

**CONFIRMED MINUTES**  
**MEETING OF BOARD OF TRUSTEES**

**Friday 22 June 2018**

**The Boardroom, Ulster American Folk Park**

**Trustees Present:**

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

**In Attendance:**

Susan Lindsay, Associate Strategic Adviser, SIB (Agenda Item 8.1.1)  
Ronan O'Hara, Strategic Adviser (Asset Management Unit), SIB (Agenda Item 8.1.1)

Kathryn Thomson, Chief Executive (CEO)  
William Blair, Director of Collections (DC)  
Colin Catney, Chief Operating Officer (COO)  
Laura McCorry, Director of Public Engagement (DPE)  
Pamela Baird, Head of Strategic Research & Planning, Board Secretariat (HSRP)  
Anne Dorbie, Head of Finance & Income Generation (HFIG) (Agenda Item 8.1.1)  
Mark Irvine, Head of Operations (HO) (Agenda Item 8.1.1)

**1. Welcome & Apologies**

The Chairman welcomed everyone to the meeting.

The Chairman noted that NMNI had lost two Trustees as Mr Joe Rice and Mrs Annette Moor had declined the extension to tenure. He asked to be put on record the dedication, time and effort both Trustees had given to the organisation in a voluntary capacity. He noted the diversity, professionalism and expertise among Board Members and thanked everyone for their continued commitment.

The Chairman confirmed that Mrs Hazel Francey had taken on the chairmanship of the General Purposes & Finance Committee and that a Deputy Chair would be appointed at the AGM in September.

The Chairman advised that the Audit & Risk Assurance Committee had returned to five Members and that following advice from the NIAO and internal audit he was of the opinion that quorum for each Committee should be three Members. He advised that this would be reviewed by the Governance Working Group and would return to the Board in September.

The Board unanimously agreed with a move to a quorum of three for committees.

The Chairman advised that DfC would be sending out letters at the end of June, offering a further extension of six months for Members who had already received a six-month extension.

Apologies were received from:

- Professor Karen Fleming
- Dr Margaret Ward

## **2. Conflicts of Interest**

The Chairman asked Members to indicate any conflicts throughout the meeting as they arose. Mrs Molloy advised that she was a volunteer with the Historic Royal Palaces which was mentioned under Loans on the agenda and Mrs Francey advised that she was a Board Member of the Equality Commission and on the Peace IV Steering Committee. None of these were considered to create any conflict of interests but were noted.

## **3. Approval of Minutes of Meeting held on 23 March 2018**

Trustees approved the Minutes of the Board Meeting held on 23 March 2018.

Proposed by: Dr Litvack

Seconded by: Mrs Francey

## **4. Matters Arising**

### **4.1 Update on Actions from previous meeting**

The Chief Executive confirmed that all actions had been addressed and specifically noted that the Chairman had written to the Department regarding Collections at Risk.

The Board noted one missing action: Board visit to Russborough House to be arranged.

In terms of the BBC archive, the CEO advised that a meeting has been arranged in early July with the NI Director to discuss the archives and storage, as well as future collaboration. The CEO clarified that the primary objective was to recalibrate and build the relationship and make it more useful and meaningful for both parties. The DC advised that he was also corresponding with the BBC on long-term storage plans and that the issue of storing for the BBC had come up under the recent internal audit. He added that there was a wide range of materials held for the BBC and it was understood that the Corporation was reviewing what was to be retained and future storage. The importance of the continuing relationship and of being involved in the wider BBC archive initiative was stressed.

**Actions:**

- Board visit to Russborough House to be arranged
- Board to be kept up to date regarding the BBC archive

## **4.2 Lessons Learned – Reflection by Board**

Trustees reflected that the need for vigilance was key.

## **5. Business of Chairman**

### **5.1 Trustees' Attendance Record**

Trustees noted the Attendance Record.

### **5.2 Board Annual Work Plan**

Trustees noted the Board Annual Work Plan.

### **5.3 Board Self-Assessment**

The CEO reported to the Board that she and the Chairman had met Deloitte and that a proposal had been agreed for the independent Review of Board Effectiveness. The review was expected to include a survey of Members, an interview with the Chairman and possibly Committee Chairs and observation at the Q2 meetings with reporting in Q3.

