

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES

Friday, 14 December 2018
The Training Room, Cultra Manor

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
Mrs Catherine Molloy

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)
Mark Irvine, Head of Operations (Item 8.2)
Stacy Bonar, Director Risk Advisory, Deloitte (Item 5.4)
Ross Boreland, Senior Manager, Risk Advisory, Deloitte (Item 5.4)
Ronan O'Hara, Strategic Adviser (Asset Management Unit), SIB (Item 8.2)
Jenny Carmichael, Corporate Services Officer

1. Welcome & Apologies

The Chairman welcomed everyone to the meeting and noted that due to a Corporate Event in the Manor the meeting was being held in the Training Room.

Apologies were received from:

Dr George McIlroy
Dr Margaret Ward

The Chairman advised the Board that Dr Ward had been unwell for a period of time and had indicated that due to ill health she would not be continuing as a Board Member. The Chairman expressed his thanks to Dr Ward for her contribution as a Trustee. He undertook to write to Dr Ward officially.

The Chairman also noted that Professor Fleming would be joining the meeting later.

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.

The Chairman advised that Professor Fleming had raised an interest under Item 6.2 relating to the Ulster University. However, as the paper was for noting, there was not considered to be any conflict of interest.

3. Approval of Minutes

3.1 Approval of Minutes of Meeting held on 1 October 2018.

The Chairman noted that the minutes had been previously circulated and confirmed them as accurate, subject to one small change.

Trustees approved the minutes of the Board Meeting held on 1 October 2018.

Proposed by: Mr Catto

Seconded by: Dr Kelly

The minutes were signed by the Chairman.

4. Matters Arising

4.1 Update on Actions from Previous Meeting

The CEO updated Trustees on the summary of actions from the meeting of 1 October 2018 and made particular reference to the following:

- the Great British Sewing Bee programme – the Board would be informed when the air date of this was confirmed;
- Beamish insights – these would be shared gradually as they informed the developing plans. Trustees noted that some insights were contained within the tabled CEO report.

Under Matters Arising, the Board discussed the importance of the relationship with the BBC and commended the excellent BBC Radio 4 Programme on the Troubles and Beyond.

4.2 Lessons Learned – Reflection by Board

The Board undertook to reflect on lessons learned throughout the meeting.

5. Business of Chairman

5.1 Trustee Attendance Record

Trustees noted the Attendance Record.

5.2 Board Work Plan

The Chairman advised that the Work Plan was provided as approved in October and had been updated to December 2019.

Trustees noted the Board Work Plan.

5.3 Annual Approval of Governance Arrangements

The Chairman advised the Board that the Governance Working Group would meet in late January.

The Chairman proposed Wednesday 30th January, in the morning, and suggested that, as the Trading Company Working Group shared some Members and was also required to meet in January, it would be appropriate to hold both meetings on the same date.

The meetings were confirmed for 30th January: Governance Working Group at 9.45 - 11.30 am; followed by Trading Company Working Group at 11.30 am - 1.00 pm. Details of arrangements would be confirmed with Group Members.

5.4 Board Self-Assessment

[Item taken after Agenda Item 8.2]

Stacy Bonar, Director Risk Advisory, and Ross Boreland, Senior Manager Risk Advisory, from Deloitte joined the meeting.

The Chairman invited the Deloitte representatives to give an overview of the report.

Ms Bonar thanked the Chairman and advised that Deloitte usually considered the report to be a final report at this stage unless there were any factual inaccuracies. She advised that the Deloitte framework and methodology had been implemented as agreed in advance. She gave an overview of the approach.

Ms Bonar took Members through each of the stages of the report and responded to questions. She advised that the report was based on the responses provided through the various methods employed and that recommendations were based on trends within the information provided and not based on single responses.

The Board reflected on each of the recommendations and asked that a summary be circulated. The Board agreed to take time to review the information and to hold a separate meeting specifically to discuss the outcomes and consider the recommendations.

6. Loans & Disposals

6.1 Loans for Approval by the Board of Trustees

Trustees noted that there were no loans for approval at this meeting.

6.2 Loans Approved by GP&F

The CEO drew Members' attention to the loan in of 'Hoards: the Hidden History of Ancient Britain and Ireland' and the two loans out: a loan to the Ulster University for the Belfast School of Art for a project titled 'A Christmas Gift to the City'; and a Lavery loan to Sweden.

Trustees noted the loans approved by the GP&F Committee at its meeting on 16 November 2018.

The Chairman noted a 'lesson learned' and requested that notification of launch events such as the UU Gift to the City be circulated to Trustees.

