

BOARD OF TRUSTEES

Friday 19 June 2015
Ulster American Folk Park

Trustees Present:

Mr Miceal McCoy - Chairman
Dr Rosemary Kelly - Vice-Chairman
Professor Michael Catto
Professor Garth Earls
Mrs Hazel Francey
Mrs Daphne Harshaw
Dr Leon Litvack
Mr Alan McFarland
Dr George McIlroy
Mrs Catherine Molloy
Mrs Annette Moor

In Attendance:

Mrs Jude Helliker - (Acting Chief Executive)
Mrs Gillian McLean - (Director of Marketing, Communications & Trading)
Ms Sinead McCartan - (Acting Director of Collections & Interpretation)
Mr Paddy Gilmore - (Director of Learning & Partnership)
Mr Paul Sheridan - (Acting Director of Finance)
Mr Mark Wilkinson - (Head of Human Resources)
Ms Pamela Baird - (Head of Strategic Research & Planning)
Mrs Anne-Marie McCafferty - (Committee Secretary)

The Chairman, on behalf of the Board of Trustees, extended his appreciation and best wishes to Dr Jim McGreevy on his recent retirement. He said that Dr McGreevy had made a significant contribution to National Museums Northern Ireland and was well respected both within and outside the organisation.

1. CEO RECRUITMENT – Closed Session

Following a closed session of the Board, the Chairman reported that the recruitment process for the permanent Chief Executive post was progressing. Evaluation of the grading of the post was currently being undertaken by the Department of Finance & Personnel. It was anticipated that the post would be advertised in August. A more comprehensive update would be given to Trustees at the September meeting of the Board.

The final DCAL Internal Audit Report and the KPMG report were also discussed within the closed session. Once formalisation of the KPMG report had been concluded, it would be passed to the Acting Chief Executive for action as appropriate.

2. APOLOGIES

Apologies were received from Professor Karen Fleming, Dr Margaret Ward and Mr Joseph Rice.

3. CONFLICTS OF INTEREST

The Chairman asked Trustees to report any conflicts of interest in relation to the business to be discussed. There were none.

4. APPROVAL OF MINUTES OF 20 MARCH 2015

Trustees approved the minutes of the above meeting of the Board.

Proposed by: Dr Leon Litvack

Seconded by: Dr Rosemary Kelly

5. MATTERS ARISING

Ref: Item 3: DCAL's Review of Northern Ireland Museums Council

The Acting Chief Executive reported that formal approval was still awaited from the Minister in relation to NIMC co-location. It was anticipated that this should be received in the near future.

Ref: 5.2.3 Savings Delivery Plans Quarter 3

The Acting Chief Executive stated that further meetings of the General Purposes & Finance Committee, to review the Voluntary Exit Scheme, would take place at the stage when more information about VES was available.

Ref: 11.1.2 Previous VER Scheme

The Acting Chief Executive reported that the additional information requested by Trustees on the previous VER Scheme had been provided by email. A hard copy of the document was also tabled.

Ref: 1.6 Sports Museum Proposal

The Chairman reported that he had received some communication from Dame Mary Peters and Mr Nigel Carr in respect of the above proposal. He awaited further contact from Mr Ronnie Spence. Thereafter he anticipated the establishment of a small working group, to include a couple of Trustees, in order to contextualise exactly what this proposal would bring to the organisation.

Trustees would be updated as the matter progressed.

6. BUSINESS OF CHAIRMAN

6.1 Board Self-Assessment

The Board Self-Assessment document was approved by Trustees. The Chairman noted that this did not preclude Trustees asking for amendments to the document prior to the next meeting of the Board.

6.2 Board Business Planning Diary

Trustees had been provided with three options in relation to the Board Business Planning Diary. Following debate, Trustees unanimously gave their approval to option three. This would mean –

- Audit & Risk Assurance Committee/Board meetings would now take place on separate dates.
- ARAC would meet one/two weeks prior to Board.
- Board meetings would increase to six per year.
- Audit & Risk Assurance Committee/General Purposes & Finance would remain at the statutory four meetings per year.
- Board Planning days would be included within the diary.

Trustees further agreed that this would be reviewed on an annual basis i.e. at the Annual General Meeting of the Board, scheduled for September of each year.

6.3 Board Operating Framework

The Acting Chief Executive noted that the Board Operating Framework had been developed by the Governance Working Group. It had been issued for consultation in May 2015. A final version, incorporating further feedback, was now presented for Board approval.

Trustees approved the Board Operating Framework.

