

**CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES**

Friday 21 June 2019
The Boardroom, Ulster American Folk Park

Trustees Present:

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

In Attendance: (Item 8.1)

Andrew Palmer, Creative Tourist
Emma Anderson, Creative Tourist

NMNI:

Kathryn Thomson, Chief Executive (CEO)
William Blair, Director of Collections (DC)
Colin Catney, Chief Operating Officer (COO)
Pamela Baird, Audience Insights & Planning Manager (Secretariat)
Michelle Ashmore, PA to CEO & Directors

1. Welcome & Apologies

The Chairman formally welcomed everyone to the meeting.

Apologies were received from:

- Professor Garth Earls

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. Mrs Francey declared an interest in the Equality Commission report as she was a Member of their Board.

2.1 Register of Interests

The Board noted the updated Register of Interests which had been updated on the NMNI website.

3. Approval of Minutes of Meeting held on 22 March 2019

Trustees noted some minor amendments and approved the Minutes of the Board Meeting held on 22 March 2019.

Proposed by: Professor Fleming
Seconded by: Dr Litvack

4. Matters Arising

4.1 Update on Actions from previous meeting

The CEO advised Trustees that all actions had been completed or on the agenda.

4.2 Lessons Learned – Reflection by Board

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

5. Business of Chairman

5.1 Board Annual Work Plan

Trustees noted the Board Annual Work Plan.

5.2 Independent Review of Board Effectiveness – Action Plan

The Chairman reminded the Board of the timeframe of the Independent Review of Board Effectiveness which had been carried out by Deloitte and deliberated on by the Board in December 2018, February 2019 and March 2019. He advised that based on that discussion a series of actions had been developed.

The Board reviewed the draft action plan. The Board agreed to an additional Board meeting in August to review both this and the IAS Review of Corporate Governance in more detail.

5.3 Board Self-Assessment 2018-19

The Board agreed the self-assessment scores and agreed the following actions which would be considered further at the Board meeting to be arranged in August:

- Board development / training to be taken forward which would be cognisant of cost
- Follow-up on Deloitte actions from item 5.2
- Advocacy actions to be further developed

5.4 Board Operating Framework – Role of Vice Chairman

The Board confirmed they were content with the wording for the role of the Vice Chairman in the Board Operating Framework.

5.5 Election of Vice Chairman

The Chairman advised that all Trustees were eligible for the role of Vice Chairman of the Board. He invited Members to make nominations to the CEO, reminding them that each nomination required a proposer and seconder. He asked that nominations be submitted by 31st July. Following nominations an appropriate voting mechanism would be established, if necessary.

6. Loans & Disposals

6.1 Loans for Approval by the Board of Trustees

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

Proposed by: Dr Kelly
Seconded by: Mr Catto

6.2 Loans Approved by GP&F

The Board noted the loans approved by the GP&F Committee at its meeting on 24 May 2019.

7. Business of Chief Executive

7.1 Chief Executive's Report

The Chief Executive reviewed the above report in discussion with Trustees.

The Board reflected on the shortfall grant in aid to deliver core business and the need for ongoing engagement with DfC on managing the budget deficit. The Board also noted the positive relationship which had been developed between the Executive Team and DfC and welcomed the early funding allocations which had been made.

The Board also noted the quality of the work undertaken in relation to organisational structure and the new appointments which had been made. The Board welcomed the simplified approach to pricing and commended the ICON visit.

8. Strategic Priorities

8.1 Visioning Studies for the Outdoor Sites

The CEO welcomed Emma Anderson and Andrew Palmer from Creative Tourist, who gave a summary presentation on the final conclusions and recommendations of the UFM Vision.

Creative Tourist presented an update on the work they had commenced on the UAFP Vision. They outlined progress to date; the potential of UAFP; preliminary findings in terms of strengths, weaknesses, priorities and opportunities; and income sources. Creative Tourist set out the next steps which would result in a full interim report which would detail the issues and provide a framework for the full vision.

The Board discussed the need for opportunities to engage digitally; Brexit implications; the experience and narrative at UAFP; staff requirements; consideration of the original vision for UAFP; and curatorial research.

The CEO advised that the final report would return to the December Board.
The Chairman thanked Creative Tourist.

8.2 Formal Learning Review

The Chairman reminded the Board that in 2018 the Board of Trustees had commissioned and funded a review of the formal learning provision across National Museums NI.

The DC delivered a short presentation on the ten core recommendations from the report which would be used to inform the review and refreshment of formal learning programmes and staff recruitment and development. In response to questions the DC confirmed that recruitment was underway and that the year ahead would be a transition year in which NMNI would stabilise, embed new thinking and then grow.

