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BOARD OF TRUSTEES

Minutes of a meeting of the Board of Trustees held on Friday, 26th February 2010, at 11.30 am in the Board Room at Cultra HQ.

Trustees Present:

Mr Dan Harvey (Chairman)

Mr Tom Shaw (Vice Chairman)

Ms Linda Beers

Lt Col Harvey Bicker

Mr Neil Bodger

Dame Geraldine Keegan

Dr Richard McMinn

Mr David Moore

Mrs Wendy Osborne

Miss Anne Peoples

Dr Brian Scott

Dr Alastair Walker

In Attendance:

Mr Tim Cooke (Director & Chief Executive)

Mr Mick Cory (Director of Sport, Museums & Recreation, DCAL)

Mr Paddy Gilmore (Director of Learning & Partnership)

Mr John Gilmour (Director of Development)

Mrs Jude Helliker (Director of HR & Organisational Development)

Dr Jim McGreevy (Director of Collections & Interpretation)

Mr Oliver McKenna (Business Planning Manager)

Mrs Gillian McLean (Director of Marketing, Communications & Trading)

Mrs Joanne Sloan (Acting Director of Finance & Planning)

Ms Jenny Carmichael (Committee Secretary)

1 Welcome

The Chairman welcomed Mr Mick Cory to the meeting, in the role of DCAL observer.

2 Apologies

Apologies were received from Trustees, Mr Pat Carvill and Mr Joe Kelly.

3 Approval of minutes of meeting held on 4th December 2009

Trustees approved the minutes of the meeting held on 4th December 2009.

4 Matters arising from minutes of meeting held on 4th December 2009

4.1 Business of Chairman - Trustee Appraisals (Item 4.3)

Trustees noted that arrangements for the visit of Dr Gordon Rintoul, Director of National Museums Scotland, had still to be confirmed.

5 Business of Executive

5.1 2009/10 Business Plan Quarterly Update – Period 3, Oct - Dec 09

The Director drew to Trustees' attention the main points of note in the Business Plan Quarterly Update for the period October to December 2009, including the following:

KPIs: the Director advised Trustees that public interest in the Ulster Museum had continued unabated with numbers expected to reach 250,000 the following week. He tabled copies of the brochure, 'Ulster Museum Reopening', which gave a sense of the scale of the Ulster Museum's impact on Northern Ireland society. The Director outlined the key challenges ahead which were to maintain the level of the Ulster Museum's profile and to re-launch the art collections through the opening of the exhibition 'Visions: spectacular art from the Ulster Museum'.

With regard to the transfer of collections-related images to the website, the technical problem which had slowed the transfer was expected to be overcome in time for the target to be met by year end.

Maritime and *Titanic* Exhibition: Trustees noted that work was underway to explore the possibility of a new exhibition, although funding was not yet in place.

Engagement with Communities: the organisation's links with the Polish Community, the largest minority ethnic community in Northern Ireland, were becoming well established.

Museums, Libraries and Archives (MLA) Accreditation: Dr McGreevy reported that all four sites had achieved MLA accreditation. Trustees welcomed this news and asked for their congratulations to be passed on to all who had been involved in this work.

Risk Management Procedures: Trustees noted that, in accordance with DCAL's request to all Arm's Length Bodies, National Museums had aligned its risk register to the format adopted by DCAL.

5.2 Market Update April - Dec 2009

Trustees noted the information on Visitor Performance contained in the Market Update for April - December 2009.

5.3 Financial Update - Revenue

The Director advised Trustees that despite a number of financial pressures the organisation was on course to achieve a balanced budget at year end. The bid to DCAL for £250,000 additional revenue had been successful and the Director expressed his appreciation to the Department.

The indicative grant-in-aid award for 2010/11 was £13.55 million. This was £200,000 lower than anticipated and would create challenges for the incoming year.

Nevertheless, the Director assured Trustees that the Executive Team would work to deliver its programmes within budget.

With regard to Capital funding, the proposed opening allocation for 2010/11 was £5.857 million, considerably less than the organisation's earlier indication through CSR of £10.5 million. Moreover, the £5.857 million relied on a successful outcome to an in-year bid of £446k and to the sale of the Malone Buildings realising £2 million. The organisation remained committed to the two capital projects already underway - the refurbishment of Cultra Manor and the New World Development at the Ulster American Folk Park. Other projects including the Collections Resource Centre, the

refurbishment of the Titanic Exhibition and security improvements were the subject of ongoing discussions.

