

## BOARD OF TRUSTEES

### ANNUAL GENERAL MEETING

Friday 25 September 2015  
Cultra Manor

#### Trustees Present:

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

#### In Attendance: - (for items 2-14)

Mrs Jude Helliker - (Acting Chief Executive)  
Ms Sinead McCartan - (Acting Director of Collections & Interpretation)  
Mr Paul Sheridan - (Acting Director of Finance)  
Mr Mark Wilkinson - (Head of Human Resources)  
Ms Eileen Boyle - (Business Support Assistant)  
Mrs Anne-Marie McCafferty - (Committee Secretary)

#### **1. CLOSED SESSION OF BOARD - DISCUSSION ON INTERNAL AUDIT**

A closed session of the Board took place prior to the main Board meeting.

#### **2. APOLOGIES**

Apologies were received from Dr Leon Litvack and Mr Joseph Rice.

#### **3. CONFLICTS OF INTEREST**

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

#### **4. ANNUAL GENERAL MEETING BUSINESS**

##### **4.1 Minutes of the previous Annual Meeting held on 12 December 2014.**

Trustees approved the minutes of the previous Annual General Meeting held on 12 December 2014.

Proposed by: Professor Karen Fleming  
Seconded by: Dr Rosemary Kelly

The Chairman stated that under Standing Orders, there was a requirement for the Board to hold an Annual General Meeting. It was agreed, through both the December 2014 Board meeting, and an ensuing meeting of the Governance Working Group, that, going forward, the Annual General Meeting would be held in September. The process included the election of a Vice-Chairman of the Board and the Chairman and Vice-Chairman of both the Audit & Risk Assurance Committee and the General Purposes & Finance Committee.

The Chairman noted that he had contacted Trustees outlining his nominations for the above offices and offering them the opportunity to come forward with alternative nominations. No alternative nominations had been received.

#### **Audit & Risk Assurance Committee**

Trustees endorsed the Chairman's nominations in respect of the Chairman and Vice-Chairman of the Audit & Risk Assurance Committee, Mrs Annette Moor and Dr Leon Litvack, respectively.

Proposed by: Professor Garth Earls  
Seconded by: Mrs Hazel Francey

#### **General Purposes & Finance Committee**

Trustees endorsed the Chairman's nominations in respect of the Chairman and Vice-Chairman of the General Purposes & Finance Committee, Dr Rosemary Kelly and Dr George McIlroy, respectively.

Proposed by: Mrs Catherine Molloy  
Seconded by: Mr Alan McFarland

#### **4.2 Election of Vice-Chairman**

Trustees endorsed the Chairman's nomination in respect of Dr Rosemary Kelly continuing in the office of Vice-Chairman of the Board of Trustees.

Proposed by: Mrs Hazel Francey  
Seconded by: Mrs Daphne Harshaw

The Chairman asked if there were any other matters members would like to bring to the Annual General Meeting.

Dr Kelly, referring to discussion at a meeting of the Governance Working Group on 18 September 2015, stated that, in line with best practice, the Chairman of the Board should not Chair the Remuneration & Staffing Committee; consequently, the Chairman had asked that Dr Kelly Chair the Remuneration & Staffing Committee.

#### **4.3 The Annual Report & Accounts 2014/15.**

The Acting Director of Finance informed Trustees that, at a meeting of the Audit & Risk Assurance Committee held on 18 September 2015, the Committee had discussed and reviewed the Annual Report & Accounts 2014/15 and had recommended they be placed before the Board of Trustees for approval, subject to a couple of minor amendments. Trustees were provided with a paper detailing the amendments as requested by the Audit & Risk Assurance Committee.

The Chairman of the Audit & Risk Assurance Committee informed Trustees that a 'clean audit' had been achieved in respect of the Annual Report & Accounts 2014/15. Mrs Moor congratulated the Acting Director of Finance and his team on this achievement. She briefed the Board on discussions which had taken place at the Audit & Risk Assurance Committee in the course of its review of the Annual Report & Accounts. Referring to the NIAO Report To Those Charged With Governance, page 11, under Fraud, Mrs Moor drew Trustees' attention to the phrase 'the attempt to carry out an irregular transaction', and sought clarity from the Board in the interests of consistency of wording in relation to this matter.

The Chairman confirmed that this was the consistent approach taken by all parties concerned.

