

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES

Friday 23 March 2018
The Drawing Room, Cultra Manor

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
Mrs Annette Moor
Dr Margaret Ward

In Attendance:

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
Jenny Carmichael, Secretary
Bryn Redman, Redman Design Ltd (Item 8.1.4)

1. WELCOME & APOLOGIES

Apologies were received from:

- Professor Karen Fleming
- Mr Joseph Rice.

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.

3. APPROVAL OF MINUTES

3.1 Board Meeting held on 8 December 2017

Trustees approved the minutes of the Board Meeting held on 8 December 2017 subject to two amendments.

Proposed by: Dr Litvack
Seconded by: Mrs Francey

3.2 Board Strategy Day held on 2 February 2018

Trustees noted the report of the Board Strategy Day held on 2 February 2018.

3.3 Committee Planning/Induction Session held on 15 February 2018

Trustees noted the report of the Committee Planning/Induction Session held on 15 February 2018.

4. MATTERS ARISING

4.1 Update on Actions from Previous Meeting

The CEO advised that there were two outstanding actions regarding Trustee training needs for MinutePad and Website navigation.

Trustees discussed training needs and the website. The DPE undertook to examine access to the website on mobile devices.

Action Points:

- Optional Web/MinutePad training to be arranged for Trustees
- Access to NMNI.com on mobile devices to be reviewed

4.2 Lessons Learned – Reflection by Board

The Board acknowledged Lessons Learned as a standard item for reflection throughout the meeting.

5. BUSINESS OF CHAIRMAN

5.1 Trustees' Attendance Record

Trustees noted the Attendance Record.

5.2 Board Work Plan

Trustees noted the Work Plan.

Trustees and the Executive Team agreed that, if consultation on external strategies arose requiring a response from the Board between scheduled Board meetings, either an extraordinary meeting would be scheduled or written approval would be sought.

6. LOANS FOR APPROVAL

6.1 Loans for Approval by the Board of Trustees

The CEO advised that while the Julian Friers works had been prepared specifically for the Dippy exhibition, they had not been commissioned by NMNI and were therefore being borrowed.

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

6.2 Loans Approved by GP&F 16 February 2018

The CEO undertook to answer Trustees' questions about the Acceptance in Lieu Scheme, specifically with regard to what happened with the scheme when there was no Minister in place. She also undertook to provide a list of the members of the Acceptance in Lieu Panel.

The DPE advised the Board that the Modigliani would be positioned within the theme 'Hear Her Voice' and would be supported by a programme of engagement. She assured the Board that given the sensitivities around the portrayal of the nude, preparation would include lines to take which would be shared with Trustees.

The Board welcomed the level of detail provided on loans and the assurances this afforded. Trustees validated the Loans approved by the GP&F Committee at its meeting on 16 February 2018.

Action Point:

- Clarification on Acceptance in Lieu Scheme operation in absence of Minister and provision of list of Panel members

7. BUSINESS OF CHIEF EXECUTIVE

7.1 Chief Executive's Report

The Chief Executive reviewed the above report in discussion with Trustees, making specific reference to the following items.

- **Building the Museum Infrastructure of the Future:** a proposal for the Folk Museum would be addressed later in the agenda; and discussions regarding the Transport Museum were ongoing with a range of stakeholders who had made approaches to NMNI.

The Chairman advised that the Board was in favour of progression and collaboration and that it was incumbent on partners to be clear of NMNI's position.

The Storage business case was awaiting final approval.

- **Collecting the Troubles and Beyond:** the Troubles Gallery would open the following week with a media preview which would be followed by strategic engagements over several weeks. The DC responded to questions about Military Museum artefacts, collections around security forces, stakeholder engagement and research in relation to the gallery.
- **2018-19 Programming Update:** the new strategic approach to events was provided to align the audience development and engagement plan. It was recognised that 2018-19 would be a transitional year.
- **Public Sector Transformation Fund:** NMNI had received confirmation of funding for 2018-19 from the PSTF. Options focusing on delivering organisational transformation were being developed.
- **Budget:** NMNI had received confirmation of a 4% reduction in budget allocation. The Executive Team would revisit the Business Plan to consider the impact of the budget on delivery. The Department had been advised that additional funding would be required to deliver the exhibitions and programmes for Dippy and the Tim Peake capsule.