The Acting Director of Finance & Planning confirmed that the organisation was set to achieve a balanced budget overall in the current financial year. She reviewed the main pressures on the income and expenditure budgets.

Trustees noted that, with regard to staffing, the organisation was refraining from or delaying making certain appointments in order to relieve pressure on the payroll budget. Trustees expressed concern that this might affect the delivery of agreed programmes and staff morale. The Director acknowledged their concerns and said that it was the task of the Executive Team to ensure that this did not happen.

5.4 Draft 2010-11 Business Plan

Trustees noted that the Draft Business Plan 2010-11 had been submitted to DCAL in January and that the Department's response was awaited.

The Acting Director of Finance & Planning advised Trustees that admission charges would be increased from July 2010. Research showed that the organisation's prices remained competitive.

Trustees reviewed the Plan, seeking further information on a number of items and discussed briefly the policy issues around admission charging across the group.

5.5 Capital Programme

2009/10

The Director of Development reported on progress with the current year's capital projects as follows:

Refurbishment of Cultra Manor: the contract had been awarded to Pattons. Work was under way with a target completion date of March 2011;

New World Development at UAFF: the site for the development had been cleared and building work had commenced. The foundations of the Rogan House, from Tennessee, would be laid in March and it was expected that the McCallister House would be ready to open to the public in June;

Commercial Infrastructure: the development of new retail and corporate spaces on all sites was continuing;

Capital Maintenance Programme: this programme, valued at approximately £3 million and designed to upgrade the open air museums, was ongoing.

Minor Operational Capital Budget: allocations had been made to renew essential plant, vehicles and ICT equipment;

Specimen Purchase Fund: it was hoped to purchase a substantial collection of maritime related artefacts for which the business case was currently being prepared.

2010-11

As noted at Item 5.3 above, the proposed opening capital allocation for 2010/11 had been confirmed as £5.857 million and presented the organisation with challenges.

The two live projects - Cultra Manor and the New World Development - would account for £3.5 million of this. Outline business cases were being prepared for the two main projects for the following CSR period - the Collections Resource Centre and the Visitor Centres. These were expected to cost in the region of £23 million and £20 million respectively and would form the basis of the organisation's bid for that CSR period. In addition other opportunities for alternative sources of funding would continue to be explored. It was also hoped to mount a Titanic Exhibition in 2011 for which a business case was being prepared.

5.6 Correspondence with DCAL regarding the relationship between the Odyssey Trust Company (OTC), W5 and National Museums

The Director advised Trustees that around a year ago DCAL had written to National Museums proposing changes in the funding agreement for W5, to take effect from the start of the current financial year. After discussions with the Board of W5, the Director had replied to DCAL on 9/6/09 stating that National Museums had no objection in principle but that it would like the Department to take into consideration a number of key complex issues concerning any interconnection between the funding arrangements of National Museums and W5.

Earlier in the current month matters had altered somewhat. DCAL had informed National Museums that it was proposing that the delivery of a science centre be recognised as a key objective for OTC and that OTC be fully responsible to DCAL for its provision, with funding continuing to be streamed through OTC. The Director had discussed these matters with the Chairman, DCAL representatives and the Board of W5.

Dr Walker, Chairman of the Board of W5, advised Trustees that the W5 Board welcomed the consultation with DCAL and hoped that it would lead to clarification of the degree of OTC's accountability, to alignment between all parties of the different visions of what a science centre ought to be and to the foundation of a 5-10 year funding agreement.

It was agreed that the Director, in consultation with the Chairman and Dr Walker, would respond to DCAL, reflecting the outcome of the discussions with the Boards of W5 and National Museums.

5.7 Approval of Loans

The Board of Trustees approved the schedule of loans to and from the collections of National Museums Northern Ireland, dated 4th December 2009, a copy of which is attached to these minutes.

