

**CONFIRMED MINUTES  
MEETING OF BOARD OF TRUSTEES**

**Friday 8 December 2017**

**Kennedy Room, Cultra Manor**

**Trustees Present:**

Mr Miceal McCoy – Chairman  
Dr Leon Litvack – Vice Chairman  
Professor Karen Fleming  
Mrs Hazel Francey  
Mr Alan McFarland  
Dr George McIlroy  
Mrs Annette Moor  
Dr Margaret Ward

**In Attendance:**

Kathryn Thomson, Chief Executive  
William Blair, Director of Collections  
Colin Catney, Chief Operating Officer  
Laura McCorry, Director of Public Engagement  
Pamela Baird, Head of Strategic Research & Planning, Board Secretariat  
Jenny Carmichael, Secretary

A number of items were taken out of sequence to ensure quorum for any decisions and approvals.

**1. WELCOME & APOLOGIES**

Apologies were received from:

- Professor Michael Catto
- Professor Garth Earls
- Mrs Daphne Harshaw
- Dr Rosemary Kelly
- Mrs Catherine Molloy
- 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 OF MEETING HELD ON 22 SEPTEMBER 2017**

The Chairman of GP&F suggested that clarification on item 10.1.5 in the minutes regarding Internal Audit be sought from Professor Earls.

Trustees approved the minutes of the meeting of 22 September 2017.

Proposed by: Professor Fleming

Seconded by: Dr Litvack

**Action:**

- Check 10.1.5 with Professor Earls.

### **4. MATTERS ARISING**

#### **4.1 Update on Actions from Previous Meetings**

The Chief Executive updated Trustees on the summary of actions emanating from previous meetings of the Board.

She confirmed that all items from the meeting of 22 September 2017 had been completed.

From the June Board Meeting the CEO confirmed that an additional WIFI point had been added in the UAFP Boardroom. She noted that the challenge would remain when multiple people were downloading papers at the same time and undertook to provide training for Board Members in this area as required.

The CEO noted the outstanding action from the March Board Meeting regarding the Collections report from Dr Litvack and advised that it would be addressed under the Collections report on the agenda.

**Action:**

- MinutePad training to be arranged.

### **5. BUSINESS OF CHAIRMAN**

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

Trustees noted the Attendance Record.

#### **5.2 Register of Interests**

The Chairman reminded Trustees that the Register of Interests had to be completed and updated regularly.

#### **5.3 Board Work Plan**

The Head of Strategic Research & Planning noted one update to the Board Work Plan following the ARAC meeting which split out the draft and final Report to Those Charged With Governance.

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The Chairman drew attention to three areas of strategy which would be considered at the planned Strategy Day in February.

Trustees noted the updated Work Plan.

### 5.4 Annual Approval of Governance Arrangements

The Chairman updated the Board on a meeting which had taken place with CIPFA the previous day, at which two specific items of best practice had been reviewed. The Chairman proceeded to take Members through the recommended updates to the Standing Orders.

The Board approved the changes in principle subject to some small amendments to improve consistency which would be agreed by the Chairman before being submitted to the Department.

It was agreed that the Chairman and Deputy Chairman of GP&F would undertake the annual light touch review in due course.

#### Briefing Sessions

The Chairman updated the Committee on a recent request he had received from DfC regarding briefing sessions held by the Board on three occasions (June 2015, September 2015 and March 2016). No decision had been taken at these meetings - they had been for the purpose of updating Board Members on specific subjects - and for any meeting where a decision had been taken, minutes had been forwarded to the Department. The Board agreed that any future briefing sessions would record the event, date, attendees, venue and discussions, and record that no decisions had been taken.

#### Trustee Appraisals

The Chairman requested that Trustees sign and return completed appraisals.

#### Actions:

- Updates to Standing Orders to be agreed with Chairman and submitted to DfC
- Trustees to sign completed appraisals.

## 6. LOANS & DISPOSALS

### 6.1 Loans for Approval

The Chief Executive advised that there were no loans for approval.

### 6.2 Loans Approved by GP&F Committee

Trustees noted the loans approved by the GP&F Committee at its meeting on 9 November 2017.

## **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: the Board Strategy Day, Business Planning and Budgets; the success of the Poppies Exhibition; the closure of the Folklife Galleries; repair work to the roof of the Campbell House; and the donation of the painting, *The Cornfield*.

In addition:

- regarding the Troubles Gallery, the Chief Executive advised Trustees that the capital cost of development would be funded from part of the receipts from the sale of the Malone Buildings, as previously agreed by the Board;
- regarding the new website, the Chief Executive drew attention to the problems which had been encountered with online bookings and following active discussions the contractor had committed to resolve these issues as quickly as possible. The Chairman of ARAC welcomed the early notification of these difficulties, together with the work being undertaken to resolve them.

The Chairman requested that substantial changes to galleries be brought to the Board at an early stage and that exhibition and event planning be considered at the Strategy Day as part of the Audience Development and Engagement Strategy.

The Board congratulated the Director of Collections on his international engagements and requested that his paper be made available on MinutePad.

