

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES
Friday, 22 March 2019
The Drawing 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
Mr Alan McFarland
Dr George McIlroy

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)
Michelle Ashmore, PA to Chief Executive & Directors
Aaron Ward, Head of Audience Development (HAD) Item 8.1

1. Welcome & Apologies

The Chairman welcomed everyone to the meeting. He invited Members to raise any specific items they would like to bring to the front of the agenda. Trustees confirmed they were content. The Chairman reflected on the Deloitte review of Board Effectiveness which included the Board intent to limit lengthy discussion through avoiding duplication of comment.

Apologies were received from:

Dr Rosemary Kelly
Mrs Catherine Molloy

2. Conflicts of Interest

The Chairman reported that Dr Kelly had asked for it to be noted that she was now a Board member of the RUA (Royal Ulster Academy).

Professor Earls advised that his wife had undertaken paid work for the museum recently. The CEO advised that he should declare that information under related party transactions.

No other conflicts of interest in relation to the business as set out on the agenda were raised.

3. Approval of Minutes

3.1 Approval of Minutes of Meeting held on 14 December 2018.

Trustees approved the Minutes of the Board Meeting held on 14 December 2018.

Proposed by: Dr Litvack

Seconded by: Professor Earls

The minutes were signed by the Chairman.

3.2 Approval of Minutes of Meeting held on 12 February 2019

Trustees approved the Minutes of the Special Board Meeting held on 12 February 2019.

Proposed by: Mr Catto

Seconded by: Dr McIlroy
The minutes were signed by the Chairman.

4. Matters Arising

4.1 Update on Actions from Previous Meetings

Meeting of 14 December 2018

The CEO advised Trustees that the actions from the meeting of 14 December 2018 had been completed. The Chairman confirmed he had emailed Dr Ward.

Meeting of 12 February 2019

The CEO confirmed that the action had been completed and the item was on the agenda.

4.2 Lessons Learned – Reflection by Board

The Chairman noted the Deloitte review of Board Effectiveness and the lessons noted at the start of the meeting. He invited Trustees to raise any points of debate in a pointed and synopsis way. The Board undertook to reflect on lessons learned throughout the meeting.

The CEO advised the Board that as part of the organisational redesign and realignment, the Secretariat role would be provided by Michelle Ashmore moving forward, with a transition period through the next two meetings. The Board thanked Pamela Baird for her support of the Board and standing Committees and welcomed Michelle Ashmore to the new role.

5. Business of Chairman

5.1 Trustee Attendance Record

Trustees noted the Attendance Record.

Trustees agreed that in future it would be appropriate to review the Attendance Record annually.

5.2 Board Work Plan

The Chairman noted that the Work Plan had been updated to March 2020.

Trustees noted the Board Work Plan.

5.3 Annual Approval of Governance Arrangements

The Chairman advised that the Governance Working Group had met on 30 January and reviewed and updated the Standing Orders; ARAC, GP&F, Remuneration and Work Group Template Terms of Reference; the Board Operating Framework; and the Schedule of Matters Reserved to the Board and Scheme of Delegation.

The Vice Chairman advised that the role of the Vice Chairman would be added following discussion with the Chairman.

The Board approved the suite of Governance papers.

5.4 Review of Board Effectiveness

The Chairman reminded Trustees of the process they had followed and advised that the Board needed to agree a set of principles and an action plan. He suggested that he and the CEO develop an action plan based on previous discussions and bring that back to the Board.

Professor Fleming raised that that timing of meetings to facilitate Trustees in full-time employment had not been reflected in the document provided. The Chairman advised that the time of meetings would be considered and would be noted.

5.5 Board Self-Assessment

The Chairman advised that the last Self-Assessment had been carried out in June 2017 for the 2016-17 year and reviewed at the AGM in September 2017. That in June 2018 the Board had agreed to the Independent Review of Board Effectiveness conducted by Deloitte. He advised that the template previously used for the Board Self-Assessment had been provided with scores.

The Board were content with the template.

5.6 Bi-Annual Assurance Statement

The Chairman advised that the NMNI was required to provide an Assurance Statement to the Department bi-annually. The BiAAS covered the period to the end of March 2019 and would be due with the Department by mid-April 2019. The Bi-Annual Assurance Statement had been reviewed by ARAC on 8 March and was recommended to the Board for approval. The Board approved the Bi-Annual Assurance Statement.

Proposed by: Dr Litvack

Seconded by: Mr McFarland

5.7 Annual Assurance Statement

The Chairman noted that NMNI was required to provide an Annual Assurance Statement (AAS) to the Department signed by the Chairman on behalf of the Board. The statement covered the period to the end of March 2019 and would be due with the Department in mid-April 2019. The Board Annual Assurance Statement has been reviewed by ARAC on 8 March and was recommended to the Board for approval. The Chairman advised that he would be updating the AAS to reflect the budget situation and Programme for Government outcomes for which funding came from other sources.

The Board approved the Annual Assurance Statement subject to additional commentary to be added by the Chairman.

