

CONFIRMED MINUTES
SPECIAL MEETING OF BOARD OF TRUSTEES

Wednesday, 14 August 2019
The Boardroom, Cultra HQ

Trustees Present:

Mr Miceal McCoy – Chairman
Dr Leon Litvack – Vice Chairman
Professor Karen Fleming
Mrs Hazel Francey
Mrs Daphne Harshaw
Dr George McIlroy
Mrs Catherine Molloy
Professor Garth Earls

NMNI:

Kathryn Thomson, Chief Executive (CEO)
Colin Catney, Chief Operating Officer (COO)
Pamela Baird, Secretariat Support
Michelle Ashmore, Secretariat Support

1. Welcome & Apologies

The Chairman formally welcomed everyone to the Special Board meeting to cover two issues, Board Effectiveness Review and IAS Corporate Governance Report.

Apologies were received from the following Trustees:

- Dr Rosemary Kelly
- Mr Alan McFarland

Apologies were also received from William Blair, Director of Collections.

2. Conflicts of Interest

Dr Litvack advised that his daughter is now employed by NMNI working in the Ulster Museum.

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

3. Business of the Chairman

3.1 Independent Review of Board Effectiveness

The Board raised three errors in the Executive summary of the Deloitte Independent Review of Board Effectiveness and requested that these be corrected for future reference.

Trustees reviewed the action plan as follows:

- The Board approved the Action Plan.
- The Board confirmed that actions 1, 5, 6 and 7 had been addressed.
- The Board agreed that following the appointment of new Trustees, an induction and team building session would be scheduled which could include participation by previous Trustees to share their knowledge and experience.
- A register of Board training received externally to the organisation will be compiled. Any outstanding training needs will be identified through Trustees annual 1-1 meetings with the Chairman.
- The Board agreed that reporting on advocacy engagements would be added to the agenda in September and trialed for a year.
- The Chairman advised that he had completed Trustee appraisals in draft and that they would be sent out after the meeting. He further advised that a 1-1 meetings would be arranged with each Trustee before the September Board, and that those meetings would also address any training needs.
- The Board agreed to discuss the Remuneration Committee recommendations under the following agenda item.

3.2 IAS Review of Corporate Governance

The Chairman of ARAC advised that he had not been sighted on the summary paper from the June ARAC meeting to the Board and that he had issues with the wording. The CEO undertook to review the process.

The Board discussed the four areas of the internal audit report which required a response, these included:

- **Attendance of the Chairman at Sub Committees** – the Board response was that the recommendation was partially accepted. The Chairman is not a member of ARAC and will only attend occasionally on invitation by the Chair. The Chairman is not a member of the other standing committees but will attend as an observer at his discretion.
- **Remuneration Committee** - the Board response was that the recommendation was partially accepted. The Board considered the RC to be an important committee and that the name and terms of reference for the committee would be reviewed.
- **External review of Board effectiveness** - the Board response was that the recommendation was accepted and an external assessment would be undertaken

every 5 years and an action plan developed with the actions arising from this review as documented under agenda item 3.1.

- **Content and volume of meeting packs** - the Board response was that the recommendation was rejected. Trustees were content with the level of information provided and that consideration would be given to the early issue of large papers were possible.

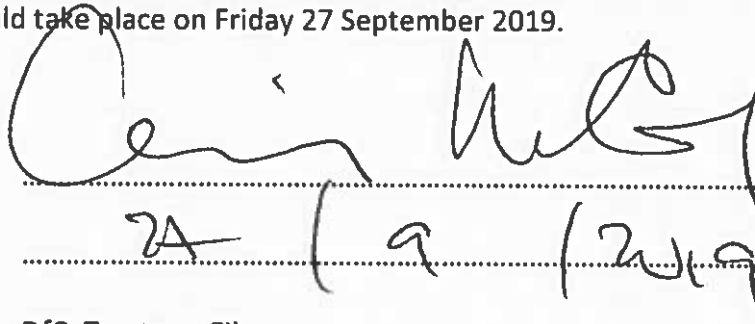
4. Any Other Business

The Chairman advised that Board members would have a short discussion following the meeting for information purposes only. He thanked attendees and closed the meeting at 5.35pm.

5. Date of Next Meeting

The Chairman advised Trustees that the next meeting of the Board and the Annual General Meeting would take place on Friday 27 September 2019.

Signed:



Date:

24/9/2019

Copies:

DfC, Trustees, File

Actions

3.1	Outstanding actions of Board Effectiveness to be taken forward	Chairman & CEO
3.2	Final wording of Board response to the EY Review of Corporate Governance to be drafted and returned to the Board.	Chairman & CEO