

**CONFIRMED MINUTES**  
**MEETING OF BOARD OF TRUSTEES**

**Friday 23 June 2017**

**Board Room, Ulster American Folk Park**

**Trustees Present:**

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

**In Attendance:**

Ms Kathryn Thomson, Chief Executive  
Mr William Blair, Director of Collections  
Mr Colin Catney, Chief Operating Officer  
Ms Laura McCorry, Director of Public Engagement  
Ms Pamela Baird, Head of Strategic Research & Planning  
Ms Michelle Ashmore, Executive Assistant

**1. WELCOME & APOLOGIES**

The Chairman welcomed the Director of Public Engagement and the Chief Operating Officer to their first meeting of the Board.

Apologies were received from Dr Margaret Ward.

**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**

Trustees approved the Minutes of the meeting on 10 March 2017.

Proposed by: Dr McIlroy

Seconded by: Dr Litvack

### **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 and made particular reference to the following:

- **Collections Development Policy:** Dr Litvack has been preparing a paper following benchmarking with other museums on this area. Dr Litvack agreed that he would complete this as soon as possible.
- **Legacy Financial Issues** – the Board discussed a longstanding accrual in the accounts which had been thoroughly reviewed by the GP&F Committee and was now recommended for write-off. The Chief Executive confirmed that legal advice had been sought from solicitors. She further advised that as Accounting Officer she is required to formally submit the proposal to the Department for Principle Accounting Officer approval. The Board reflected on the issue and acknowledged that more robust processes of governance and accountability are now in place to ensure the same situation does not arise again.

The Board agreed with the recommendation in principal, subject to final legal advice and agreed that following this, the Chief Executive should proceed to formally submit the request to the Department.

#### **4.2 Lessons Learned – Reflection by Board**

The Board reflected on the legacy issue and noted the importance of rigorous challenge regarding the accounts, particularly accruals.

### **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 must be completed. The Head of Strategic Research and Planning advised that there were two returns which were being followed-up and would be completed the following week.

## **5.3 Board Annual Work Plan**

Trustees noted the amendments to the Work Plan 2017-18. A number of amendments to the Annual Work Plan were requested including, the Register of Interests to be tabled for June each year; and the Income Generation Strategy to be reviewed at least every six months via the targets in the Business Plan reporting.

## **5.4 Board Self-Assessment**

The Board went through each of the areas of the Annual Self-Assessment and updated the scores and commentary for the 2016-17 year.

## **5.5 Board Apprenticeship Scheme**

The Chairman advised the Board that National Museums NI has been approached recently regarding a Board Apprenticeship Scheme. The Chief Executive advised the Board that the pilot scheme had launched the previous week.

The Board discussed the scheme and were favourable in principal. It was agreed that the Board would revisit this at a later date when more information regarding the pilot became available.

## **5.6 Response to Whistleblowing Recommendations**

The Chairman updated the Board on the investigation into a letter received by the Chairman by an anonymous employee in January 2017. The Chairman had referred the letter to the Department for investigation immediately.

A thorough investigation by the Department has now completed, and the Board noted that it concluded that the claims were totally unsubstantiated. A number of procedural matters were raised as recommendations for improvement and an Action Plan has been completed to address these. One of these actions resulted in the drafting of a new Conflicts of Interest and Representation on Outside Bodies Policy. It was agreed that this policy would be fully considered by the GP&F Committee to ensure it is aligned to the Raising Concerns (Whistleblowing) Policy and best practice.

## **5.7 Election of Vice-Chairman**

The Chairman reminded Trustees that they had agreed a procedure for the election of the Vice-Chairman at the previous Board meeting.

It was agreed that nominations should be made via the Chief Executive by 31 July 2017 and that following nominations, a facility would be set up for voting if required. The Chief Executive reminded that Board that a proposer and seconder would be required for each nomination. The Board suggested two minor amendments to the relevant Standing Order.

## **6. LOANS & DISPOSALS**

### **6.1 Loans for Approval**

Trustees approved the Schedule of Loans dated 23 June 2017.