### **5.4 Election of Vice Chairman**

The Chairman advised that in line with the previously agreed protocol, 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 31<sup>st</sup> July and asked for a reminder to be issued. Following nominations an appropriate voting mechanism would be established.

#### **Action:**

- Reminder re submission of nominations for Vice Chairman to be sent to Trustees

## **6. Loans & Disposals**

### **6.1 Loans for Approval by the Board of Trustees**

The CEO advised that the loans were to Hillsborough Castle (Historic Royal Palaces) and drew Members' attention to the scale of the loans. She informed the Board that as Hillsborough Castle was about to open full time to the public she had contacted the Head of Hillsborough Castle to discuss how to recognise the collaboration.

The Board approved the loans.

Proposed by: Dr Litvack

Seconded by: Mr Catto

### **6.2 Loans Approved by GP&F**

There were no loans for approval by the GP&F Committee at its meeting on 25 May 2018.

## **7. Business of Chief Executive**

### **7.1 Chief Executive's Report**

The CEO and Executive Team highlighted the following items:

- the Troubles & Beyond exhibition's success which had been important reputationally
- the new exhibitions recently opened
- the Voices of '68 exhibition which was currently touring libraries before coming to the Ulster Museum and Belfast City Hall in October. The DC noted that this had enhanced the value of the oral history archive and was a strategically important project
- the progressing of the three stores projects and new off-site store
- the meeting, through the allocation of DfC capital funds, of the previous proposals for the reinvestment of the Malone Buildings receipt. Further consideration would be given to alternative options for this, for future return to the Board in due course
- the attendance by the CEO and DPE at the Museums at Westminster event to which they took the 1988 visitor book from UAFP
- the hosting by NMNI of the Association of Leading Visitor Attractions Council meeting which had provided the opportunity to test a new visitor experience at Cultra
- the attendance at an ALB workshop by the CEO and Chairman which had focused on five-year planning.

The CEO added that in addition to activity in the report she had attended an NMDC meeting in London that week. She updated the Board on discussions.

The CEO updated the Board on the Pensions project which had been covered in detail at ARAC. This was a significant issue for which there was a robust plan in place.

The CEO informed the Board that plans were being developed for the VES for which NMNI had received £1.7m. She summarised the timeframe which was dependent on the resolution of the pensions data issue and advised the Board that the criteria applied would be the same as the 2016 scheme.

## **8. Business of Executive**

### **8.1 Strategic Priorities**

#### **8.1.1 Draft Budget 2018-19**

The CEO reminded Members of previous discussions which started with the February Strategy Day. The budget had subsequently been confirmed as a 4% cut and NMNI had worked through the implications, projecting a £560k deficit. The letter to the Permanent Secretary outlining this position and seeking advice had been enclosed with the meeting papers along with the response. While the CEO outlined her concerns for the current year, she also stressed that NMNI was working collaboratively with DfC to address this, having relied heavily on in-year monitoring in previous years. Of greater concern was 2019-20 and beyond.

The CEO provided the context for each of the papers which would be presented and further advised that NMNI was seeking legal advice regarding a number of areas of statutory and personal responsibility.

The Chairman of NMNI reflected on the recent ALB meeting which had outlined the potential for a further 25% reduction over the following five years.

The Board discussed the implications of the in-year budget deficit and the challenging position which that presented. The serious implications for the Board in depending on in-year funding to address the pressures were discussed, together with the fiduciary duties of Board Members as Directors of the organisation.

The CEO introduced Ronan O'Hara and Susan Lindsay, Special Advisors from SIB, along with the Head of Operations and Head of Finance & Income Generation who joined the meeting.

#### **Estate Strategy Presentation**

Ronan O'Hara, SIB, gave a presentation to the Board on the development of an NMNI Estate Strategy. He took Members through key learning to date and presented a number of challenges and opportunities to make the assets work harder for NMNI. The Board discussed the challenges of long-term forward planning in the context of a 3-4 year corporate cycle and year-to-year budget. Members reflected on the limited staff capacity required to deliver in this area.