Dr Kelly paid tribute to the work undertaken by the Governance Working Group, and particularly by Mrs Annette Moor.

6.4 Schedule of Matters reserved to the Board & Scheme of Delegation

Trustees approved the Schedule of Matters reserved to the Board & Scheme of Delegation.

6.5 Board Standing Orders

Dr Kelly stated that the revised Board Standing Orders were presented to the Board for consultation. They would then be forwarded to the Department for review and come back to the September meeting of the Board for final approval. Standing Order 29 was tabled following receipt, the previous day, of two reports relating to the Order.

Trustees gave their approval to the document subject to a minor amendment to Standing Order 12.3.

The Chairman asked that the insertion of a confidentiality clause in respect of previous and current Trustees be considered. The Acting Chief Executive agreed to pursue this matter with the Department and also to seek clarification in relation to the legal implications in respect of same. Trustees would be advised in the event of any further revision to the document.

6.6 Board Public Affairs Strategy

The Director of Marketing, Communications & Trading reviewed the above document, in discussion with Trustees.

Trustees reviewed the document in terms of an Advocacy Strategy as opposed to a Board Public Affairs Strategy. They put forward a number of suggestions for inclusion in a final version.

Dr Kelly asked that a Dissemination Strategy be developed alongside the Advocacy Strategy.

It was agreed that, in the first instance, a revised version of the document would be emailed to Trustees for final approval. A Dissemination Strategy would follow thereafter.

6.7 Minister's Accountability Meeting - 18 May 2015

Trustees noted the report of the above meeting attended by the Chairman and Vice-Chairman, which they said had been very positive.

7. LOANS FOR APPROVAL

Trustees approved the Schedule of Loans dated 19 June 2015.

8. BUSINESS OF EXECUTIVE

8.1 Business Performance 2014/15

8.1.1 Business Plan 2014/15 - full year update

The Acting Chief Executive referred to the previously circulated document and drew Trustees' attention to the following points:

- All but one of the KPIs had been met or exceeded. KPI 15, (payments processed within 10 days), was the only KPI below target. This was due to diminished resources, staff training and annual leave in the first half of the year.
- Visitor numbers were very strong last year - 770,425 against a target of 665,000.
- Self-generated Income, Digital Engagements and Learning Visits all had solid performances.
- The financial performance had been very strong. (To be reported under Item 8.2).
- The Transfer of Armagh County Museum had gone through smoothly on 1 April 2015.

Trustees welcomed the above report. The Chairman, reflecting on the detail of the KPIs, spoke of the need to review the approach being taken in relation to forecasting models.

8.1.2 Performance Update - 2014/15

Trustees noted the report, Performance Update 2014/25. The Director of Marketing, Communications & Trading drew Trustees' attention to the following:

- National Museums had welcomed 770,425 visitors between April 2014 and March 2015. This was 16% ahead of target and 6% ahead of 2013/14.
- Strong performances had also been achieved in terms of Visitor Satisfaction, Learning & Partnership, Digital and Social Media.

The Chairman, reflecting on the performances against target, reiterated his earlier comments in relation to the need for a review of forecasting models.

Trustees sought clarification on how many events were specifically related to museum collections and how much footfall was driven by partner organisations rather than museum-run events.

The Acting Director of Collections & Interpretation confirmed that events were normally aligned to collections and to specific themes within collections such as transport and farming. She explained

that many of our events were run in tandem with partnerships that had been developed over many years, one such example being the Cultra Hill Climb. This is a very successful event run by the Ulster Folk & Transport Museum, in partnership with others, and which attracts car enthusiasts and an increasingly family audience, all in line with our collections and community engagement strategies.

It was acknowledged by Trustees that it would be difficult to distinguish between the footfall driven by event driven and non-event driven visitors.

In terms of partnerships, the Acting Director of Collections & Interpretation confirmed that external groups work alongside the relevant curator and there would always be curatorial presence at the events. The relationships with special interest groups was crucial.

Dr McIlroy suggested that, in terms of identifying financial figures by event, it might be useful to have an indication of funds accrued in the year under specific areas. The Chairman suggested that this could be dealt with through the General Purposes & Finance Committee. He also spoke of the current usage of Cultra Manor and the capacity it had, given the right circumstances, for further utilisation. This also could be brought to the General Purposes & Finance Committee for discussion as to its usage as a resource.

Trustees extended their congratulations to all members of staff involved with the superb Colin Davidson exhibition: Silent Testimony, which opened in the Ulster Museum on 5 June.

Trustees also commended the work of the Basket Maker, Mr Bob Johnston which they said was exceptional.