### **6.2 Disposal for Approval**

The Board considered the paper regarding the future of the Sir Samuel Kelly Lifeboat. The Director of Collections provided background information, including the National Museums NI disposal policy and sector guidance and set the context and options. In response to questions, he confirmed the item had originally been acquired by purchase.

Following discussion, Trustees approved the recommendation to transfer ownership of the Sir Samuel Kelly Lifeboat to Ards and North Down Borough Council, and that the Disposal policy be reviewed by the GP&F Committee.

In response to a question about the *Result*, the Chief Executive advised the Board that ongoing discussions were taking place with the National Museum of the Royal Navy; and that extensive research and interpretation had been undertaken for an exhibition which was due to open in August, in the Land, Sea and Sky gallery at the Transport Museum.

## **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:

**Redevelopment of the Ulster American Folk Park:** the Feasibility Study has now been completed by the Strategic Investment Board (SIB) with thanks to Tourism NI and Fermanagh and Omagh District Council support. Further to that a Strategic Outline Case has been developed which will now be submitted to the Department before more detailed scoping which will be undertaken at the next stage.

**Storage:** the Director of Collections had developed a series of proposals for the short to medium term which have been submitted to the Department.

**Malone Buildings:** the sale of Malone Buildings had concluded. The receipt will be retained by National Museums NI due to its charitable status and the Board were asked to consider three proposals for re-investment which included:

- Purchase & Fit Out of Additional Storage
- Restoration of the Flax Mill at UFTM
- Development of galleries at UM

The Board acknowledged a good spread across the sites. The Chairman of the Board highlighted storage as a priority area. The Board agreed the proposals and for the projects to be progressed through business cases.

#### **Out & About – Victoria Square partnership:**

The Director of Public Engagement outlined plans for a Victoria Square partnership planned for August 2017 which would include a pop-up museum experience under the theme *Transport Back Through Time*. She advised that the initiative has the potential to provide a significant promotional platform for National Museums NI.

In response to a question regarding audiences, the Chief Executive advised the Board that outreach to diversify audiences would be reviewed over the coming year.

#### **Other Matters**

In addition to the report the Chief Executive advised the Board that in response to recent major incidents in the UK, that National Museums NI had undertaken a review of policy and procedure in relation to both security and fire. The Chief Operating Officer advised that this had included: a review of Fire Safety policy, fire safety assessment, fire management system, alarm maintenance, fire extinguishers and inspections.

## **8. BUSINESS OF EXECUTIVE**

### **8.1 Strategic Priorities**

The Chairman reminded the Board that the Committee structure that has been established allowed the everyday work of the Board, particularly around scrutiny and challenge, to be undertaken and that therefore, increasingly the Board focus will be at a strategic level.

#### **8.1.1 Draft Business Plan & Budget 2017-18**

The Chief Executive presented the draft Business Plan 2017-18 highlighting its link to the Programme for Government and draft Corporate Plan 2016-2021 and the inclusion of stretching targets, particularly in terms of visitor numbers and income.

In addition the Chief Executive advised the Board that KPIs in respect of storage and documentation had been revised in the context of the previous PAC recommendations and the Documentation Plan. She recommended that a presentation on the Documentation Plan and targets be brought to the next GP&F Committee meeting and also to the next ARAC meeting.

With regards to the budget, the Chief Executive highlighted that the Business Plan was based on a 4% reduction in Grant-In-Aid funding; that no capital allocation has been

received except for the completion of the website; and, that very challenging targets had been set around self-generated income (SGI). These would be reviewed on an ongoing basis through the year.

The Chief Executive advised the Board that bids for additional revenue and capital were being developed for submission to the Department in-year.

Trustees supported the setting of challenging targets and approved the draft Business Plan.

### **8.1.2 Culture Development Programme**

The Chief Executive reminded the Board that during 2016-17 the operational focus had been to work with the Board of Trustees to develop the future strategy and structure for the organisation. The next phase of organisational development is to unlock the potential of people through a Culture Development Programme.