#### **Operating Model Review Presentation**

Susan Lindsay, SIB, gave a presentation to the Board on the work undertaken as part of the operating model, high-level, stage-one review. She summarised key data from the paper provided and took the Board through a series of key insights including opportunities, limitations and challenges.

#### **Income Presentation**

The HFIG took the Board through the paper provided. She reminded the Board that NMNI could not be entirely commercial given its core remit for collections. She advised that the focus in 2018-19 would be to ensure income generating activities were as efficient and effective as possible, with a view to developing a commercial strategy from 2019. The Board welcomed the approach and the need to recognise that NMNI could not be driven by income 100% of the time.

Reflecting on the presentations the Board noted:

- the importance of communication and advocacy
- the confidence DfC had demonstrated in NMNI through the capital investment of £7.7m
- both the challenges and opportunities which being part of DfC presented
- the need to commercialise NMNI further, but also that the NMNI baseline from DfC was insufficient to deliver the PfG outcomes
- that clearer strategic direction was required from DfC on what NMNI was expected to deliver within the current allocation
- the importance of forward planning which was inhibited by a reliance on monitoring rounds
- that greater recognition needed to be given to the fact that NMNI provided a statutory duty to the collection and a free public service.

In summarising the discussion, the Chairman stated that it was crucial to recognise challenges, issues of commerciality, NMNI's role in society and its status as an Arm's Length Public Body, and to remember that Board Members were Trustees for society, that the budget was too small for the estate and that it was important to develop a strategy with partners and stakeholders in a collaborative way.

It was agreed that the Chairman would write to the Permanent Secretary to escalate the issues based on the Trustees' concerns.

**Action:**

- Chairman to write to Permanent Secretary.

### **8.1.2 Implementation of the Audience Development & Engagement Plan**

The DPE reminded the Board of the previous presentations and its discussions in February and March 2018 in relation to the development of the Audience Development & Engagement Plan. She advised that NMNI was now working and focusing on the internal alignment and generating buy-in through the development of a spirit guide setting out the context for the new approach, with the brand essence 'Here for Good' at its core, including a new visual identity.

Trustees raised a number of queries, in particular relating to the new visual identity and that any change to logo was likely to come under scrutiny. Additional assurances were sought on proposals.

The CEO advised that the new visual identity was only one element of the spirit guide and it was not proposed to commission a separate logo development project which would be both costly and would risk becoming disconnected if seen as standalone.

The Board offered full support for the spirit guide and approved implementation with the exception of the new logo which was to be brought back to the Board for further consideration.

## **8.2 Governance**

### **8.2.1 Board Reserve Fund Bids**

The DC spoke to the bid to the Board Reserve Fund for an allocation of £30k for the development of a new interpretative strategy for the transport and industry collections.

The CEO reinforced the importance of the piece of work to establish greater clarity around the transport collections given the approaches by stakeholders in this area.

The Board approved the proposal.

Proposed by: Dr Litvack  
Seconded by: Mr Catto

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

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

#### **9.1.1 Adoption of Minutes of [ARAC] Meeting held on 9 March 2018**

Trustees adopted the minutes of the ARAC meeting of 9 March 2018.

Proposed: Mr Catto  
Seconded: Mrs Molloy

#### **9.1.2 Verbal Update of Meeting held on 8 June 2018**

The Chairman of ARAC advised that the key issue discussed at the recent ARAC meeting had been pensions. He advised that the Executive Team needed Board support to progress the pensions project; that it was a complex task which had cumulated over many years; and that there was a strict timeframe for completion. He confirmed that as Chairman of ARAC he was content with how the Executive Team was taking this forward and he would discuss with the COO the method by which he would be kept appraised. He advised that the Department was fully informed and had held parallel meetings with CSP.

The Chairman of ARAC informed the Board that the Internal Audit reports were available to all Members of the Board via MinutePad documents. He noted that in the recent IA reports, Collections had received a limited assurance. He informed the Board that all Legionella recommendations had been fully implemented.

#### **Papers arising from ARAC**

All papers had been circulated.