The Chairman of the Board welcomed the 'clean audit' and commended all concerned. He noted Trustees' comments in relation to minor amendments to the Annual Report which he said would be incorporated in the final draft.

The Board of Trustees unanimously approved the Annual Report & Accounts 2014/15.

Proposed by: Dr George McIlroy  
Seconded by: Professor Michael Catto

#### **CLOSE OF ANNUAL GENERAL MEETING**

**At this point the Chairman invited the Acting Chief Executive & Accounting Officer to address the Board.**

The Acting Chief Executive & Accounting Officer spoke to a matter concerning an emerging issue with regard to Internal Audit, and the Chairman provided assurances that the Acting Chief Executive & Accounting Officer would be fully and appropriately informed.

#### **ORDINARY MEETING OF THE BOARD**

##### **5. APPROVAL OF MINUTES OF 19 JUNE 2015**

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

Proposed by: Professor Garth Earls  
Seconded by: Mrs Annette Moor

##### **6. MATTERS ARISING**

There were no matters raised.

##### **7. BUSINESS OF CHAIRMAN**

###### **7.1 CEO Recruitment**

The Chairman informed Trustees that the advertisement for the post of Director & Chief Executive had been advertised that day. He advised Trustees as to where the post had been advertised, the time line in respect of the closing date and interview schedule and the composition of the panel.

The Chairman asked that the Candidate Information Booklet be forwarded to all Trustees.

## **7.2 Governance Working Group**

### **7.2.1 Meeting of Governance Working Group 18 September 2015**

Dr Kelly noted that the Governance Working Group had been established in order to review all governance provision within the organisation. She reviewed the business of the meeting held on 18 September 2015 and made specific reference to the following:

- Following consultation with the Department and the organisation's legal advisers, a further draft of the Standing Orders would be presented to the November meeting of the Governance Working Group, and then to the December meeting of the Board for final approval.
- The Governance Working Group was currently in the process of finalising a template for Terms of Reference in respect of all of the Working Groups. This would be presented for final approval to the December meeting of the Board.
- Terms of Reference for the Remuneration & Staffing Committee were also being finalised. They would be presented to the next meeting of that Committee in November and then for final approval to the December meeting of the Board.
- As reported under 3.3 above, Dr Kelly stated that, in line with best practice, the Chairman of the Board should not Chair the Remuneration & Staffing Committee. The Chairman had asked that Dr Kelly Chair the Remuneration & Staffing Committee.

The Chairman said that the work of the Governance Working Group should be concluded following the December meeting of the Board.

### **7.2.2 Terms of Reference for General Purposes & Finance Committee**

The above Terms of Reference had been prepared by the Governance Working Group, approved by the General Purposes & Finance Committee at its meeting on 11 September and were now presented for final approval to the Board.

Trustees approved the Terms of Reference for the General Purposes & Finance Committee, subject to a minor amendment under 3.1.

### **7.2.3 NIAO Report to those Charged with Governance**

The Acting Director of Finance reviewed the above report from the Northern Ireland Audit Office, in discussion with Trustees.

Trustees noted the report and the tabled update to the Letter of Representation (page 11 of the Report).

### **Progress Report – DCAL Internal Audit Investigation**

The Acting Director of Finance spoke to this item. He informed Trustees that Dr McIlroy had asked for an update on this matter following the meeting of the Audit & Risk Assurance Committee on 18 September 2015.

Trustees noted the above Progress Report and the current position in respect of implementation of the recommendations emanating from the DCAL Internal Audit Report.

The Acting Director of Finance advised that the revised Anti-Fraud Policy, including the Fraud Response Plan had been provided to all staff and had been placed on both the intranet and internet. In response to a question from Dr McIlroy, Mr Sheridan confirmed that staff, at all levels across the organisation, had been specifically made aware of the amendments to the previous policies. Site awareness sessions had also been conducted.

The Acting Chief Executive noted that the Anti-Fraud Policy and Fraud Response Plan had been revised in line with those of the Department and of NICS. The incident in question had been recorded on NMNI's Whistleblowing Register and not on the Fraud Register, in line with the approach taken by the Department.

In response to further clarification sought from Trustees in relation to consistency of wording, the Chairman referred to his comments under Item 3.3 above, 'that this was the consistent approach taken by all parties concerned'.