7. Business of Chief Executive

7.1 Chief Executive's Report

The Chief Executive reviewed the above report in discussion with Trustees, commenting specifically as follows:

- the Learning Review was well underway
- Creative Tourist would be joining the Board over lunch to review the Visioning Study for the Folk Museum
- Ralph Appelbaum Associates had been appointed to facilitate a study into a New Strategic Direction for the Transport & Industry Collection
- an export bar had been placed on a Spanish Armada painting and NMNI was trying to secure funding to purchase it
- progress was continuing with the pensions project and 128 members of staff would receive Annual Benefits Statements
- Phase 1 of the VE Scheme had been completed with a number of staff exiting the organisation. The Executive Team was in the process of reviewing the structure and would be making changes as necessary in the new year
- looking forward, NMNI was in discussions with DfC regarding funding for 2019-20 and was assisting with fact finding.

Trustees noted the success of the MA Conference. They noted the importance of recognising the contribution NMNI made to society, reaching C2DE audiences, reaching under-represented audiences, contributing to equality and to education. The Board reflected on the importance of self-generated income and its reliance on footfall. The Board also noted the challenges that CPD restrictions placed on creating self-generated income.

The Board congratulated the 4 Star Visitor Attraction rating which had been maintained at UAAP.

8. Strategic Priorities

8.1 Draft Business Plan 2019-20

The CEO reported to the Board that a first draft Business Plan was presented for consideration. She advised that NMNI was required to submit a draft Business Plan to the Department at the end of January and that an updated Business Plan would return to the Board in March. She further advised that the format would be familiar to Members as it followed the same format as the 2018-19 Business Plan and had been developed to deliver Year Two of the Corporate Plan objectives 2018-21. The CEO asked Trustees to note that work on the outturns and budget would be completed before submission to the Department.

The Board reviewed the Business Plan and asked for an aggregated SGI objective to be included and clarification of the spend per head per site.

The Board reflected on the changes made to the KPIs in 2018-19, including the development of more meaningful KPIs around collections stores.

In response to questions, the COO advised the Board that the Volunteer Coordinator had been appointed and was in post and was in the process of undertaking a current state analysis. He advised the Board that a Volunteer Plan would be developed during Q4 which would complement the work force.

Trustees confirmed they were content with the Business Plan, subject to inclusion of the KPI on income generation, and noted that the draft Business Plan would go to the Department in January and return to the Board in March.

8.2 Estate Strategy

Ronan O'Hara, Strategic Adviser (Asset Management Unit), SIB, and Mark Irvine, Head of Operations, joined the meeting.

The Chairman reminded Trustees that they had received an initial presentation by SIB at the June Board meeting and welcomed Ronan O'Hara (SIB) and Mark Irvine (Head of Operations) to the meeting.

Mr O'Hara thanked the Chairman for the opportunity to present a substantive first draft to the Board on which he sought to gather Board opinion.

Mr O'Hara reminded the Board of the journey which had been undertaken: he outlined the role of the Estate Strategy as a bridge between NMNI's Corporate objectives and tactical operational outcomes; he outlined the process; provided an overview of the financial environment; highlighted the shift from sweating assets to active management; and took Trustees through the objectives specific to the estate strategy.

The HO took the Board through a summary of the action plan and the KPIs which were aligned to the Corporate Plan.

The Chairman thanked SIB and the HO for the presentation.

In response to questions, the CEO confirmed that the Estate Strategy was part of a suite of work including master planning at UAFP, the Folk Museum and the Transport Museum.

Trustees recommended adding care of the land, including biodiversity and habitats, to the Estate Strategy. Mr O'Hara and the HO welcomed this recommendation and undertook to include it.

Professor Fleming joined the meeting at 11.45 am.

Trustees discussed the contextual framework; the strength and value of relationship building and collaboration with DfC; the heritage of succession; the need to reflect the Museums Order in considerations; the resource implications of delivering targets; the challenge of utilising the estate further while preserving it and being forward thinking; and the need to be bold and to try new and different things.

The CEO reflected on the income generation target included in the plan, noting that the target was about generating income in new ways from the assets, particularly land, not currently being used for core services.

Trustees welcomed the knowledge and understanding which the Estate Strategy had encapsulated, reinforced the importance of collaboration and balance, and provided unanimous support for the Estate Strategy.

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of Meetings held on 17 September and 1 October 2018

The Deputy Chairman of ARAC presented the minutes of the meetings held on 17 September and 1 October 2018.

Trustees adopted the minutes of the ARAC meetings held on 17 September and 1 October 2018.

Proposed by: Professor Earls

Seconded by: Dr Kelly

9.1.2 Verbal Update on Meeting held on 30 November 2018

The Deputy Chairman of ARAC advised that the key issues discussed at the recent ARAC meeting had been:

- a paper resulting from the Collections Workshop;
- a positive review of Business Continuity Planning had been received from EY.

