

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES

Friday 27 March 2020
Microsoft Teams, Video conference call

Trustees Present:

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

NATIONAL MUSEUMS NI:

Kathryn Thomson, Chief Executive (CEO)
William Blair, Director of Collections (DC)
Colin Catney, Chief Operating Officer (COO)
Michelle Ashmore, Secretariat
Jourdan Crilly, Secretariat

Covid-19 Situation Update

The CEO briefed the Board in relation to the outbreak of Covid-19 and the organisational response and risk management in these unprecedented times.

Over the last two weeks the situation has been extremely fluid and moving on a daily (if not hourly) basis. The challenge has been greater as there has been a lack clarity from the external environment against which decisions were required to be made. A daily Senior Management Team and staff communication updates was established during this rapidly changing situation.

All sites (UM, UFM, UTM & UAFP) have been locked down with only the minimum essential staff providing security and care of collections with the appropriate monitoring and contingency arrangements in place. Where possible staff are now working from home, SMT continue to meet daily via video conferencing this has now been adopted and communications frameworks established in teams throughout the business to ensure staff keep in touch and continue to engage.

Covid-19 has been added to the top of the Corporate Risk Register, which is being monitored and reviewed on a regular basis.

The Board noted the sound judgements made by the Chief Executive and Senior Management Team giving their complete support for ongoing work in this area.

1. Welcome & Apologies

The Chairman formally welcomed everyone to the meeting.

Apologies were received from:

Dr Leon Litvack

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 Minutes of Meeting held on 13 December 2019

Trustees approved the Minutes of the Board Meeting held on 13 December 2020.

Proposed by: Dr Rosemary Kelly

Seconded by: Dr George McIlroy

4. Matters Arising

4.1 Update on Actions from previous meeting

The CEO updated Trustees on the summary of actions from the meeting of 13 December 2019. One item is on hold pending appointment of new Trustees and the other item has been complete.

5. Business of Chairman

5.1 Board Work Plan

The Board noted the Work Plan approved in December 2019, which has now been updated to March 2021.

5.2 BP Portrait Awards

The Board noted the cancellation of the BP Portrait Awards Exhibition due to the closure of the Ulster Museum for the foreseeable future in response to the outbreak of Covid-19.

5.3 Trustee Insights and Intelligence

Trustees shared relevant insights and intelligence.

6. Loans & Disposals

6.1 Loans for Approval by the Board of Trustees

Trustees approved the loans as presented.

Proposed by: Mrs Daphne Harshaw

Seconded by: Mrs Hazel Francey

6.2 Loans approved by GP&F

Trustees noted the loans approved by the GP&F Committee on behalf of the Board at its meeting on 28 February 2020.

6.3 Disposal for Approval by the Board of Trustees

The DC outlined the proposed disposal which had been identified through the implementation of the Collections Development Policy 2018-2023. Two cars and one trolley bus have been proposed for disposal as they are in an unsalvageable condition and presenting hazards to the collection or human health under Disposal Category 4.

The Board approved the disposal.

Proposed by: Dr George McIlroy

Seconded by: Dr Rosemary Kelly

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:

- Final Business Plan and Budget 2020/21 was due to be presented to the Board for approval in March, however given the current situation with Covid-19 and that budgets have not yet been confirmed for next year by DfC this has been deferred for further review and revision.
- Culture lab exhibition at the Ulster Museum which opened on 20th February has already had a huge impact with a wide span of audiences. With the Derry Girls Blackboard as a centrepiece it has attracted significant publicity and social media interest. A cross organisational partnership had pulled on the strength of the curatorial team in research and object selection, and the strength of the audience development team in the design, interpretation and animation, and a direct output of the new organisational approach to audience development.
- Master Planning for the future development of the Ulster Museum is underway.
- Ulster Folk Museum is involved in a bid for a £25m project with the National Lottery Heritage Fund's (NLHF) new major grants programme Heritage Horizons Awards. There was huge demand across the UK with almost 150 applications received. Following an initial sift National Museums NI were one of 18 projects invited to present proposals to a shortlisting panel in London.

Subsequently the NLHF announced 12 projects are being asked to proceed to the application stage including the Ulster Folk Museum project. We have until November 2020 to apply for development funding, with decisions being made in early 2021.

- The visioning study and the masterplan are nearing completion at Ulster American Folk Park and will be presented to the Board in June.
- Numbers have recovered well for Formal Education in Q4 but are still likely below target at the end of the year. 2019-20 has seen a redevelopment and rebuild of formal education across all sites. As of February 2020 the teams are at full capacity and a comprehensive action plan has been developed to progress delivery against the recommendations of the Learning Review.
- Business Planning/Budget allocations have been finalised. Total resource funds received at year end for DfC are £12.248m from an opening allocation of £11.407m (2019/19, £9.852m). Our opening position of capital was £5.75m and closing position due to a delay in some projects £5.347m (2018/19, £6.06m).

Targets for SGI were unrealistically stretched to present a breakeven budget and emerging shortfalls have had to be met through in year bids. This position is no longer sustainable. A break even position is forecast for the year end.

- An independent evaluation of all work on the Troubles and Beyond has been commissioned. This will include the new permanent gallery and associated projects.
- With allocation from the Change Fund we have appointed support in the development of a Fundraising Strategy. This work is expected to be finished by the end of March.

The Board noted the report

8. Strategic Priorities

8.1 Draft Partnership Agreement

The CEO gave the Board a background on the Draft Partnership Agreement. Previously the relationship between Departments and Arms Length Bodies (ALBs) was governed by the Management Statement and Financial Memorandum (MSFM).

In November 2019, the Department of Finance (DoF) launched proposals to replace this with a Partnership Agreement that will redefine relationships between Departments and ALBs. National Museums NI met with DfC in December 2019 to draw up their specific agreement using the template provided. A first draft was submitted to DfC in January.