It was agreed that the Acting Director of Finance would provide an updated paper on recommendations emanating from both the DCAL Internal Audit Report and the KPMG Report, to the November meeting of the Audit & Risk Assurance Committee for report to the December meeting of the Board.

The Acting Chief Executive informed Trustees that the Culture, Arts & Leisure Committee was scheduled to meet in closed session in respect of this matter.

### **7.3 Estates Working Group**

#### **7.3.1 Estates Working Group Terms of Reference**

Trustees were provided with a draft of the above Terms of Reference which had been updated following a meeting of the Estates Working Group earlier that week.

Dr Kelly noted that there might be slight amendments to the document following finalisation of the template for the Terms of Reference for all Working Groups; however she felt it important to provide them for approval at this stage.

Trustees approved the above Terms of Reference.

#### **7.3.2 Minutes of Estates Working Group held on 5 August 2015**

Trustees noted the above minutes which had previously been circulated.

#### **7.3.3 Disposal of Assets**

The Chairman and the Acting Chief Executive spoke to the previously circulated report on Asset Disposal which had been prepared following a meeting they had had with the Permanent Secretary and the Strategic Investment Board on 11 August 2015. This matter had been discussed by the General Purposes & Finance Committee, under whose auspices the Estates Working Group falls.

The General Purposes & Finance Committee supported the proposal that National Museums retained Landseer Street and disposed of the Malone Buildings and sought Board approval of its proposal.

The Acting Chief Executive gave Trustees a short presentation on a strategic vision that had been developed for the development of the Ulster Museum, with particular emphasis on Landseer Street.

Following an in-depth debate, the Board agreed that the retention of Landseer Street was essential to any future development at the Ulster Museum. It also agreed with the Department's and SIB's views that the proposal for the development of the Malone Buildings was not as compelling as those of Landseer Street.

The Board stressed the importance of seeking to ensure that National Museums NI was able to retain any receipts raised for future development purposes.

The Chairman agreed to respond to the Permanent Secretary advising him of the Board's decision in relation to this matter.

#### **7.3.4 Meeting of Estates Working Group held on 23 September 2015**

The main business of this meeting was dealt with under 7.3.3 above. The minutes of the meeting would be circulated in due course.

#### **7.4 Patrons' Fundraising Events**

The Chairman briefed Trustees on a second donor event, which had been held in the Ulster Museum on 27 August when the Seamus Heaney Portrait by Colin Davidson was unveiled. This was a pilot project with the aim of bringing together people with an interest in art who may have a desire to becoming involved in a further relationship with the museums. A number of follow-up meetings had indicated support for the work of the organisation. The intention was to have another event around Christmas.

The Chairman advised that these events were being spearheaded by the Director of Learning & Partnership, Paddy Gilmore who intended providing the General Purposes & Finance Committee, at its meeting in October, with a proposal for the establishment of a Patrons' Scheme with a view to the launch of the Scheme early in the New Year. Trustees would be updated as the matter progressed.

### **8. Loans for Approval by Board of Trustees**

The Acting Chief Executive and the Acting Director of Collections & Interpretation spoke to this item apprising Trustees of the background to the loan in question.

Trustees approved the Schedule of Loans dated 25 September 2015.

### **9. BUSINESS OF EXECUTIVE**

#### **9.1 Business Performance 2015/16**

##### **9.1.1 Business Performance RAG Report**

The Acting Chief Executive reviewed the above, newly formatted report, in discussion with Trustees. She made particular reference to the following:

#### **Key Performance Indicators:**

***KPI (4) - Deliver the agreed capital improvement programme:***

- There was no capital funding in the current financial year.
- Following a meeting with the Acting Chief Executive, the Director of Capital Programming, DCAL had requested a scenario plan in the event of capital funding becoming available before the end of the current financial year. This was being progressed by the Acting Director of Finance and the Head of Estates.

### ***BP Objective***

The Acting Director of Collections & Interpretation briefed Trustees on the 'Out and About' – Museums in your Community 2015-2019, programme which had been done in conjunction with Libraries NI and with DCAL and was due to be launched during Cultural Awareness and Community Relations Week – (28 September - 2 October). The Minister would be launching the programme, (which is about generating greater access to National Museums' collections), on 30 September at Ormeau Road library. The title of the launch event on 30<sup>th</sup> is 'Digging up the Past: In Touch with Archaeology'. The week's events are to be delivered in libraries within the five urban villages.

