

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES

Tuesday, 12 February 2019
The Training Room, Cultra Manor

Trustees Present:

Mr Miceal McCoy, Chairman of NMNI
Mr Michael Catto
Professor Garth Earls
Professor Karen Fleming
Mrs Daphne Harshaw
Dr Rosemary Kelly
Mr Alan McFarland
Dr George McIlroy
Mrs Catherine Molloy

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)
Mr Mike Jones, Independent Facilitator

1. Welcome & Apologies

The Chairman welcomed everyone to the meeting.

Apologies were received from:

Dr Leon Litvack, Vice Chairman of NMNI
Mrs Hazel Francey, Chairman GP&F

The Chairman advised that Professor Karen Fleming would be joining the meeting later.
The Chairman welcomed Mr Mike Jones.

2. Conflicts of Interest

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

3. Review of Deloitte Recommendations for Board Effectiveness

The Chairman advised that Mr Jones would provide independent facilitation for the session. He reminded Members that the independent review of Board effectiveness, conducted by Deloitte in 2018, had included a survey of all Trustees as well as interviews with a number of individual Trustees, the Department, the CEO and Directors. He noted that at the December Board meeting, Trustees had had the opportunity to discuss the findings with Deloitte and that the current session had been scheduled to allow for agreeing a way forward.

Mr Jones thanked the Chairman and Members for the warm welcome.

The Board worked through a process with Mr Jones to review the recommendations and agree a number of next steps which would be further considered at the next meeting of the Board.

Professor Fleming arrived at 12.15 pm.

In drawing the session to a conclusion, Mr Jones said that the Board had presented many ideas and that the next stage was for Trustees to look at the steps towards implementation of those ideas.

The Chairman confirmed that Members were content with the deliberation and advised that a summary of the debate would be produced for further discussion and development of an action plan.

The Chairman thanked Mr Jones for facilitating the session and noted the value of having independent assistance.

4. Specimen Acquisition - Armada

The Chairman noted that the acquisition of the Armada painting had been brought to the attention of the GP&F Committee in November. He advised that in line with the Collections Development Policy, all potential acquisitions above the set threshold required Board approval.

The CEO and DC responded to questions on the progress of fundraising activity for the acquisition.

The Board approved the acquisition, subject to the funding being secured.

Proposed by: Mr Catto

Seconded by: Mrs Molloy

5. Update on Meeting of Governance Working Group of 30 January 2019

The Chairman advised the Board that the Governance Working Group had been set up with a specific purpose and that that work had been completed. He advised that at the meeting on 30 January, he had concluded the meeting as the final meeting of the Governance Working Group. He noted the valuable work which had been undertaken by Members, past and present, and the significant progress that had been made in terms of governance processes and procedures. He added that the governance framework had been strengthened and thanked all those involved for their contribution.

6. Update on Meeting of Trading Company Working Group of 30 January 2019

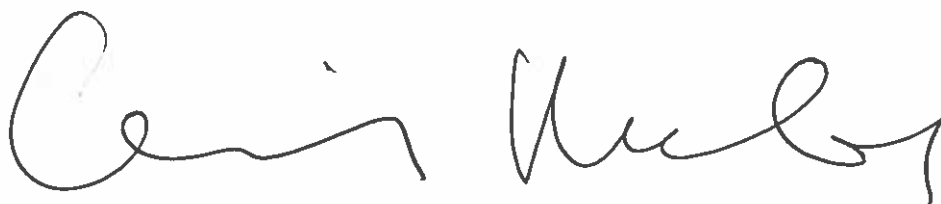
The Chairman advised that the Trading Company Working Group had been set up with a specific brief to be delivered in a specific timeframe and that that work had been completed. He advised

that the TCWG had taken a lot of professional advice on board and had also liaised with the Department. He concluded that the Trading Company had been activated and new Directors established and that actions were ongoing in terms of fulfilling compliance responsibilities. He informed the Board that the trading perspective would remain an item for discussion through the GP&F Committee.

7. Date of Next Meeting

The Chairman confirmed that the next meeting of the Board would take place on Friday, 22 March 2019. The Chairman thanked Members for their contribution and closed the meeting at 1.25 pm.

Signed:



Date:



Copies:

DfC, Trustees, File, Website

Actions

3	Summary of debate to be produced for further discussion and development of an action plan at Board Meeting on 22.03.19	HSRP
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