

MEETING OF BOARD OF TRUSTEES

Friday 23 September 2016

Cultra Manor, Kennedy Room

Trustees Present:

Mr Miceal McCoy – Chairman
Mrs Hazel Francey – Vice-Chairman
Professor Garth Earls
Professor Karen Fleming
Dr Rosemary Kelly
Mrs Daphne Harshaw
Dr Leon Litvack (from Item 8)
Mr Alan McFarland
Dr George McIlroy
Mrs Annette Moor
Dr Margaret Ward

In Attendance:

Ms Kathryn Thomson, Chief Executive
Ms Sinead McCartan, Acting Director of Collections & Interpretation (for Item 6.1)
Mr Paddy Gilmore, Director of Learning & Partnership (for Item 6.1)
Ms Roisin Mortimer, Research Assistant
Mrs Anne-Marie McCafferty, Committee Secretary

1. WELCOME & APOLOGIES

Apologies were received from Mrs Catherine Molloy, Professor Michael Catto and Mr Joseph Rice.

2. CONFLICTS OF INTEREST

The Chairman asked members to report any conflicts of interest in relation to the business to be discussed. The Acting Director of Finance stated that he would exclude himself from the meeting in the event of discussion taking place in relation to the Provision of Internal Audit Services.

3. APPROVAL OF MINUTES OF 24 June 2016

Trustees approved the Minutes of the above meeting of the Board.

Proposed by: Dr Margaret Ward
Seconded by: Professor Garth Earls

4. MATTERS ARISING

There were no matters arising.

4.1 Update on Actions

The Chief Executive updated Trustees on the summary of actions emanating from the June meeting of the Board, most of which were on the Agenda.

4.2 Lessons Learned

None noted on this occasion.

5. BUSINESS OF CHAIRMAN

The Chairman raised two matters:

DfC Internal Audit

The Chairman advised Trustees that the Department had approached the Chief Executive to advise that its Internal Audit Division would be reviewing the minutes of the Board and also of ARAC from April 2015 to March 2016, including drafts and accompanying emails, and to seek co-operation. Auditors from the Department had already visited and had been provided with the information as requested. The Chairman agreed to update Trustees as the matter progressed.

Annual Report & Accounts 2014/2015 and 2015/16

The Chairman reported, that as outlined in the minutes of the AGM, the above two sets of accounts would be laid before the NI Assembly once certified in November. He proposed that any media inquiries emanating from the publication of the above documents be referred to him. Trustees would be apprised accordingly.

Trustees approved the above proposal.

5.1 Board Reserve Fund Application

The Chief Executive stated that at the June meeting of the Board it had been agreed that the Executive would bring forward bid proposals to the Board Reserve Fund for consideration. Two bids were presented. She invited Mr Paddy Gilmore, (Director of Learning & Partnership) and Ms Sinead McCartan, (Acting Director of Collections & Interpretation), to speak to this item.

5.1.1 Volunteering Development Programme

Mr Gilmore reviewed the previously circulated proposal in discussion with Trustees outlining the proposal to develop a structured, co-ordinated, sustainable volunteer programme which met the needs of the organisation in a strategic manner. The organisation had benefitted from the use of volunteers in the past and had, in recent years, been successful in attracting in the region of 100 people on an annual basis. The purpose of the proposal was to grow this and more fully embed volunteering across the organisation and sought support for the development of a three year Volunteer Development Programme which, in order to be successful, needed to be adequately resourced and professionally managed.

The Chief Executive echoed the importance of embedding a volunteering strategy within NMNI. She also stressed the necessity of a period of consultation with the Trade Union prior to implementation.

Having sought clarification on a number of aspects of the proposal, including the financial implications and the potential outcomes and outputs in respect of programme, Trustees supported the proposal in principle but asked that it be brought back to the December meeting of the Board along with a Volunteering Strategy for further consideration prior to approval.

5.1.2 Acquisition of Collections

Ms McCartan reviewed the previously circulated proposal in discussion with Trustees for the purchase of four individual/groups of objects outlined within the document. These four items had been of interest to the organisation for a number of years and had been the subject of internal monitoring over the last eighteen months. Limited capital funding in recent years had not allowed for the purchase of these items previously. Ms McCartan drew Trustees' attention to the key objectives of the proposal and the projected outcomes. The key objectives of the proposal were for the organisation to meet its statutory obligations and the objectives of the Collections Development Policy 2015-20, approved by the Board in March 2015. She noted that a Post Project Evaluation was produced annually for Specimen Purchases. She also apprised Trustees of efforts that had been made towards acquiring external funding which to date had been unsuccessful.