The Chief Executive reminded the Board that live information was available on the new website and that other updates on key events and exhibitions would continue to be shared via the CEO report to the Board. She undertook to provide website navigation training as required by Board Members as this was deemed the most appropriate mechanism by which the Board could keep up to date with what was going on.

**Actions:**

- Director of Collections' paper to be added to MinutePad
- Website navigation training to be arranged.

## **8. BUSINESS OF THE EXECUTIVE**

### **8.1 STRATEGIC PRIORITIES**

#### **8.1.1 Draft Corporate Plan 2018-21**

Trustees noted that they had approved the draft Corporate Plan for 2016-21 in May which had been drafted in the context of the draft Programme for Government 2016-21.

The Chief Executive advised that, as the Programme for Government had been updated, the draft Corporate Plan had been updated and reframed for the period 2018-21 to reflect key changes and had been strengthened in terms of NMNI's transformation as an organisation. She advised that the core objectives and enablers remained the same but supporting contextual narrative had been updated and aligned with the revised PfG. She advised that the Corporate Plan provided the context for the Collections Paper.

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The Director of Public Engagement confirmed that the brand work would be addressed at the Strategy Day in the context of the Audience Development and Engagement Strategy.

The CEO and Chairman noted that two Members were unable to attend the Strategy Day and one member could only attend for part of the day. They undertook to review the date and time for the Strategy Day to maximise attendance, with the default position of 2 February.

#### Action:

- Proposed date for Strategy Day to be revisited to maximise attendance.

### 8.1.2 Unlocking the Potential of the National Collection

The Chairman introduced the paper for collections as the key strategic item of the meeting, the core area of focus for the Board, and invited the Director of Collections to speak to the paper provided.

The Director of Collections advised the Board that the paper addressed the three issues of documentation, storage and access framed in the context of accreditation, policy and ethics. In regards to documentation he noted that significant progress had been made, albeit further progress was required. In relation to storage he specified this as an acute issue requiring immediate action. The majority of the storage estate classed as 'poor' or 'unacceptable' was at UFTM, but overcrowding was a problem generally. He also outlined the interdependencies between storage and documentation, particularly in terms of making significant improvements in documentation. He drew Trustees' attention to the section of the report on the Way Forward and how this sat in the context of the Corporate Plan and Master Planning.

The Director of Collections noted specific areas of action outlined in a detailed plan and highlighted the importance of the acquisition of additional storage for which the Business Case was with the Department pending approval and the allocation of funding.

The Board discussed the following:

- the need for suitable storage in order to undertake required care and conservation;
- proposals for resolving storage issues in the short term including an additional storage unit at Heron Road, Folk Galleries, art items to the Ulster Museum and changes to Library;
- the potential for using volunteers in the area of documentation and the challenges of managing the resource;
- the specialist nature of documentation and the loss of in-house experts for specific collections areas;
- the challenges to documentation of the existing storage in terms of access, overcrowding and Health & Safety;
- Trustees' responsibility for collections and provision of constructive challenge.

The Board recognised the collections paper as the beginning of a journey to mitigate future risks to the collection and to provide a clearer sense of purpose for the collection. The Board welcomed the level of detail in the document and noted it as a very important piece of work addressing very real issues which were the key area of interest for Trustees in their role as guardians for the collection. Trustees requested greater involvement in the business of collections and in the action plan in particular.

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The Chief Executive reinforced the importance of the draft Corporate Plan in providing the context for the collections and in positioning the collections at the heart of all activity and ambition. She advised that the Corporate Plan was the strategy that covered the collections.

The Director of Collections advised that the paper was intended to provide a shared understanding of the current situation and to set out the key issues. He highlighted an increased emphasis on research; the importance of partnership and collaboration; and the need to create a platform for decision making and debate going forward.

The Chairman thanked Board Members for their views and the debate which the paper had stimulated and drew Trustees' attention to the introduction section which encapsulated the Board's aspiration.

The Board agreed the action plan and agreed that progress in implementing it would be monitored through the GP&F Committee.

### Action:

- Progress with implementation of action plan to be monitored through GP&F Committee.

### 8.1.3 Care of *The Result* Masts – Board Reserve Fund Bid

The Board reviewed the proposed bid for the care of the masts of *The Result*. Members reflected on the Board's responsibility to care for the collections and expressed dissatisfaction regarding the position they found themselves in.

The Chief Executive shared the frustration with the Board and reflected on a number of legacy issues which she as Accounting Officer had inherited and was seeking to address proactively and positively. She advised that this was part of the wider collections care strategy.

The Board noted the 125<sup>th</sup> Anniversary the following year and that *The Result* was an integral part of the collection for which remedial action was required.

The Board expressed support for the project and approved the bid. Members further advised that this was not a position they would want to see arising again in the future.

## 8.2 BUSINESS REPORTING

### 8.2.1 Annual Safeguarding Report

The Director of Public Engagement spoke to the annual report on Safeguarding for which the Head of Programmes was NMNI's Safeguarding Champion. She advised that the Safeguarding Forum met twice a year and that two incidents had arisen in the previous 12 months which had been dealt with. She noted that training in response to a previous audit was being addressed.

