

Confirmed Minutes
ANNUAL MEETING OF BOARD OF TRUSTEES

Monday, 1 October 2018
The Drawing Room, Cultra Manor, Ulster Folk & Transport Museum

Trustees Present:

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

In Attendance:

Kathryn Thomson, Chief Executive (CEO)
William Blair, Director of Collections (DC)
Colin Catney, Chief Operating Officer (COO)
Pamela Baird, Head of Strategic Research & Planning, Board Secretariat (HSRP)
Roisin Mortimer, Research Assistant
Stacy Bonar, Director Risk Advisory, Deloitte

1. Welcome & Apologies

The Chairman welcomed everyone to the meeting. He advised Members that Stacy Bonar, from Deloitte, was attending the meeting as an observer, as part of the Independent Review of Board Effectiveness. He asked Members to introduce themselves for the benefit of Ms Bonar.

There were no apologies.

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.

Professor Fleming informed the Board that she was the Director at Ulster University of the AHRC-funded Doctoral Training Partnership - the Northern Bridge Partnership in which NMNI was a potential partner - and that she was also co-investigator of the AHRC-funded

Creative Clusters grant, in which the museum was a named industry stakeholder. Professor Fleming advised the Board that she had not used or benefited from her role as Trustee in these projects and that while the projects might benefit the museum, she would leave the room should any related discussion arise.

3. Minutes of Annual Meeting held on 22 September 2017

Trustees confirmed the accuracy and approved the minutes of the Annual Meeting held on 22 September 2017.

Proposed by: Mrs Francey

Seconded by: Dr McIlroy

4. Annual Report and Accounts 2017-18 and Report to Those Charged With Governance

The Chairman of ARAC advised the Board that ARAC had met earlier that morning and considered the Annual Report and Accounts (ARA) and The Report To Those Charged With Governance (RTTCWG). He informed the Board that ARAC recommended the ARA and RTTCWG to the Board for approval. He commended the CEO and her team on excellent work on the completion of the accounts and reminded the Board of the importance of having unqualified accounts.

The Board approved the Annual Report and Accounts and The Report To Those Charged With Governance.

Proposed by: Dr Litvack

Seconded by: Dr Kelly

5. Reports and Recommendations from the Committees and Sub-Committees of the Board

5.1 Audit & Risk Assurance Committee Annual Report

The Board Standing Orders required that each Committee provided an annual report on Committee Business at the Annual Meeting of the Board.

The Chairman of ARAC highlighted the following:

- ARAC had received a verbal report on collections at each meeting and had asked for an annual report to be brought to the Committee going forward;
- disposals had continued to be an area of concern for ARAC and it had been noted that this would be addressed in the review and update of the Collections Development Policy;

- a legacy issue relating to pensions had come forward during the year and had presented a major challenge to the organisation. The Chairman of ARAC noted the significant work undertaken to address this by the COO and his team, with technical support from EY. He advised the Board that he was content with the plan and timelines being delivered;
- the Legionella issue was a good example of an area of concern which had been appropriately addressed.

The Board noted the report from ARAC.

5.2 General Purposes & Finance Committee Annual Report

The Chairman of GP&F highlighted the following:

- there had been changes of Chairmanship during 2017-18;
- the TOR remained under review and would be informed by the work undertaken by the ongoing external reviews;
- the Committee had reviewed performance, policies and strategy delivery;
- there had been two Working Groups during the year which had each met once;
- there had been one appeal;
- additional areas of work during 2017-18 had included GDPR and the review of the Equality Commission Report.

The Chairman of GP&F concluded that overall GP&F Members were satisfied and had provided oversight on behalf of the Board.

In response to a question regarding working groups, the COO advised that the Trading Company Working Group would meet before Christmas.

The Board noted the report from GP&F.