The Chief Executive explained that a number of proposals were brought to the Executive Team from across the Directorates and were considered in line with the criteria of the Board Reserve Fund. Agreement was then reached by the Executive Team in relation to the two proposals presented to the Board.

Trustees approved the proposal. It was also agreed that the Board would reflect on the Collections Development Policy and the rationale for acquisitions. The Chief Executive said that the Collection's policies would be put on MinutePad to enable Trustees to access them.

5.2 Trustees' Attendance Record

Trustees noted the above report. The Chairman stated that Trustees also served as members of Sub-Committees and Working Groups of the Board.

5.3 Board Self-Assessment

The Board had approved the above report at its meeting in June subject to minor amendments which had now been incorporated.

Trustees approved the amended report.

5.4 Governance Review

5.4.1 Board Standing Orders & Sub-Committees' Terms of Reference

Dr Kelly noted that a complete review of the Board Standing Orders had been undertaken over the past year. They had been reviewed by the General Purposes & Finance Committee at its meeting on 2nd September.

Trustees approved the Board Standing Orders subject to a minor amendment.

Dr Kelly extended her thanks to Dr McIlroy and Ms Pamela Baird for their input to the above review.

G P & F Terms of reference

Trustees approved the above Terms of Reference subject to a minor amendment under 3.1.

Remuneration Committee Terms of Reference

Trustees approved the above Terms of Reference which had been reviewed by G P & F at its meeting on 2nd September 2016.

ARAC Terms of Reference

Trustees approved the above Terms of Reference subject to a minor amendment under 3.6.

Working Group Template

Trustees approved the above Template.

5.4.2 Board Operating Framework

Trustees approved the Board Operating Framework.

5.4.3 Schedule of Matters Reserved to the Board and Scheme of Delegation

The Chairman spoke to the above Item and made specific reference to *Item 5. Delegated Limits of Expenditure at February 2015*. He noted that the Management Statement & Financial Memorandum (MSFM) outlined delegated authority for different types of expenditure. While current Financial Procedures reflected this, an additional arrangement currently existed within NMNI whereby any Purchase Order over the £75,000 delegated limit for the Chief Executive & Accounting Officer, requires approval by the Chairman. Having sought clarification on this matter from other ALBs and also from the Internal Auditors, the Chairman and Chief Executive had agreed that the delegated limits of expenditure should be aligned to the MSFM and that, provided appropriate approvals were in place, the Chief Executive would have unlimited authority to sign off Purchase Orders.

Trustees agreed to this approach.

6. LOANS FOR APPROVAL BY BOARD OF TRUSTEES

Trustees approved the Schedule of Loans dated 23rd September 2016.

The Chief Executive informed Trustees of a request from 10 Downing Street for the loan of three paintings from NMNI's collections. Discussions were ongoing in relation to choice of paintings and timing of the loan, however sought if Trustees agreement to progress this through written approval if required in advance of the next Board Meeting.

Trustees were content with the above approach.

7. CHIEF EXECUTIVE'S REPORT:

The Chief Executive reviewed her report and made specific reference to the following:

- **Strategy & Structure** - a Senior Management Team Strategy Development workshop had been held on 12th September. The Corporate Strategy was being further developed to incorporate outcomes from the workshop with the aim of presenting a draft to the Board after the final Programme for Government is published.
- **Mission, Vision Values** - OPES Business Partners Ltd would address the Board after the meeting to update on the proposed process to be undertaken and seek input from Trustees prior to launch of the work programme.
- **Stakeholder Engagement** - the Chief Executive noted a number of positive engagements she had had with a range of stakeholders in recent months.
- **Capital Development Update** - the Web Development was progressing with a projected completion date of May 2017. A further allocation of £500,000 had been received from the Department. A process had been initiated to identify priorities for this funding. Discussions were ongoing with the Department in order to progress proposals to redevelop each of the sites. In relation to the Ulster American Folk Park, discussions were ongoing with Tourism NI and Fermanagh & Omagh District Council to progress a feasibility study. It was hoped that SIB would be engaged to manage and deliver this.