- **Research Evaluation Framework Panel appointment:** it had been announced that morning that the DC had been appointed to the REF Panel for Arts and Humanities. The Board congratulated Mr Blair on the appointment and noted the strategic value of the role.
- **BBC NI:** Dr Kelly declared a distant interest in relation to the BBC partnership which was referenced in the CEO report and asked that the Board be kept informed of developments in this area.

The DC responded to a question on the staffing of the BBC archive and advised Trustees that there were a number of issues and anomalies with the partnership that needed to be revisited to establish a clearer footing on which to proceed. Members noted Mr Catto's comments on the commercial interests guiding the BBC's approach, but noted also that there might be additional benefits that the BBC could offer to rebalance the partnership – matters the DC should take into consideration when undertaking discussions.

Action Point:

- Board to be kept informed of developments with BBC archives

8. BUSINESS OF THE EXECUTIVE

8.1 Strategic Priorities

8.1.1 Business Plan 2018-19

The CEO noted that the Business Plan had been reviewed at the Strategy Day in February. It had been updated to reflect those discussions and was presented for approval, subject to budget implications.

The CEO confirmed that a range of options had been considered when closing the Folk Galleries and that storage had been prioritised given that space was required in order to conserve collections.

The Board approved the draft Business Plan 2018-19.

8.1.2 Audience Development & Engagement Plan

The DPE reminded the Board that an overview of the organisational approach to Audience Development and Engagement had been presented at the Board Strategy Day which had included background evidence. She advised that the strategic approach was based on the 4Rs of reach, relevance, revenue and reputation; that audiences fell into four categories; and that the ACT Model (Audience Centred Thinking) was the process for planning and delivery. The DPE advised that the research and evidence to support this had been provided on MinutePad for the Strategy Day.

The Board approved the plan for implementation.

8.1.3 Collections at Risk

The CEO advised the Board that the paper on Collections at Risk had been requested by the Chairman. She noted that while the PAC recommendations had been closed by the Department and NIAO, the DC had revisited and reviewed them since taking up post. The paper presented to the December Board had highlighted the strategic approach required for collections and illustrated the

continued challenges faced by NMNI, as identified in the PAC. She stressed that almost 50% of the storage footprint was poor or unacceptable, that as a consequence collections within were deteriorating and that NMNI had a substantial challenge which required significant investment.

The DC stated that collections storage was the number one risk on the Risk Register and that since taking up post a business case for additional storage had been developed and submitted to the Department. The Department's new Deputy Permanent Secretary had been taken on a tour of the stores and the Department was fully aware of the issues.

The DC summarised the situation, stating that in order to move forward a number of key actions would be required including:

- development of strategic opportunities and collaborations in the context of collections;
- development of a research strategy to allow for the development of an interpretative plan around collections and understanding of collections in order to prioritise conservation;
- understanding of collections and a clear collecting development plan to enable disposal and transfer.

Recognising the need for significant investment to address the fundamental issues, the Chairman undertook to write to the Permanent Secretary regarding the impact of budget on NMNI's ability to deliver its statutory responsibilities and the societal value of collections.

The Board discussed the role of the standing committees in supporting the collections; the scale of the issue; managing donations to the collection; conservation partnerships; the importance of knowledge; the scale of resource required for storage and conservation; and the collections inventory record of condition.

The DC confirmed that the paper, while illustrative, provided the scale of the problem and that if any further collections issues were identified, the Board would be informed immediately. He noted the challenges with large objects in the collection; the investment by other national museums in storage; gaps that had arisen in collecting; the current maximisation of space in existing stores; the immediate need for investment; and the strategic approach required.

It was agreed that visits to the stores would be arranged for Trustees and that work on collections would be continued via the standing committees.

Trustees noted the steps forward that had been taken in this area.