The Chairman asked that Trustees' recognition be passed on to the individuals concerned.

8.2 Financial Performance – 2014/15

8.2.1 Revenue – budget update

The Acting Director of Finance reviewed the Revenue Budget report for the period ended 31 March 2015 and highlighted the following points:

- DCAL's current Grant-in-Aid allocation to National Museums for the 2014-15 year stood at £12,211m.
- The year-end position was reporting a surplus of £8k.

Trustees noted and welcomed the Revenue Budget report.

The Chairman referred to further budgetary constraints in relation to the next Comprehensive Spending Review and the continued importance of self-generated income to the organisation. He spoke of the need for a strategy for utilising the funds gained through SGI. Referring to the success of the Bluegrass Festival at the Ulster American Folk Park, he noted the importance of organising more events on other sites, particularly at the Ulster Folk & Transport Museum. He acknowledged the Patronage Scheme which had been initiated by the Director of Learning & Partnership and the discussions that would have to take place in relation to the establishment of a Trading Company.

8.2.2 Capital Programme – update

The Acting Director of Finance reviewed the progress of the capital programme for 2014/15 and the allocation for the 2015/16 financial year.

Final position – 2014/15

- The initial capital allocation for 2014/15 had been £456,000.
- Following the outcome of June, October and January monitoring rounds, the allocation increased to £2,771,000.
- A further £341,588 had been sourced from the Heritage Lottery Fund for the Connecting History project.
- The total capital funding for 2014/15 stood at £3.112.588.

Capital Allocation 2015/16

The capital allocation for the 2015/16 year stood at £18,000. Bids totalling £5.9m, all relating to essential maintenance, had been submitted in the June monitoring round.

The Chairman referred to the Decade of Centenaries. He said that he had emphasised the importance of this for the organisation to the Minister who he said had indicated her support. The Acting Director of Collections & Interpretation stated that it was imperative to have a realistic lead in time citing the end of August as the cut-off point.

Referring to the June Monitoring bids, the Chairman specifically referred to the archaeological and historical objects under Treasure Trove. He noted the significance of these objects for the collections and stated that every effort should be made to acquire the necessary funding.

8.2.3 Savings Delivery Plans – Quarter 4

The Acting Director of Finance stated that the Year 4 Savings Delivery Plan target had been achieved. The in-year saving of £561k had also been achieved.

9. BUSINESS PLAN 2015/16 & CORPORATE STRATEGY 2015/19

9.1 Minister's Letter

Trustees noted that the Minister had approved the Business Plan 2015/16 and the Corporate Strategy 2015/19 subject to the development of an acceptable target relating to increasing access to the NMNI collections.

The Acting Chief Executive informed Trustees that she, along with Sinead McCartan, Paddy Gilmore and Pamela Baird had recently attended a meeting convened by Mr Fergus Devitt, which included representatives from the Arts Council and Libraries NI. The purpose of the meeting was to embark upon a collaborative project to explore how best National Museums' collections can be put out into the community. This will be a National Museums' driven project, led by the Director of Learning & Partnership and the Acting Director of Collections & Interpretation. She referred to a tabled addendum outlining an additional objective to be inserted at the beginning of the Collection Access & Engagement section of the Business Plan. As outlined, National Museums will take the lead on developing and delivering a Cultural Awareness Programme in collaboration with DCAL ALBs. This

will launch in September 2015 as part of Cultural Awareness Week. The first phase of the programme would be centred around the newly designated urban villages.

The Chairman welcomed this development which of course was in line with the Minister's priorities.

9.2 Five Strategies

The Acting Chief Executive noted that the 2015/16 Business Plan had been built around delivery of five strategic areas. Board approval was being asked for the five draft strategies, namely –

- Collections Access & Engagement
- Community Engagement
- Digital Engagement
- Social Responsibility
- Investment, Infrastructure & Resources

Trustees unanimously approved the above strategies.

9.3 Budget 2015/16

The Acting Chief Executive informed Trustees that she, along with the Acting Director of Finance, had recently met with the Permanent Secretary in relation to the 2015/16 budget. She advised Trustees that there were currently pressures across all departments. The Permanent Secretary advised to work on the basis that there will be a Voluntary Exit Scheme. All of these variables had been taken account of under Item 10 of the Agenda – Scenario Planning.

10. SCENARIO PLANNING

The Acting Chief Executive noted that at a special meeting of the Board in January, Trustees had debated the issue of dealing with the reducing funding allocation and the need to consider the structure of the organisation in the light of current and future financial challenges. Trustees had tasked the Executive Team with developing a range of scenarios which would reflect the need for some realignment of resources and leadership roles whilst acknowledging the planned recruitment for a permanent Chief Executive later in the year.