6.0 Business of Chairman

6.1 Meeting with Minister

The Chairman advised Trustees that he met with the Minister in January, one of a series of bi-monthly meetings which the Minister held with all Chairs of Arm's Length Bodies (ALBs). At the meeting, the Minister had raised the issue of commemorations, expressing the desire to see them marked by the various ALBs in an integrated way. The Minister had appointed an official to co-ordinate arrangements.

6.2 Meeting with Edgar Jardine, Deputy Secretary, DCAL

The Chairman attended a meeting with the Deputy Secretary regarding budget allocations for the incoming financial year.

6.3 Meeting with Chairs of National Museum Directors Conference (NMDC)

Trustees noted that the Chairman had attended a meeting of the Chairs of NMDC at which delegates had considered how national museums ought to position themselves regarding funding issues. A core document had been produced and the Chairman would circulate this to Trustees.

6.4 Board Committees

The Chairman reported that he had written to all Trustees informing them of his intentions regarding the changes in Committee structures and membership. He believed he now had a good spread of membership which would result in an efficient use of Trustees' time. DCAL's approval of the proposals had been sought and at the last meeting of the General Purposes & Finance Committee the new arrangements had been tested and had worked well.

The Chairman sought and received Trustee approval to the following appointments: Mr Shaw to the chairmanship of the General Purposes & Finance Committee and Ms Beers to the chairmanship of the Capital Development Programme Committee, both appointments with immediate effect.

7.0 Trustee Committees

7.1 Audit Committee

Approval of minutes of meeting held on 4th December 2009

Trustees approved the minutes of the meeting held on 4th December 2009.

Verbal report of meeting held on 26th February 2010

The Chairman of the Audit Committee, Dr Brian Scott, reported as follows on the meeting held that morning:

- a new format from DCAL for assessment of Risk Management matters had been introduced;
- the internal audit reports had been very favourable, with the number of issues continuing to decline. For the first time, W5's financial review had been completely clear;
- the Committee had agreed, conforming to best practice, to have a short written report prepared on the Audit Committee's work for the year and this matter was in progress.

7.2 Staffing Committee

Approval of minutes of meeting held on 16th October 2009

Under the revised arrangements for Board Committees, the Staffing Committee had been stood down and its business subsumed into the General Purposes & Finance Committee. Its final minutes, of the meeting held on 16 October 2009, were approved by Trustees and signed by the Committee's Chairman, Mr Shaw. The Chairman expressed his gratitude to all who had served on the Committee.

7.3 General Purposes & Finance Committee

Approval of minutes of meeting held on 16th October 2009

Trustees approved the minutes of the meeting held on 16th October 2009.

Verbal report of meeting held on 15th January 2010

The outgoing Chairman of the General Purposes & Finance Committee, Mr Harvey, advised Trustees that all key issues arising from the meeting of 15th January 2010 had already been covered in the body of the present meeting. The Chairman advised Trustees that Mr Shaw had agreed to assume the Chair of the General Purposes & Finance Committee.

The Committee had for the first time received reports that would previously have gone to other Committees - a Human Resources & Organisational Development report, a Fundraising report and a Marketing report. Committee members had expressed themselves satisfied with the reports and confident that they could deal with any issues raised in this manner.

Members had noted with satisfaction the successful conclusion to the negotiations with NIPSA on the revised pay and grading arrangements for Front of House and Visitor Services staff and had asked for the staff involved to be thanked.

7.4 Marketing, Development & Fundraising Committee

Approval of minutes of meeting held on 19th November 2009

Under the revised arrangements for Board Committees, the Marketing, Development & Fundraising Committee had been stood down and its business subsumed into the General Purposes & Finance Committee. Its final minutes, of the meeting held on 19th November 2009, were approved by Trustees and signed by the Committee's Chairman, Ms Beers. The Chairman expressed his gratitude to all who had served on the Committee.

7.5 Capital Development Committee

Verbal report of meeting held on 18th February 2010

The Chair of the Capital Development Committee, Ms Beers, gave a verbal report on the key issues covered at the Committee's first meeting, on 18th February 2010. Much of what was discussed had already been covered in the present meeting.

The Committee had noted the significant reduction in the 2010/11 capital budget. As a result, it would be difficult for it to undertake its primary role of giving strategic support to the Executive Team in the taking forward of the planned capital development programme. Rather, all efforts would now be centred on the challenges of prioritising what could be achieved from the programme. The Committee had been particularly concerned at the lack of potential for progressing the Collections Resource Centre.