5.3 Remuneration Committee Annual Report

The Chairman of RC highlighted the following:

- 2017-18 had been a transitional year for the Committee with a number of changes to Membership which had included – following independent advice – agreement that for reasons of independence the Chairman of ARAC would not be a member of RC;
- the purpose of the Committee was to monitor CEO performance and set targets;
- at the first meeting of the Committee, the CEO's performance for the 2016-17 year had been judged to be satisfactory and targets for 2017-18 set;
- at the second meeting of the Committee, the CEO's performance at mid-year had been reviewed;
- a business case had been presented at the second meeting for a special payment but had not been approved.

The Chairman of RC concluded that overall it had been a satisfactory year.

The Board noted the report from the Remuneration Committee.

5.4 Approval of the Proposed Annual Work Plans for the Board and its Committees

5.4.1 Board Work Plan

The Chairman noted that the Board had reviewed a rolling work plan at each quarter at the Board meeting and that the Work Plan had been updated to September 2019.

The Board approved the annual Work Plan.

5.4.2 ARAC Work Plan & TOR

The Chairman of ARAC advised the Board that the ARAC Work Plan was similar to the previous year, that ARAC had formalised the inclusion of the draft accounts, that the physical verification of collections now included damage and loss reporting, that a quarterly update on collections had been added, with an annual summary to be included, and that the schedule of bi-laterals was now more fluid and held as necessary.

With regards to the TOR, he advised that the quorum had been updated to three Members.

The Board noted the annual Work Plan for ARAC and the Terms of Reference.

5.4.3 GP&F Work Plan & TOR

The Chairman of GP&F advised the Board that the standing items were outlined within the Work Plan and that the newly developed strategies had been updated on the Work Plan for review of progress.

With regards to the TOR, the Chairman of GP&F advised that they were under review but that quorum had been updated to three Members.

The Board noted the annual Work Plan for GP&F and the Terms of Reference.

6. Election and Appointments

6.1 Election of one of the Trustees as Vice Chairman

The Chairman advised that the process set out in the Standing Orders had been followed and that Dr Leon Litvack had been elected as Vice-Chairman for the incoming year.

6.2 Appointment of a Chairman and Deputy Chairman of each Committee and Sub-Committee of the Board

The Chairman advised that he had made changes at the Annual Meeting the previous year and would retain the same positions and memberships for the next year to provide stability:

ARAC:

- Chairman - Dr McIlroy
- Deputy Chairman - Professor Earls
- Membership: Mrs Harshaw, Dr Kelly and Mrs Molloy

GP&F:

- Chairman - Mrs Francey
- New Deputy Chairman - Mr Catto
- Membership: Professor Fleming, Dr Litvack, Mr McCoy, Mr McFarland and Dr Ward

Remuneration Committee:

- Chairman - Dr Litvack as Vice Chairman of the Board
- Membership: Chairman of GP&F, Chairman of NMNI, Mr McFarland as a representative of the Board and Dr Kelly as a second representative of the Board.

The Chairman asked for a proposer and seconder for all nominations made.

Proposed by: Mr Catto

Seconded by: Mrs Molloy

7. AOB

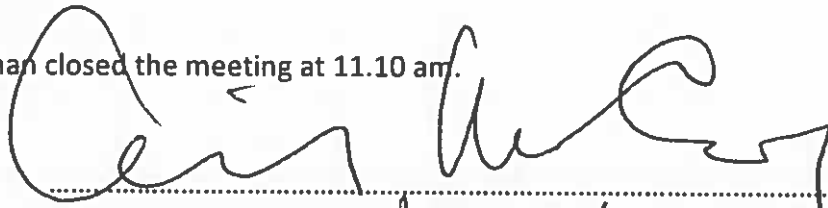
The Chairman ascertained that there was no other business to be raised.

Date of Next Meeting

The Chairman advised Trustees that the date of the next Annual Meeting would be 27 September 2019.

The Chairman closed the meeting at 11.10 am.

Signed:



Date:

27 / 9 / 2019

Copies:

DfC, Trustees, File