The Department had put in place a Capital Team to consider both capital planning and capital delivery. Discussions had taken place with that team on a number of issues one of which was identifying a solution to resolve storage issues at the Cultra site. A business case was currently being developed to facilitate moving forward with this matter. Discussion had also centred on future master planning for the Cultra site and the potential for support to progress this.

- **Staff Survey** - the outcome of the Staff Survey would be presented to the next G P & F Committee.
- **Review of Opening Hours** - to be considered at the next meeting of G P & F in November and then to December Board.
- **Organisational Structure** - the Chief Executive updated Trustees on the current status in respect of the organisational re-structure. Trustees would be further apprised as the matter progressed.
- **Visit Belfast Board** - the Chief Executive informed Trustees that she had been invited to sit on the Visit Belfast Board. The Chairman had agreed that this would be beneficial to the organisation. Trustees supported the Chairman's view on this matter.

8. BUSINESS OF EXECUTIVE

8.1 Business Performance

8.1.1 Business Performance RAG Report Q1 (2016/17)

Trustees noted the above Report which had been reviewed by G P & F on 2nd September 2016.

8.1.2 Visitor Performance Report - (April-August 2016)

Trustees noted the above Report which had been reviewed by G P & F on 2nd September 2016.

8.2 Financial Performance – 2016/17

8.2.1 Financial Performance Report

8.2.2 Capital Programme Update

8.2.3 Savings Delivery Plans (Quarter 1)

Trustees noted the above Reports under Financial Performance 2016/17 which had been reviewed by G P & F on 2nd September 2016.

8.3 Voluntary Exit Scheme

The Chief Executive confirmed that the Voluntary Exit Scheme would be launched on 3 October 2016.

Dr McIlroy commended the Chief Executive for giving this matter the priority it deserved.

9. BOARD OF TRUSTEES' COMMITTEES

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of Meeting held on 17 June 2016

Trustees adopted the minutes of the above meeting of ARAC.

9.1.2 Verbal Update of meeting held on 16 September 2016

The Chairman of ARAC, Mrs Moor, briefed Trustees on a bi-lateral meeting that had taken place, under the terms of the Audit Committee Handbook, with the internal auditors.

Mrs Moor reviewed discussion which had taken place at the above meeting the minutes of which would be circulated in due course. Discussions included items 9.1.3 to 9.1.7 below.

9.1.3 Report to those Charged with Governance 2014/15

9.1.4 Report to those Charged with Governance 2015/16

Mrs Moor stated that the external auditors had stressed the importance of Trustees acknowledging that they had reviewed and accepted the above reports.

Trustees noted and accepted the above reports.

9.1.5 Internal Audit Protocols

Trustees noted and approved the above Protocols.

9.1.6 Internal Audit Strategy, Annual Plan and Charter

Trustees approved the above document.

Mrs Moor informed Trustees that six days of the internal audit plan had been allocated to a review of the VE Scheme. The Chief Executive had advised ARAC that there would be merit in doing so. ARAC had agreed to this approach.

Trustees endorsed the above approach.

9.1.7 NMNI Risk Appetite Development

Trustees noted the above paper which would come back to the December Board for approval.

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of Meeting held on 20 May 2016

Trustees adopted the minutes of the above meeting.

9.2.2 Draft Minutes of Meeting held on 2 September 2016

Trustees noted the Draft Minutes of the G P & F of 2nd September 2016 which would come back for adoption to the December Board.

9.2.3 Working Groups Evaluations

- 9.2.3 (a) Estates Working Group
- 9.2.3 (b) Governance Working Group
- 9.2.3 (c) Procurement Working Group

Trustees noted the above Working Group Evaluations.

10. ASSEMBLY QUESTIONS WRITTEN & ORAL

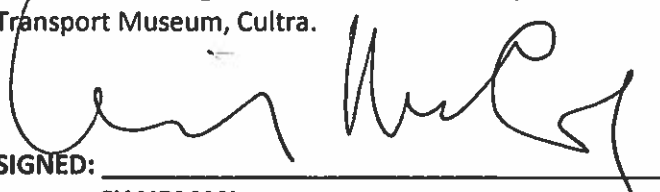
Trustees noted the above report.

11. ANY OTHER BUSINESS

There were no matters raised.

12. DATE OF NEXT MEETING

The next meeting of the Board will take place on Friday 2 December 2016 at the Ulster Folk & Transport Museum, Cultra.

SIGNED: 
CHAIRMAN

DATE: 2 December 2016