The Chief Operating Officer gave a presentation outlining the strategy for culture development which included six key strategic objectives and highlighted indicative year-one actions.

The Board commended the presentation and strategy noting the importance of performance management as a core foundation of culture change and also the importance of knowledge management given the loss of curatorial knowledge over recent years.

The Board approved the direction of travel.

### **8.1.3 Building Our International Reputation**

The Chief Executive advised the Board that as a national museum group, building our international reputation, based on the strength of our collections, needed to be a core priority over the next number of years.

The Director of Collections gave a presentation outlining the potential for National Museums NI to build its international reputation by contributing locally and globally, to the process of transforming societies affected by conflict through the creative use of collections.

The presentation included recommendations to strengthen our position as a cultural transformer both locally and internationally. The Director of Collections highlighted the key principles of the *Collecting the Troubles and Beyond* project funded by HLF, as well as other case studies which demonstrated skills, expertise and experience in this area.

In response to a question about stakeholders, the Director of Collections highlighted key partners as including the Community Relations Council, ethnic minority groups; partners across the political spectrum; Councillors; LGBT community; Decorum NI and the Victims Commission.

Trustees noted the importance of telling the NI story and engaging on the world stage and the benefits for reputation, tourism and economy.

#### **8.1.4 Decade of Centenaries – Poppies Weeping Window**

The Chief Executive introduced the Poppies Weeping Window initiative as part of the wider Decade of Centenaries programme. She noted that it is an early example of National Museums NI adopting new ways of working in the context and theme of the previous two presentations.

The Director of Public Engagement gave a presentation on the Weeping Window sculpture which will be displayed at the Ulster Museum from 14 October to 3 December 2017. She presented background context and outlined the stages for project delivery. She also presented post poppy legacy, learning and evaluation.

The Board appreciated the balanced approach to the project; acknowledged the level of planning involved; supported the engagement with partners and welcomed the predefined measures of success and legacy potential.

In response to questions the Director of Public Engagement confirmed that the public programming around the project would be balanced and look at symbols beyond poppies.

### **8.2 Business Performance**

#### **8.2.1 Business Performance RAG Report Q4 (2016/17)**

Trustees noted the above report. No further questions were raised.

#### **8.2.2 Visitor Performance Report (April-May 2017)**

Trustees noted the above report. No further questions were raised.

### **8.3 Financial Performance – 2016/17**

Trustees noted the above report which had been reviewed by the GP&F Committee. No further questions were raised. The Chairman noted that Finance had been reviewed in detail at the GP&F Committee.

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

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

#### **9.1.1 Adoption of Minutes of Meeting held on 3 March 2017**

Trustees adopted the Minutes of ARAC.

#### **9.1.2 Verbal Update of meeting held on 16 June 2017**

Mrs Moor, Chairman of ARAC reviewed discussion which had taken place at the above meeting of ARAC and made specific reference to the agenda items which follow.

### **9.1.3 IAS Annual Assurance Statement**

The Chairman of ARAC advised the Board that she, the Chairman of the Board, Mr Rice and the Chief Executive had met with the out-going Internal Audit Service in advance of the recent ARAC meeting regarding three reports during 2016-17 with limited assurance. She advised the Board that KPMG, Internal Auditors concluded that the three areas were being actively managed and were not indicative of widespread issues. She noted that internal audit had recognised significant improvements and had awarded an overall satisfactory rating.

### **9.1.4 Internal Audit Strategy**

The Chairman of ARAC advised the Board that the newly appointed Internal Audit Service, Capita, did not provide the Internal Audit Strategy in time for review by ARAC and therefore a status report was presented to the Board for review. This includes proposals for early reviews over the next few months in lieu of approval of the strategy.

The Chairman of ARAC drew the Board's attention to the fieldwork proposals and sought assurance from the Director of Collections regarding the proposed review of collections. The Chairman of ARAC sought assurance from the Chief Executive that she and Chief Operating Officer endorsed the proposals.