Papers arising from ARAC meeting of 30 November 2018:

9.1.3 Corporate Risk Register

The CEO advised the Board that following discussion with the Department at the last Accountability Meeting, the Corporate Risk Register had been reviewed to strengthen the controls. She had recommended a number of changes which had been approved by ARAC including:

- a change to the wording of Risk 8
- reduced likelihood scores for risks 1, 5 and 9.

The CEO noted that ARAC had recommended the Corporate Risk Register to the Board for approval.

The Board approved the Corporate Risk Register.

9.1.4 Final Report to Those Charged with Governance

The CEO advised that the Final Report to Those Charged with Governance (RTTCWG) was presented to the Board for approval.

The Board approved the RTTCWG,

Items 9.1.3 and 9.1.4 were approved together.

Proposed by: Professor Earls

Seconded by: Professor Fleming

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting held on 31 August 2018

The Chairman of GP&F presented the minutes of the August meeting.

Trustees adopted the minutes of the GP&F meeting of 31 August 2018.

Proposed by: Mr Catto

Seconded by: Dr Litvack

9.2.2 Verbal Update on Meeting held on 16 November 2018

The Chairman of GP&F advised the Board that GP&F Members had reviewed the following matters at the meeting on 16 November:

- Business Plan Performance; progress with storage projects; Dippy; the Culture Development Programme; HR & OD;
- the HFIG had taken the Committee through the financial performance in detail;
- a number of policies had been approved and were recommended to the Board for approval including the Environmental Sustainability Policy; the Dignity at Work Policy and the Collections Development Policy;
- there had been a long discussion on the strategy review of the Unlocking the Potential of the National Collection, including an update on storage projects.

Papers arising from GP&F meeting held on 16 November 2018:

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.

9.2.4 Policies for Approval:

- a) Environmental Sustainability Policy**
- b) Dignity at Work Policy**
- c) Collections Development Policy**

The Board approved the three policies.

Proposed by: Mr Catto

Seconded by: Dr Litvack

9.2.5 Strategy Delivery

- a) Health & Safety Update**

The Board noted the Health & Strategy Update.

- b) Unlocking the Potential of the National Collection Update**

The Board noted the Unlocking the Potential of the National Collection Update.

9.3 Remuneration Committee

9.3.1 Adoption of Minutes of RC Meeting of 21 June 2018

The Chairman of RC presented the minutes of the June meeting. Trustees adopted the minutes of the RC meeting of 21 June 2018.

Proposed by: Mrs Francey

Seconded by: Dr Litvack

9.3.2 Verbal Update on Meeting held on 16 November 2018

The Chairman of RC advised the Board that the Committee had reviewed KPIs and undertaken a mid-year assessment at the November meeting. The Committee had also reviewed the performance of the Executive Team and had been content that performance was satisfactory.

10. FOIs

The Board noted the FOI report.

The CEO and Deputy Chairman of ARAC confirmed that ARAC received reports on the Physical Verification of Collections and Damage and Loss reporting.

11. Any Other Business

The Chairman raised one item under AOB relating to the tenure of Trustees. He read from a letter received from the Department relating to the requirement for the Board to have 12 Members.

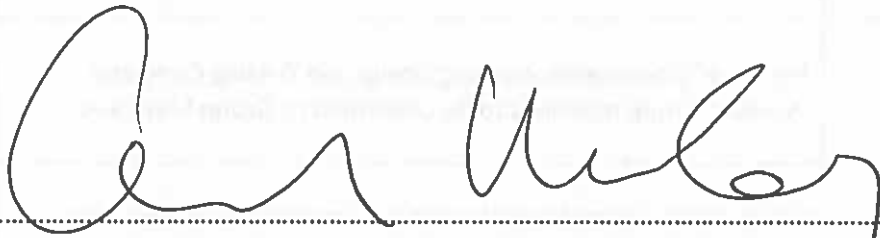
The Chairman confirmed with those Members present who were due for a six-month renewal that they were content to proceed as Trustees.

12. Date of Next Meeting

The Chairman confirmed that the next meeting of the Board would take place on Friday, 22 March 2019.

The Chairman closed the meeting at 1.20 pm.

Signed:

A handwritten signature in black ink, appearing to read "A. A. A.", written over a horizontal dotted line.

Date:

A handwritten date "22 March 2019" in black ink, written over a horizontal dotted line.

Copies: DfC, Trustees, File, Website

Actions

Agenda Item	Details	Assigned to
1	Chairman to write to Dr Ward	Chairman
4.1	Trustees to be advised of air date of Great British Sewing Bee programme, once confirmed	HSRP
5.3	Details of Governance Working Group and Trading Company Working Group meetings to be confirmed to Group Members	HSRP
5.4	Summary of recommendations to be circulated to Trustees for review at separate meeting in advance of next Board meeting	HSRP
8.1	Business Plan to include KPI on SGI, and spend per head to be clarified	CEO