- the Pensions project, which had been challenging, was reaching the end of the process and it was hoped to launch the VES in early November. This was critical for the broader organisational transformation
- it was not proposed to fill the position of Director of Public Engagement at the current time and the CEO was taking time to review the structure
- the budget was on the agenda and was tracking behind as a result of the weather extremes which had had a major impact on the outdoor museums; the SMT had met and was progressing a series of actions to address the emerging pressures
- the CEO had met with the Director of BBC NI to discuss the development of a strategic partnership; she and the DC had met the team on the Rewind project which was developing ways to access digital archives; and the DC had met Mark Adair to discuss the materials held in storage
- the Titanic Artefacts remained with the courts for bankruptcy and admiralty and a higher bid had been submitted;
- the Department had held a Senior Management Forum in Cultra Manor the previous week which had afforded NMNI the opportunity to present on its future strategy and to provide a tour of the Folk Museum
- Dippy had welcomed 8,230 visitors from Friday to Sunday during its opening weekend which was double the average for the time of year.

The Board welcomed the developments with the BBC as an important partnership. Members noted the BBC Radio 4 Programme on the Troubles and Beyond and asked to be kept informed about the date it would air in November and the date when the Great British Sewing Bee would air.

The Board thanked the CEO for an informative report and congratulated her on a recent interview. Members asked that more information on the Beamish visits be shared with the Board and noted the success of the Bluegrass event and the excellent media and social media coverage for Dippy.

Dr Litvack left the meeting at 12 noon.

8. Strategic Priorities

8.1 Organisational Sustainability – Budget 2018-19 & Beyond

The CEO reminded Trustees that at the meeting in June, they had considered the draft budget 2018-19 and the financial challenges facing the organisation and that their discussions had been informed by presentations from SIB. The outcome of the June meeting had been that the Chairman had written to the Permanent Secretary and the letter and response had been provided with the Board papers.

The CEO added that NMNI had been very clear and transparent with the forecast deficit in the budget. She stressed that there was no quick fix and that transformation could not be delivered at the rate required to address ongoing reductions in funding allocation. The CEO took the Board through a series of short, medium and long-term actions proposed to build longer-term sustainability.

The Board discussed the current position and reflected on the unsustainable position and the inability to deliver its statutory responsibilities as set out in the Museums Order. The Board acknowledged the significant body of work which had been and was being progressed; the growth in commercial activity; the importance of strategic partnerships for delivery; the risks to Museum Accreditation; and the more aggressive use of museum assets. The Board recognised the importance of transparency and of having the details of the current situation clearly documented.

The Board discussed and unanimously approved the recommendations outlined in the paper. The Board agreed that NMNI's current cost base reflected the very minimum required to continue to fulfil its statutory responsibilities and that it did not have the authority to take decisions to manage the current year or 2018-19 forecast deficits. The Board gave the Executive Team approval to progress the medium and long-term actions outlined to drive the transformation required for long-term sustainability.

The Chairman thanked Members and the Executive Team for a robust conversation.

8.2 Stakeholder Engagement Plan

The CEO drew Trustees' attention to the ten core groups identified in the Stakeholder Engagement Plan, the proposed approach and the key messages.

The Board offered its support and noted the Stakeholder Engagement Plan.

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of [ARAC] Meeting held on 8 June 2018

The Chairman of ARAC presented the minutes of the June meeting.

Trustees adopted the minutes of the ARAC meeting of 8 June 2018.

Proposed by: Mr Catto

Seconded by: Dr Kelly

9.1.2 Verbal Update of Meeting held on 17 September 2018

The Chairman of ARAC advised that many of the key issues discussed at the recent ARAC meeting had already been covered at the Annual Meeting or during the meeting. He gave an update on the following issues:

- ARAC sought outcomes to address the priority one audit recommendation around disposals
- pensions had been discussed at length at the meeting and the knock on impact on VES
- ARAC was due to have an IA report on Business Continuity Planning but had agreed to allow more time for the audit to widen the scope
- the audit of Public Engagement had been deferred to 2019-20 to allow the work in this area to move forward
- ARAC commended the unqualified audit opinion without modification
- an update had been provided on Fire Safety and a review had been set in motion.

The Chairman of NMNI noted that he had attended the recent ARAC meeting as an observer and that the late provision of the ARA and RTTCWG had necessitated an additional meeting of the Board that morning. He asked that the delivery times be adhered to in future to allow appropriate scrutiny.

Papers arising from ARAC meeting of 17 September 2018:

9.1.3 Corporate Risk Register

9.1.4 Bi-Annual Assurance Statement

The Board approved the Corporate Risk Register and the Bi-Annual Assurance Statement which would be signed by the CEO and Chairman.

Proposed by: Dr McIlroy

Seconded by: Dr Kelly

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting of 25 May 2018

The Chairman of GP&F presented the minutes of the May meeting.

Trustees adopted the minutes of the GP&F meeting of 25 May 2018.

Proposed by: Dr Ward

Seconded by: Mr McFarland

9.2.2 Verbal Update on Meeting held on 31 August 2018

The Chairman of GP&F advised the Board that the revised quorum of three Members had been timely and necessary for the August meeting. She advised that GP&F had looked at the following at that meeting:

- performance in term of the Business Plan, finance, pension and budget
- continued relationship development including changing personnel within the Department
- a new format HR report which showed the reduction in long-term absence
- the Environmental Sustainability Policy which required development and would return to the next meeting of GP&F and then go to the Board
- the Culture Development Programme which was underway and included the leadership development programme
- an update on the Audience Development and Engagement Strategy
- loans approved which had been noted by the Board.

The Chairman of NMNI added that GP&F had noted the community work completed as part of the Section 75 reporting and, specifically, that the majority of this Programme for Government work had been delivered through non grant-in-aid funding.

Papers arising from GP&F meeting held on 31 August 2018:

9.2.3 Performance Reports:

- a) **Financial Performance**
- b) **Business Performance Report**

The CEO drew Members' attention to progress with the stores, the audience development and engagement strategy and the pensions project.

The Board noted the reports.

9.2.4 Policies for Approval:

- a) **Safeguarding Policy**
- b) **Collections Information & Access Policy**

The Board approved the two policies and commended the Safeguarding policy.

Proposed by: Dr Kelly

Seconded by: Mr Catto

9.3 Remuneration Committee

9.3.1 Adoption of Minutes of RC Meeting of 9 November 2017

The minutes for the November meeting had not been confirmed by RC at the time of the June Board. The Chairman of the Remuneration Committee advised that at the November meeting of the RC they had set objectives for the CEO.

The Board adopted the Minutes.

Proposed by: Dr McIlroy
Seconded by: Mr McFarland

10. FOIs

The Board noted the FOI report.

11. Any Other Business

The Chairman ascertained that there was no other business. He congratulated the CEO and her team on the successful launch of Dippy and the excellent feedback he had received from the NHM.

12. Date of Next Meeting

The Chairman confirmed that the next meeting of the Board would take place on Friday, 14 December 2018. This meeting would be held in the Training Room at Cultra Manor as there was a corporate event booked into the Manor on that date.

The Chairman closed the meeting at 1.05 pm.

Signed:



Date:

14 December 2018

Copies: DfC, Trustees, File, Website

Actions

4.1	Board visit to Russborough House would take place on 11 October, details to follow	HSRP
7.1	BBC Radio 4 Programme on the Troubles and Beyond – inform Board of air date	DC
	Great British Sewing Bee – inform Board of air date	DC
	Beamish insights to be shared with Board	CEO