The Board discussed the importance of partnership; digital engagement; co-creation and co-design; the value of education in reaching underrepresented audiences; long term sustainability; challenges in growing the sector and the importance of building good foundations.

The Board welcomed the succinct and focused approach.

8.3 A New Strategic Direction for the Transport and Industry Collections

The CEO reminded the Board that the study delivered by Ralph Applebaum Associates had been commissioned from the Board Reserve Fund. Hard copies had been issued to Members.

The DC highlighted that the collections provided tremendous untapped potential. The Board discussed the report and noted that it was a strong piece of work that provided a clear framework for the future of the collection.

Trustees expressed content with the direct of travel and noted the report and update.

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of [ARAC] Meeting held on 8 March 2019

The Deputy Chairman of ARAC presented the minutes of the March meeting.

Trustees adopted the minutes of the ARAC meeting of 8 March 2019.

Proposed by: Mrs Molloy

Seconded by: Mrs Harshaw

9.1.2 Update of Meeting held on 14 June 2019

The Deputy Chairman of ARAC took Members through the report on the ARAC meeting held on 14 June 2019. He drew attention to the Internal Audit reports that had been presented and progress against outstanding audit recommendations.

The Board noted the report of the meeting.

Papers arising from ARAC meeting of 14 June 2019:

9.1.3 Corporate Risk Register

9.1.4 Risk Management Framework and Risk Appetite

9.1.5 Draft Governance Statement 2018-19

9.1.6 ICT Security Policy

9.1.7 Raising Concerns (Whistleblowing) Policy

The Board reviewed and approved the papers above as presented by ARAC.

Proposed by: Dr McIlroy

Seconded by: Dr Litvack

9.1.8 Internal Audit Report on Corporate Governance.

The Board agreed that the actions arising from the Internal Audit Report on Corporate Governance would be reviewed at the Board meeting which would be arranged in August.

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting of 22 February 2019

The Chairman of GP&F presented the minutes of the February meeting. Trustees adopted the minutes of the GP&F meeting of 22 February 2019.
Proposed by: Mr McFarland
Seconded by: Mr Catto

9.2.2 Update on Meeting held on 24 May 2019

The Chairman of GP&F highlighted a number of items on the report of the GP&F meeting held on 24 May 2019; praising the two excellent presentations which had been given by the Health & Safety Manager and Community Engagement Officer. The Board noted the report of the meeting.

Papers arising from GP&F meeting held on 24 May 2019:

9.2.3 Performance Reports:

- a) Financial Performance
- b) Business Performance Report

The Board noted the Financial Performance Report and the Business Plan Performance Report.

9.2.4 Other Reports

- a) Equality Commission Report

The Board noted the Equality Commission Report.

9.3 Remuneration Committee

9.3.1 Adoption of the Minutes of the Meeting held on 16 November 2018

The Chairman of RC presented the minutes of the November meeting. Trustees adopted the minutes of the RC meeting of 16 November 2018.
Proposed by: Mr Catto
Seconded by: Mrs Francey

9.3.2 Report of meeting held on 24 May 2019

The Chairman of RC advised that the Committee had reviewed the Chairman's assessment of the CEO's Performance, in line with the new Performance Excellence Framework, noting it as satisfactory. The Board noted the report of the meeting held on 24 May 2019.

10. FOIs

The Board noted that there were no FOIs to report since the last meeting.

11. Any Other Business

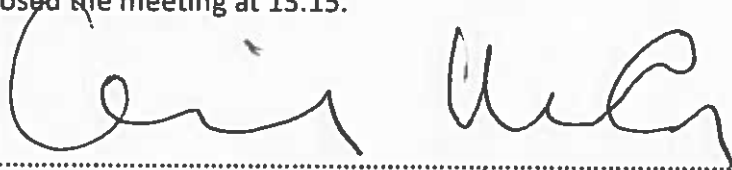
The Board noted the new publication 'The Journal of Hugh Campbell'.

12. 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.

The Chairman closed the meeting at 13.15.

Signed:



Date:

27/9/2019

Copies:

DfC, Trustees, File

Actions

5.2 & 5.3	Board meeting to be arranged in August to review the action plan from the Independent Review of Board Effectiveness and confirm actions from self-assessment	Secretariat
9.1.8	The Board agreed that the actions arising from the Internal Audit Report on Corporate Governance would be reviewed at the Board meeting which would be arranged in August.	Board