Action Points:

- Chairman to write to DfC
- Stores visits to be arranged for Trustees

8.1.4 Interpretive Design Concept for Ulster American Folk Park – Presentation

The DC advised the Board that NMNI was at the start of the process of creating a sense of the experience at UAFP to maximise the site, and that Redman Design had been commissioned to develop an interpretative design concept for the redevelopment.

Bryn Redman, partner Redman Design, joined the meeting. He presented the strategic approach and the concept for the visitor journey and storyline.

Trustees discussed target audiences in terms of the wider diaspora; the development of the outdoor park; sourcing of stories; the importance of a coherent experience between the indoor and outdoor museum; the use of mobile technology; and the role of UAFP as a community hub.

The CEO confirmed that the Outline Business Case (OBC) which would be developed during the year ahead, would address the detail and that the concepts presented by Redman Design were conceptual to inform future conversations. She further advised that the development of the OBC would test any assumptions.

8.1.5 Advocacy Plan

The DPE outlined the three key messages for Board advocacy as storage, programming and infrastructure.

The Board welcomed the paper as a good reference point and discussed the current reality, the NMNI asks, and internal and external communications.

The DPE confirmed that this would form part of a wider promotional programme which would be developed over the year ahead and undertook to keep the Board informed when key messages were being pushed.

The DPE undertook to update the document to reflect the NI context more strongly and to integrate the NMNI offer with the table outlining the current reality and asks.

The Board approved the Advocacy Plan subject to some realignments.

8.2 Governance

8.2.1 Board Reserve Fund Bids:

a) Strategic Outline Case for Redevelopment of Ulster Folk Museum

The CEO noted that the Board Reserve Fund was very important for strategic development.

The DC took Trustees through the requirements for development of an SOC for the Folk Museum, outlined in the paper.

The Board was content and approved the bid.

b) Review of Learning

The DPE outlined the bid to the Board Reserve Fund to support a review of learning programmes.

The Board approved the bid subject to one change to specify the scope from Key Stage 1 to Post-graduate level.

Action Point:

- Update research requirement to include from Key Stage 1 to Post-graduate level

8.2.2 Review of PAC Report on NIEC – February 2016

The CEO advised the Board that a review of NMNI in the context of the PAC recommendations on the NIEC had been conducted and reported in the paper presented. She noted that NMNI had good governance, management and assurance frameworks in place. She advised that ARAC had agreed that the Internal Audit work programme would be updated to review relevant areas identified for additional assurances. Other areas would be tested through the independent review of Board effectiveness which was planned.

The Board noted the report.

9. BOARD OF TRUSTEES' COMMITTEES

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of ARAC Meeting held on 24 November 2017

The Chairman of ARAC presented the minutes of the November meeting.

Trustees adopted the minutes of the ARAC meeting of 24 November 2017.

Proposed by: Mrs Molloy

Seconded by: Dr Litvack

9.1.2 Verbal Update of Meeting held on 9 March 2018

The Chairman of ARAC updated the Board on the following:

- a pre-meeting bi-lateral had been held with Internal and External Audit;
- Internal Audit had settled in, had received great support from management, had made good traction and had welcomed the discussion on novation from which it could draw a line and move on;
- Dr Kelly had moved across to ARAC to bring the membership to six which would allow for quorum if two Members were absent;
- ARAC Members were very content with IAS who had reviewed the outstanding audit recommendations with diligence, constructive challenge and a solutions-based approach;
- excellent progress had been made by the COO and team in the area of Legionella in terms of structures, processes and systems for testing and reporting;
- Health and Safety had been separated from Estates Management to focus on H&S.

The Chairman of NMNI confirmed that he had attended ARAC and that there had been good constructive challenge.

Papers arising from ARAC meeting on 9 March 2018:

The Board reviewed the following papers arising from ARAC:

9.1.3 NIAO Audit Strategy

9.1.4 Corporate Risk Register

9.1.5 Bi-Annual Assurance Statement to the Department

9.1.6 Annual Board Assurance Statement

The Bi-Annual Assurance Statement and Annual Board Assurance Statement were approved subject to inclusion of two additions under issues and actions for collections and the tenure of Trustees and an update to the reference to scheduling of the bi-annual report.