Trustees were provided with a booklet giving full details of the 'Out and About' programme.

The Acting Chief Executive commended the programme which had been led by the Acting Director of Collections & Interpretation, supported by Ms Hannah Crowdy, Interpretation Manager and Ms Pamela Baird, Head of Strategic Research & Planning.

#### **9.1.2 Visitor Performance Report**

Trustees noted the Visitor Performance Report covering the period April to August 2015.

The Acting Chief Executive noted that visitor numbers remained ahead of target.

### **9.2 Financial Performance 2015/16**

Trustees noted the above report which had been reviewed by the General Purposes & Finance Committee at its meeting on 18 September 2015.

#### **9.2.1 Management Accounts**

Trustees noted the Management Accounts for the period to 30 June 2015. These also had been reviewed by the General Purposes & Finance Committee.

#### **9.2.2 Capital Programme Update**

Trustees noted the Capital Programme update which had been reviewed by the General Purposes & Finance Committee at its meeting on 11 September 2015.

#### **9.2.3 Savings Delivery Plans – Quarter 1**

Trustees noted the above report outlining performance against the organisation's Savings Delivery Plans 2015/16. Savings were on target at the end of Quarter 1.

### **9.3 Voluntary Exit Scheme**

The Acting Director of Finance referred to the previously circulated letter from the Department confirming that funding would be released to enable voluntary exit schemes to proceed. It was intended that the scheme would be initiated in October with exits scheduled for 31 March 2016. As a consequence, the Savings Delivery Plans would be redrawn.

In response to a question from Dr Kelly, the Acting Chief Executive advised that scenario plans had been developed at the start of the year in respect of savings given the possibility of the Voluntary Exit Scheme being implemented later than anticipated. There was also the potential for further cuts in-year so the budget had been managed with this in mind.

Trustees raised the issue of losing key people in such an exercise particularly in terms of the collections aspect of the business.

The Acting Chief Executive stated that the selection criteria were currently being developed. Issues in respect of essential skills and knowledge would be taken into account, and that this would include collections related areas.

The Chairman said that the documentation in relation to the Scheme should go to the next meeting of the General Purposes & Finance Committee, scheduled for 23 October 2015.

### **9.4 Public Programming for Decade of Centenaries 1916/2016**

The Acting Director of Collections & Interpretation provided Trustees with a slide presentation on National Museums' 2016 programme. She briefed Trustees on the background in relation to the approaches made to the Department in respect of funding for the 2016 Programme, the first of which was in November 2013 in respect of a joint venture with the National Museum of Ireland entitled: Shared Histories: Opening New Perspectives on the Decade of Centenaries. There were follow up meetings with the Department by the Chairman and the Chief Executive but due to the financial and economic situation worsening, whilst the Department was sympathetic to the various funding bids, to date no funding had been received. This necessitated the development of a reduced programme as timing would not now allow for the original plans to be progressed.

In response to questions from Trustees, Ms McCartan confirmed that a series of packages had been developed with existing funding, although an exhibition would be funding dependent. Trustees would be provided with a publication detailing the proposed 2016 Programme.

Dr Kelly said that it was important to note the effort the Executive Team had gone to in order to ensure that the various commemorations were appropriately represented by National Museums NI and how the Board had been totally in support of the approach taken.

Trustees would be updated on this matter.

### **9.5 Managing Trading Activities**

The Acting Chief Executive spoke to the previously circulated paper on Managing Trading Activities which had been presented to the General Purposes & Finance Committee at its meeting on 11 September. The Committee had proposed that it be recommended to the Board that a working group be established to review trading activities across the organisation. This matter would be progressed by the Director of Marketing, Trading & Communications. Nominations for Trustees to serve on the working group, under the auspices of the General Purposes & Finance Committee were required.



The following Trustees put their names forward:

Professor Michael Catto  
Professor Garth Earls  
Mr Alan McFarland  
Dr George McIlroy  
Mrs Catherine Molloy

The Chairman and Vice-Chairman of the Board would also participate in the Working Group.

## **10. Board Planning Days**

### **10.1 Draft Agenda for Planning Days**

The Acting Chief Executive referred to the draft agenda for the upcoming Board Planning days. She said that she was happy to take feedback from Trustees as to their views on the structure of the two day sessions.