The Board approved the following papers:

- Corporate Risk Register
- Draft Annual Accounts
- Draft Governance Statement
- Risk Management Framework (including Risk Appetite)
- ICT Security Policy

Proposed by: Dr Litvack  
Seconded by: Mr Catto

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

#### **9.2.1 Adoption of Minutes of GP&F meeting on 16 February 2018**

Trustees adopted the minutes of the GP&F Committee meeting of 16 February 2018.

Proposed by: Professor Earls  
Seconded by: Mrs Harshaw

### **9.2.2 Verbal Update on the meeting held on 25 May 2018**

The new Chairman of GP&F advised the Board that they had received an update on performance which was included in the papers for the Board; that there had been many challenges during 2017-18; and that a number of KPIs, which had been discussed previously, had not been met.

She advised that GP&F had gone through the detail of the finance report and had commented on the positive relationship with the Department.

She informed the Board that Hannah Crowdy and David Tosh had presented on the development of a new collections research strategy and that, as well as the standard reports on Health and Safety, GP&F Members had received a progress report on 'Unlocking the Potential of the National Collection'.

The Chairman of GP&F also advised that the annual report to the Equality Commission had been reviewed and that the Committee had been very impressed with the range of initiatives that had been undertaken with a range of groups and the Committee had also noted that the majority of that activity had not been funded by DfC but included key deliverables for PfG. She congratulated those in NMNI who had been successful in securing the funding for these projects, recognising that the applications were difficult and the competition high.

### **Papers arising from GP&F meeting held on 25 May 2018:**

The Board noted the Financial Performance report and the Business Performance report.

The Board approved the following two policies:

- Collections Care & Conservation Policy
- Data Protection Policy

Proposed by: Mr McFarland

Seconded by: Professor Earls

The Board noted the Equality Commission report.

## **9.3 Remuneration Committee**

### **9.3.1 Verbal Update**

The Chairman of the Remuneration Committee advised that the Committee had met the previous afternoon and confirmed the minutes of the November 2017 meeting, which would be brought to the next meeting of the Board for formal adoption.

The Chairman of RC advised the Board that at the RC meeting held the previous day, the Committee had considered the CEO's performance for the 2017-18 and objectives for 2018-19.

The Chairman of RC informed the Board that the RC had reflected on the absence of the Chairman of ARAC on the Committee, which had been agreed following the independent advice of CIPFA and the update to Standing Orders approved at the December Board.

The Chairman of NMNI advised that he wished the Governance Working Group to revisit and review the CIPFA guidance, specifically Committee membership.



Dr Kelly wished that her concern about not taking the CIPFA advice be formally registered in the Minutes.

**Action:**

- Governance Working Group to consider membership

**10. FOIs**

There were no FOI requests to report.

**11. Any Other Business**

The Chairman of GP&F informed the Board that she had been approached by Nigel Carr, former Ulster Rugby Union International, regarding the NMNI position vis-à-vis a Sports Museum.

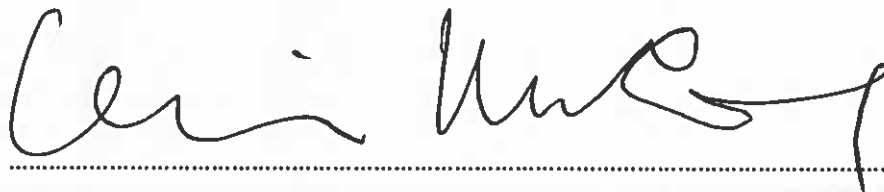
The CEO confirmed that she and the DC had had several meetings and had made a commitment to working together including help with collecting and storage and the offer of a temporary exhibition. Trustees remain supportive of a possible Sports Museum.

**12. Date of Next Meeting**

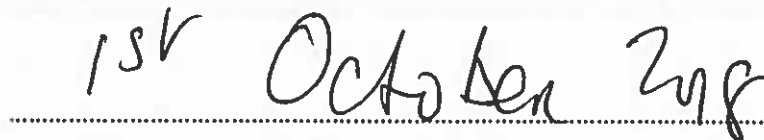
The next meeting of the Board and the Annual General Meeting would take place on Friday 28 September 2018.

The Chairman closed the meeting at 1.30 pm.

Signed:



Date:



Copies:

DfC, Trustees, File, Website