9.1.7 Anti-Fraud Policy & Fraud Response Plan

9.1.8 Gifts and Hospitality Policy

It was noted that Trustees would be required to complete a Gifts and Hospitality Register which should include G&H not accepted; that the baseline included anything more than a tea/coffee and that refreshments at meetings were not included.

9.1.9 Raising Concerns (Whistleblowing) Policy

9.1.10 Credit Card Policy.

The Board approved the papers above.

Proposed by: Mr Catto

Seconded by: Dr Litvack

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of Meeting held on 9 November 2017

The Chairman of GP&F presented the minutes of the November meeting.

Trustees adopted the minutes of the GP&F Committee meeting of 9 November 2017.

Proposed by: Dr Ward

Seconded by: Mr Catto

9.2.2 Verbal Update on Meeting held on 16 February 2018

The Chairman of GP&F updated the Board on the following:

- a number of KPIs in the Business Performance report (9.2.3b) might not be met – specifically SGI, C2DE, Collections Online, and education visitors;
- discussion had included collections care and damage and loss reporting;
- Brexit risk had been raised to the Board. The Board had no inputs to make at that point in time;
- GP&F had recognised improvements in reporting, particularly in the area of the HR Establishment Report;
- on H&S, GP&F was complementing the work of ARAC on Legionella. The COO had addressed near misses and there had been a culture shift in this area.

The Chairman of ARAC confirmed that he and the Chairman of GP&F were committed to the different perspectives of the two Committees.

Papers arising from GP&F meeting on 16 February 2018:

The Board reviewed the following papers arising from GP&F:

9.2.3 Performance Reports:

a) Financial Performance

b) Business Performance Report

The Board noted the above reports.

- 9.2.4 Policies for Approval:**
a) **Equal Opportunities Policy**
b) **Learning & Development Procedure**

The Board approved the above policies.

Proposed by: Mrs Francey
Seconded by: Dr Litvack

10. ASSEMBLY QUESTIONS WRITTEN AND ORAL AND FOIS

The Board considered the challenges to resource of FOI requests.

The Board noted the above report.

11. AOB

The Chairman advised the Board that as a result of the HMRC in Lieu Scheme, NMNI had received a donation of a painting (The Cornfield) from Russborough House through the scheme. He advised that he, Dr Kelly, the CEO and DC had hosted a visit of the Trustees of Russborough House at the Ulster Museum and that Russborough House had reciprocated with an invitation to the NMNI Board.

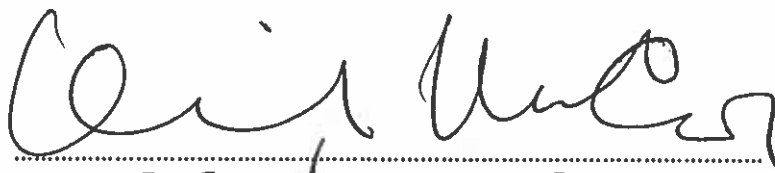
Mr Catto advised the Board that there was a premiere^e of a Colin Davidson film on Silent Testimony being shown at QFT on Wednesday 11th April at 4.00 pm, followed by a Q&A with Senator George Mitchell.

12. DATE OF NEXT MEETING

The Chairman advised Trustees that the next meeting of the Board would take place on Friday 22 June 2018 at the Ulster American Folk Park.

The Chairman closed the meeting at 1.30 pm.

Signed:



Date:

22 June 2018

Copies:

DfC, Trustees, File, Website

Summary of Action Points

Agenda Item	Action	Assigned to
4.1	Optional Web/MinutePad training to be arranged for Trustees	CEO
4.1	Access to NMNI.com on mobile devices to be reviewed	DPE
6.2	Clarification on Acceptance in Lieu Scheme operation in absence of Minister and provision of list of Panel members	DC
7.1	Board to be kept informed of developments with BBC Archives	CEO
8.1.3	Chairman to write to DfC	Chairman
8.1.3	Stores visits to be arranged for Trustees	CEO
8.2.1(b)	Update research requirement to include from Key Stage 1 to Post-graduate level	DPE