The draft partnership agreement is currently with DfC where they are seeking input for their Governance Unit.

A final Partnership Agreement is to be formally approved at June Board Meeting.

The Board reviewed and noted the draft Partnership Agreement.

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of [ARAC] Meeting held on 29 November 2020

The Chairman of ARAC presented the minutes of the November meeting. Trustees adopted the minutes of the ARAC meeting of 29 November 2020.

Proposed by: Mrs Catherine Molloy

Seconded by: Professor Karen Fleming

9.1.2 Unconfirmed Minutes of Meeting held on 24 March 2020

The Chairman of ARAC spoke to the note of the Committee meeting held on 24 March and highlighted the following:

- ARAC Work Plan reflects the requirement for the draft Annual Accounts to be presented to the June meeting
- Internal Audit Re-tender – despite pressing CPD this tender has not yet progressed
- Internal Audit Progress Update – remaining audit areas will be finalized and reported to the June meeting.
- NIAO Audit Strategy – noted and agreed
- Risk register – Covid 19 has now been placed at the top of corporate risk register.
- Collections update – noted much of the report had been overtaken in recent days by the impact of the Coronavirus outbreak. The work of the new Head of Collections Services who has coordinated efforts very effectively along with the Head of Operations. DC noted that the key risk is security and safety and there are backup teams in place for the off site store.
- Raising Concerns Whistleblowing Policy – a revised policy was approved for recommendation to the Board.

Trustees noted ARAC Chairman's Summary of the meeting held on 24 March 2020.

Papers arising from ARAC meeting of 14 June 2019:

9.1.3 Corporate Risk Register

The Board approved the Corporate Risk Register.

Propose: Dr Rosemary Kelly
Second: Professor Garth Earls

9.1.4 NIAO Audit Strategy

The Board approved the NIAO Audit Strategy.

Proposed: Professor Karen Flemming
Second: Mr Alan McFarland

9.1.5 Bi-Annual Assurance Statement

The Board approved the Bi-Annual Assurance Statement.

Proposed: Mrs Hazel Francey
Second: Professor Garth Earls

Policies for Approval

9.1.6 Raising Concerns (Whistleblowing) Policy & Procedure

The Board approved the Raising Concerns (Whistleblowing) Policy & Procedure

Proposed: Dr Rosemary Kelly
Second: Professor Karen Flemming

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting of 15 November 2019

The Chairman of GP&F presented the minutes of the November meeting.
Trustees adopted the minutes of the GP&F meeting of 15 November 2019.

Proposed by: Mr Alan McFarland
Seconded by: Mrs Daphne Harshaw

9.2.2 Unconfirmed Minutes of Meeting held on 28 February 2020

The Chairman of GP&F spoke to the note of the Committee meeting held 28 February and highlighted the following:

- Improvement seen in staff attendance
- Transport store work well underway.
- Finance Report – All expenditure was on track. However, NATIONAL MUSEUMS NIs overstretched targets on income to balance the budget will not be met. However, NATIONAL MUSEUMS NI anticipates a breakeven position at the end of the year due to additional allocations in in year monitoring.
- HR/OD Report – the 2nd Staff Conference held on Monday 11 November with 240 colleagues from across all sites joining for the day. The Staff Conference provided a

great opportunity to celebrate recent successes and recognise the social impact through programming and partnership work.

Recruitment was completed for a number of key posts across the organisation. HR/OD continue to develop learning and development through supporting attendance at sector specific and/ or subject specialist events.

- Policies – several new policies all been updated and reviewed with best practice and guidance. The policies updated are Procurement Policy, Exhibition Policy, Safeguarding Policy and Staff Code of Conduct.
- Unlocking potential – update received on the Action Plan from the report titled ‘Unlocking the Potential of the National Collection’ which had been presented to the Board in December 2017. The Action Plan is now substantially complete and was closed, stabilising the situation that pertained in 2017 with major progress being made on all relevant fronts.
- In March 2019 the Board of Trustees approved the Estate Strategy 2018-2021. Significant progress has been made on the 34 action points contained within the Strategy Action Plan since that time.

The Board noted the unconfirmed minutes of the meeting held on 28 February 2020.

Papers arising from GP&F meeting held on 28 February 2020:

9.2.3 Performance Reports:

a) Financial Performance

The Board noted the Financial Performance Report.

b) Business Plan Performance Report

The Board noted the Business Plan Performance Report.

Policies for Approval

9.2.4 Procurement Policy

The Board approved the Procurement Policy

9.2.5 Exhibition Policy

The Board approved the Exhibition Policy

9.2.6 Safeguarding Policy

The Board approved the Safeguarding Policy

9.2.7 Staff Code of Conduct

The Board approved the Staff Code of Conduct

The Board noted the above papers and policies and were proposed for approval by:
Professor Karen Fleming

Seconded by: Mr Alan McFarland

10. FOIs

The Board noted that no Freedom of Information Requests have been received since the previous report to the Board in December 2019.

11. Any Other Business

- Chairman passed thanks to management on behalf of Trustees for their good work in coping with the current unprecedented times.
- Chairman asked the CEO to communicate to all staff the Board's recognition and thanks for all of their efforts in the last few weeks dealing with the hardships which have been faced, and their complete support to all of the leaders in the organisation in the weeks ahead.

12. Date of Next Meeting

The Chairman advised Trustees that the next meeting of the Board would take place on Friday 19 June 2020.

The Chairman closed the meeting at 12.00pm

Actions

11	CEO to communicate to all staff the Board's recognition and thanks for all of their efforts in the last few weeks dealing with the hardships which have been faced, and their complete support to all of the leaders in the organisation in the weeks ahead	CEO
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