The Board noted the paper.

## **9. BOARD OF TRUSTEES' COMMITTEES**

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

#### **9.1.1 Adoption of Minutes of [ARAC] Meeting held on 15 September 2017**

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

Trustees adopted the minutes of the ARAC meeting of 15 September 2017.

Proposed: Mrs Francey

Seconded: Dr Litvack

#### **9.1.2 Verbal Update of meeting held on 24 November 2017**

The Chairman of ARAC updated the Board on the novation of Internal Audit Services (IAS) and the debate which had taken place at the meeting. The Chairman of ARAC reported that he had been made aware of concerns having been expressed that the issue of the novation of the amended contract from Capita to EY had been discussed at the ARAC meeting. The Trustees unanimously, unequivocally and forthrightly supported the Chairman of ARAC in permitting the necessary discussion of novation at the recent ARAC meeting. It was noted that the final novation decision had been supported at the meeting by NIAO, the Department and the Accounting Officer recognising the importance of having internal audit in place.

The Board expressed its support and satisfaction with the decisions taken regarding novation and the transparency and probity throughout.

The Chairman of ARAC advised the Board that the new IAS focus would be on follow-up of outstanding audit recommendations and Legionella in particular.

### **Papers arising from ARAC on 24 November 2017**

#### **9.1.3 Internal Audit Strategy**

The Chairman of ARAC drew Board Members' attention to the work plan contained within the Internal Audit Strategy Framework document. He advised that he had spoken with the Head of Internal Audit that morning regarding splitting the Health and Safety work out within the work plan.

The Board agreed the work plan.

Proposed: Professor Fleming

Seconded: Dr Litvack

#### **9.1.4 Corporate Risk Register**

This was noted and the recommendations ratified by the Board.

### **9.1.5 Final Report To Those Charged With Governance**

The Board adopted the final Report To Those Charged With Governance.

Proposed: Mrs Francey  
Seconded: Dr Litvack

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

### **9.2.1 Adoption of GP&F Committee Minutes of Meeting held on 1 September 2017**

Trustees adopted the minutes of the GP&F Committee meeting of 1 September 2017.

Proposed: Dr Ward  
Seconded: Mr McFarland

### **9.2.2 Verbal Update on Meeting held on 9 November 2017 and papers arising**

The Chairman of GP&F advised that following discussion with the Chairman of NMNI and Chairman of ARAC a joint induction day/planning day was proposed to clarify plans for the year ahead and the specific roles and responsibilities of the two standing committees.

The Chairman of GP&F left the meeting at 12.10 pm.

The Chief Executive advised the Board that GP&F had given detailed consideration to the financial report provided at the GP&F meeting on 9 November. She highlighted that NMNI was anticipated to break even at year end; that additional capital had been received; and that there might be more capital available if the organisation had the capacity to spend it in year.

With regards to the Business Performance Report the Board noted that the organisation was on course to deliver all targets except the self-generated income target which had been a very stretching target set to balance the budget. In order to manage the deficit NMNI was actively handling that shortfall in income by controlling expenditure.

### **9.2.3 Trading Company Working Group Update**

The Chief Executive updated the Board on the Trading Company Working Group. The Board approved the proposal that the Chief Executive and Chairman be appointed Directors of the Trading Company.

Proposed: Dr McIlroy



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Seconded: Dr Ward

#### Action:

- Trading Company to be activated with the new Directors and NMNI as shareholders.

### 9.2.4 Strategies and Policies for Approval

The Board reviewed and approved the following strategies and policies:

- a) Health & Safety Strategy
- b) Health & Safety Policy
- c) Exhibition Policy:
  - the Board noted that the policy would be revisited in line with the Audience Development and Engagement Strategy
- d) Feedback & Complaints Policy.

Proposed: Mrs Francey

Seconded: Dr Litvack

### 9.3 Remuneration Committee

#### 9.3.1 Adoption of Minutes of Remuneration Committee Meeting held on 26 May 2017

Trustees adopted the minutes of the Remuneration Committee Meeting of 26 May 2017.

Proposed: Mr McFarland

Seconded: Dr Litvack

#### 9.3.2 Verbal update on meeting held on 9 November 2017

The Chairman of RC updated the Board on the meeting of 9 November. He advised that following an assessment by the Chairman, the CEO's performance had been deemed satisfactory.

The Chairman of RC advised the Board that the RC had considered a proposal to recognise exceptional contribution by an individual member of staff. The RC, while fully supportive of excellence, had declined to set a precedent in this area.

## 10. ASSEMBLY QUESTIONS WRITTEN AND ORAL AND FOIS

The Chief Executive advised that there were no AQs or FOIs to report.

## 11. AOB

Dr Litvack highlighted the excellent events programme scheduled for the weekend at UFTM.

**12. DATE OF NEXT MEETING**

The Chairman advised Trustees that the next meeting of the Board would take place on Friday 23 March 2018.

The Chairman closed the meeting at 12.35 pm.

Signed:



Date:

23 March 2018

Copies:

DfC, Trustees, File, Website