Dr Kelly expressed the view that it would be beneficial for a morning or afternoon to be set aside within the time period to allow for a team building session for the Board. She also proposed that the planning sessions should focus on four or five major topics centred on guiding the organisation going forward. Dr Kelly also asked that the excellent presentation given by Pamela Baird to the General Purposes & Finance Committee be factored in to the schedule for the planning days.

In response to a question from the Acting Chief Executive, Dr Kelly confirmed that the team building session should be only for the Board given that Trustees had not had the opportunity to meet in a more relaxed manner. She spoke of a possible separate session to include the Executive Team.

The Chairman asked that Trustees provide feedback through the Acting Chief Executive in respect of their views on the topics that should be included for discussion in the course of the two day sessions.

The Chairman spoke of the need for an event, to include stakeholders, possibly within the Christmas period. He also noted the benefit of an event that would include ALBs within the Arts & Culture sector.

## **11. Board of Trustees' Committees**

### **11.1 Audit & Risk Assurance Committee**

#### **11.1.1 Adoption of Minutes of Meeting held on 19 June 2015**

The Board agreed to adopt the above minutes.

#### **11.1.2 Verbal report of meeting held on 18 September 2015**

The Chairman of the Audit & Risk Assurance Committee briefly reviewed discussion that had taken place at the above meeting of the Committee. The draft minutes had been prepared and would be circulated in due course.

### **11.2 General Purposes & Finance Committee**

### **11.2.1 Adoption of Minutes of meeting held on 1 May 2015**

The Board agreed to adopt the above minutes.

### **11.2.2 Draft minutes of meeting held on 11 September 2015**

The Chairman of the General Purposes & Finance Committee briefly reviewed discussion that had taken place at the above meeting.

- The Advocacy & Communications Strategy had been reviewed. It would come back to the next meeting of the Committee, incorporating some suggested amendments, and then to the Board in December for final approval.
- ICT Strategy: The 2012-15 ICT Strategy had been developed externally. A new strategy was now completed and would be presented to the Executive Team in early January 2016 and then to the January meeting of the General Purposes & Finance Committee.

## **12. ASSEMBLY QUESTIONS**

Trustees noted attached Assembly Question and management's response in respect of same.

## **13. FOR INFORMATION**

### **13.1 Accreditation**

Trustees noted that The Ulster Museum, the Ulster Folk & Transport Museum and the Ulster American Folk Park had all been successful in achieving full Accreditation, awarded by the Arts Council England.

The Board welcomed this achievement. The Chairman extended his congratulations to all staff involved.

### **13.2 Charitable Status**

The Acting Chief Executive reported that confirmation had been received that the organisation was now a registered charity.

### **13.3 Silent Testimony Exhibition**

The Acting Director of Collections & Interpretation informed Trustees that the above exhibition had received widespread press coverage both national and international. A number of high profile visitors had visited the exhibition, such as, Teresa Villiers, Secretary of State, Heather Humphries, Minister for Arts, Heritage & the Gaeltacht, Charles Flanagan, Irish Minister of Foreign Affairs, Dan Lawton, US Consul General and Terence Brannigan, Chairman, Tourism NI.

Trustees were apprised on approaches that had been made in relation to the exhibition potentially travelling to San Sebastian and to Paris. Trustees would be updated as this matter progressed.

### **13.4 DCAL Transition Programme**

Trustees noted the documentation in relation to the DCAL Transition Programme.

**13.5 Treasure Trove**

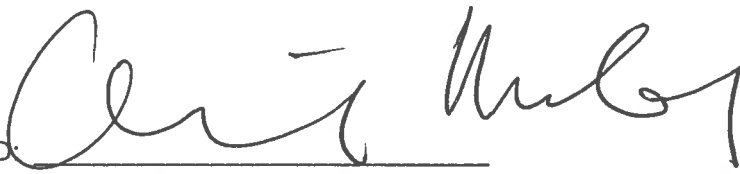
Trustees noted the correspondence from the Department in relation to funding for Treasure Trove items.

**14. ANY OTHER BUSINESS**

There were no matters raised.

**15. DATE, TIME & VENUE OF NEXT MEETING**

The next meeting of the Board of Trustees will take place on Friday 11 December 2015 at 10.00 a.m. in Cultra Manor.

SIGNED:   
CHAIRMAN

DATE: 11, December 2015