The Acting Chief Executive referred Trustees to the previously circulated document on Scenario Planning which had been prepared in response to Trustees' requests in January. In particular, it provided the Board with three possible scenarios for realignment of resources and leadership roles.

Following debate, Trustees endorsed Scenario 2 on the basis that it was a first step in a much longer process. Trustees spoke of the importance of developing a longer term strategy and vision for all three sites. It was agreed that a timeline should be established in order to address the various phases going forward, whilst bearing in mind the appointment of a permanent Chief Executive.

The Acting Chief Executive confirmed that Board planning days had been included in the Business Planning Diary for the coming year.

11. BOARD OF TRUSTEES' COMMITTEES

11.1 Audit & Risk Assurance Committee

11.1.1 Adoption of minutes of meeting held on 20 March 2015

The Board agreed to adopt the above minutes.

11.1.2 Verbal report of meeting held on 19 June 2015

The Chairman of the Audit & Risk Assurance Committee gave the Board a brief update on a number of issues discussed at that morning's meeting of the Committee. She informed Trustees that the draft minutes of the meeting would be circulated within the next three weeks.

The Chairman indicated that he wished to appoint Dr George McIlroy to membership of the Audit & Risk Assurance Committee. This was to ensure consistency across that Committee and the General Purposes & Finance Committee.

11.1.3 Draft Accounts 2014/15

The Chairman of the Audit & Risk Assurance Committee reported that the above draft accounts had been discussed and reviewed by the Committee at a meeting earlier that morning. The Committee had recommended that they be presented for approval by the Board.

The Draft Accounts 2014/15 were approved by the Board.

11.1.4 Updated Fraud Policy & Fraud Response Plan

The Chairman of the Audit & Risk Assurance Committee informed Trustees that the above policy had been reviewed by the Committee and was approved subject to the inclusion of comments by the Northern Ireland Audit Office. It would now go to the Governance Working Group for final review before communication.

11.1.5 Internal Audit Strategy (2013/14-2015/16) – Annual Plan (2015/16) and Charter

The Chairman of the Audit & Risk Assurance Committee informed Trustees that the Committee had reviewed and approved the Internal Audit Strategy (2013/14-2015/16) and had recommended that they be presented for approval to the Board.

Trustees approved the Internal Audit Strategy (2013/14-2015/16) and Annual Plan (2015/16) and Charter.

11.2 General Purposes & Finance Committee

11.2.1 Adoption of minutes of meeting held on 30 January 2015

The Board agreed to adopt the above minutes.

11.2.2 Draft minutes of meeting held on 1 May 2015

Trustees noted the draft minutes of the meeting of the General Purposes & Finance Committee held on 1 May 2015.

12. ASSEMBLY QUESTIONS WRITTEN & ORAL

Trustees noted Assembly Questions, both written and oral, and Management's responses in respect of same.

13. ANY OTHER BUSINESS

13.1 Bank Authorisations

The Board agreed to the Chairman signing Bank Authorisations in respect of Orla Diamond and Maire Savage.

Proposed by: Dr Rosemary Kelly
Seconded by: Mrs Annette Moor

13.2 Register of Interests

The Acting Director of Finance reminded Trustees to return their Register of Interests form if they had not already done so.

13.3 The Charity Commission for Northern Ireland

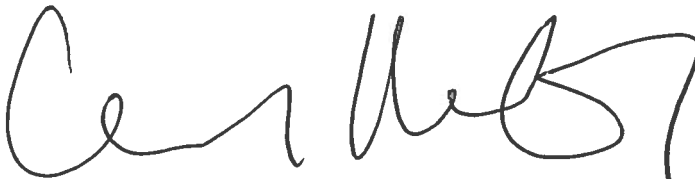
The Chairman asked that Trustees complete and sign the previously circulated forms in relation to registration with The Charity Commission for Northern Ireland.

14. DATE, TIME AND VENUE OF NEXT MEETING

The next meeting of the Board of Trustees will take place on Friday 25 September 2015 at 11.30 a.m. in Ulster Folk & Transport Museum, Cultra.

The Chairman concluded the meeting by extending his appreciation to Dr Rosemary Kelly and Mrs Annette Moor for the work they had undertaken and progressed through the Governance Working Group.

The Chairman also extended his thanks to Dr George McIlroy for his work in respect of the KPMG audit report.



SIGNED: _____
CHAIRMAN

DATE: 25/9/2015