The Board approved the Strategy.

### **9.1.5 Corporate Risk Register**

Trustees noted the above report. No further questions were raised.

### **9.1.6 Draft Governance Statement 2016/17**

The Chief Executive advised the Board that the Governance Statement needed to be approved for submission to the Department. The Board approved the Governance Statement subject to one amendment.

### **9.1.7 Risk Management Framework and Risk Appetite**

The Chairman of ARAC advised the Board that the Risk Management Framework and Risk Appetite had been reviewed by ARAC and were brought to the Board for adoption.

The Board approved the Risk Management Framework and Risk Appetite.

Proposed by: Dr McIlroy



Seconded by: Professor Catto

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

### **9.2.1 Adoption of Minutes of Meeting held on 17 February 2017**

Trustees adopted the minutes of the above meeting.

Proposed by: Mr McFarland

Seconded by: Mrs Molloy

### **9.2.2 Draft Minutes of Meeting held on 26 May 2017**

Dr Kelly, the Chairman of the GP&F Committee advised that the above Minutes were unconfirmed and for noting at this point and would be brought for adoption to the September meeting of the Board.

The Board noted the Minutes of 26 May 2017.

### **9.2.3 Governance Review**

The Chairman of GP&F advised the Board that she and the Vice-Chairman of GP&F, along with the Head of Strategic Research and Planning, were in the process of completing the annual review of Governance. She advised that the papers had been reviewed by GP&F at its last meeting and that there were a few outstanding queries with regards to the Standing Orders, for which best practice guidance was being sought from CIPFA. She advised the Board that the full suite of Governance papers would come back to the Board in September.

### **9.2.4 Lending and Borrowing Policy**

The Lending and Borrowing Policy had been reviewed by the GP&F Committee on 26 May 2017 and was now recommended for approval by the Board.

Trustees commended the clarity and approved the above policy.

Proposed by: Dr Kelly

Seconded by: Mrs Moor

## **9.3 Remuneration Committee**

### **9.3.1 Adoption of Minutes of Meeting held on 11 November 2016**

Mrs Francey, the Chairman of the Remuneration Committee highlighted discussion areas. Trustees adopted the minutes of the above meeting.

Proposed by: Dr Litvack

Seconded by: Dr McIlroy

**9.3.2 Draft Minutes of Meeting held on 26 May 2017**

The Chairman of the Remuneration Committee advised the Board that the above Minutes were unconfirmed and for noting at this point and would be brought for adoption to the December meeting of the Board. She advised the Board that this meeting of the Remuneration Committee had focused on the appraisal of the Chief Executive for 2016-17.

The Board noted the minutes.

**10. FOI**

Trustees noted the above report.

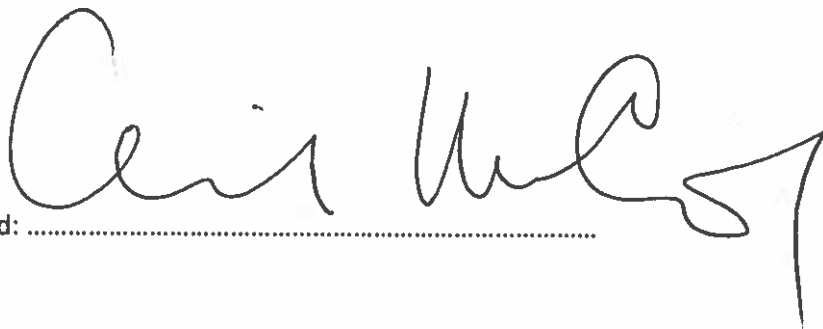
**11. ANY OTHER BUSINESS**

Board members asked that the strength of the WIFI at the Ulster American Folk Park be reviewed.

**12. DATE OF NEXT MEETING**

The next meeting of the Board and the AGM will take place on Friday 22 September.

Signed: .....



Date: 22.09.2017

Copies to: DfC, Trustees, File, Website.