Ms Beers advised Trustees that the Scotch-Irish Trust, having purchased a portion of land in 1999 for the benefit of the Ulster-American Folk Park, now wished to transfer the land to National Museums for a term of 999 years at the very favourable rent of £3,000 p.a. The lease was currently being prepared and the Committee had expressed its pleasure at the transfer.

7.6 Remuneration Committee

Verbal report of meeting held on 15th January 2010

The Chairman, on behalf of the Remuneration Committee's Chairman, Mr Carvill, advised Trustees that the Remuneration Committee had met on 15th January 2010 to consider the remuneration of the Director and of those officers on Senior Civil Service grades, and had made the appropriate recommendations to DCAL.

8.0 Whowhatwherewhenwhy (W5)

8.1 Minutes of W5 Board Meeting held on 27th November 2009

Trustees noted the minutes of the W5 Board Meeting held on 27th November 2009.

8.2 Minutes of W5 Board Meeting held on 8th January 2010

Trustees noted the minutes of the W5 Board Meeting held on 8th January 2010.

8.3 Verbal report of W5 Board Meeting held on 25th February 2010

The Chairman of the W5 Board, Dr Alastair Walker, reported on matters of note which had arisen at the W5 Board meeting on 25th February 2010. These were as follows:

- visitor numbers had been lower than expected during December, prompting a review of the type of exhibition most beneficial in the run up to Christmas. January figures had improved, helped by the introduction of special promotions, and February figures had already exceeded target with W5 experiencing its best half-term figures ever;
- the 2010/11 Business Plan, adopted by the General Purposes & Finance Committee at its meeting on 15th January 2010, had been forwarded to DCAL and the Odyssey Trust Company and their comments were awaited;
- work had commenced on developing the Strategic Plan for the coming 3 - 5 year period.

9.0 ANY OTHER BUSINESS

9.1 Museums Policy

The Director advised Trustees that he had made DCAL aware of their wish to be given the opportunity to review the Museums Policy document before its finalisation.

9.2 New DCAL Permanent Secretary

Following the transfer of Mr Paul Sweeney to the Department of Education, the new Permanent Secretary of DCAL would be Ms Rosalie Flanagan, at present with the Office of the First Minister and Deputy First Minister.

9.3 Proposal for National Art Gallery

Trustees noted that the Minister had reviewed the proposal to develop a National Art Gallery and had indicated that he did not regard it as a strategic priority for DCAL at this time.

9.4 Art Fund Prize

Trustees noted that the Ulster Museum had been longlisted, along with ten other museums and galleries, for the 2010 Art Fund Prize of £100,000.

9.5 Mike Houlihan

The Director advised Trustees that Mike Houlihan, former Chief Executive of National Museums and currently Director General of National Museums Wales, had recently been appointed Chief Executive of Te Papa Tongarewa, the Museum of New Zealand.

9.6 Through the Eye of a Needle Exhibition

Miss Peoples advised Trustees that she had represented them on 25th February at the launch of the exhibition, 'Through the Eye of a Needle', at the Ulster American Folk Park. The exhibition had looked extremely well and the event had been well supported by the local community. Miss Peoples congratulated the two curators involved - Ms Pat O'Donnell of the Ulster American Folk Park and Mrs Valerie Wilson of Ulster Folk & Transport Museum - both of whom had commented on their enjoyment of this first experience of working together from the two sites.

9.7 Minutes

The Chairman advised Trustees that DCAL required to have sight of the minutes of the Board and its Committees within three weeks of the date of the meeting. To speed up the process of preparation and internal approval prior to the release of the draft minutes to the Department, the Chairman proposed, and Trustees agreed, that the minutes be kept as concise as possible, on the understanding that any Trustee could at any time request an item to be noted specifically in the minutes.

9.8 Legal Advice to Trustees

This matter was considered under 'Reserved Business'.

10.0 DATE OF NEXT MEETING

The next meeting of the Board of Trustees would be held on Friday, 21st May 2010.

Signed:

Date:

Copies: Trustees; Mr Mick Cory, Director of Sports, Museums & Recreation; and File.