Proposed by: Mr Catto

Seconded by: Professor Fleming

5.8 Working Groups

(a) Approval of minutes of GWG

The Chairman advised that the Governance Working Group had met on 30 January 2019 and had undertaken a full review of the suite of Governance papers as covered under agenda item 5.3. He advised that Board approval was sought with regards to deleting draft material once minutes had been confirmed. The Board approved the recommendation.

He noted that the GWG had been set up as a task-and-finish group and the objectives had been met and the working group stood down.

(b) Approval of minutes of TCWG

The Chairman advised that the Trading Company Working Group had met on 30 January 2019. He advised that through the TCWG the Trading Company had been put in place, the HMRC issues addressed and that NMNI was compliant.

He noted that the GWG had been set up as a task and finish group and the objectives had been met and the working group stood down. He advised the Board that the work of the Trading Company would continue through the GP&F Committee.

The Board approved the Minutes and recommendations of GWG and TCWG.

Proposed by: Dr McIlroy

Seconded by: Mrs Francey

6. Loans

6.1 Loans for Approval by the Board of Trustees

The CEO advised that there was one loan to the FE McWilliam Gallery for approval.

The Board approved the Loan.

Proposed by: Dr Litvack

Seconded by: Mrs Harshaw

6.2 Loans Approved by GP&F

Trustees noted the loans out approved by the GP&F Committee at its meeting on 22 February 2019.

6.3 Disposal for Approval

The DC advised that the disposal which had been brought for approval was a result of all curatorial staff having proactive consideration of disposals as part of their work programmes. It was recommended that the object concerned be transferred to another institution.

The Board enquired about the accounting policies for collections and the CEO undertook to confirm via ARAC.

The Board approved the disposal.

Proposed by: Mr Catto

Seconded by: Dr Litvack

7. Business of Chief Executive

7.1 Chief Executive's Report

The Chief Executive provided the following updates to the tabled report:

- NMNI had been asked to submit evidence to the Department for the Economy as part of their response to the NI Affairs Committee inquiry into tourism.
- The Spanish Armada painting had been purchased following active fundraising for which she praised the work of the Head of Curatorial. She advised that there would be a joint announcement in due course.
- The Leonardo exhibition had achieved over 40k visitors in seven weeks and was expected to exceed the previous Leonardo exhibition. The programme for Leonardo had been a pilot using the new audience development and engagement plan.
- The Tim Peake exhibition had achieved significant increases in numbers for the Transport Museum including strong retail sales.
- A further engagement had included attending a round table discussion on culture, arts and tourism with the DCMS Secretary of State the Rt Hon Jeremy Wright MP the previous day at Hillsborough Castle.
- The new NI Code of Practice on Partnerships Between Departments and Arms Length Bodies which was launched earlier in the week and would be circulated.

The Board welcomed the progress made with the Tim Peake exhibition and expressed support of future exhibitions which would invigorate the Transport Museum in the same way.

8. Strategic Priorities

8.1 Audience Development & Engagement – One Programme Plan

The Head of Audience Development joined the meeting. He presented a staged process for Audience Development and Engagement; outlined the programme planning process; explained the planning considerations which had been taken into account; and introduced the Board to the thematic programming

approach for 2019-20. He advised that the plan was built on good internal communications, flexibility and cross team working. He advised that the next steps would be further internal engagement and working with visitor services to deliver the programme. He outlined how the thematic approach would give visitors more reasons to visit throughout the year by building from the core proposition.

The Board welcomed the process and its fit with the overall corporate objectives. The Board noted that the approach would maximise current resource, improve efficiencies and drive SGI.

8.2 Draft Business Plan & Budget 2019-20

The CEO advised the Board that she had received an allocation letter from the Department during the week which had confirmed that there would be no reduction from the 2018-19 allocation and that a further allocation had been made for the pension deficit as well as recurring operating costs. She confirmed that despite this, the allocation still left a budget deficit for 2019/20, however options to manage this were being actively considered. She advised that the letter had been clear that this was a non-recurring additional allocation and that the organisation should prepare for more substantial cuts in 2020-21.

She advised the Board that it had been indicated that there would be a Department fund in 2019-20 for invest to save initiatives that will build resilience and sustainability. The COO outlined some areas around invest to save that were being explored.

The Board discussed the approach to be taken and reflected on the current position of the organisational transformation programme and the need for more time to establish that programme in order to be sustainable. The Board discussed the need for continued communication with the Department and the importance of stressing the impossible challenge of improving SGI while cutting grant-in-aid.

The Board reflected on their current position in terms of tenure and the impetus that needed to be placed on the Department regarding decisions. The Board supported the Executive Team in taking this forward and encouraged further communication with the Department to garner support. The Board approved the draft Business Plan and Budget and narrative on impacts for the Department.

Proposed by: Dr McIlroy

Seconded by: Professor Earls

8.3 Troubles & Beyond

The DC gave a presentation on the Troubles and Beyond including the gallery and associated developments. He shared evidence of the success of the new gallery one year since opening and reflected on the organisational value of being courageous, which along with the other organisational values, had provided a strong foundation for the work undertaken. He advised the Board that the gallery had opened up a dialogue and become a conversational space, providing a compelling reason to visit the museum. He outlined how the gallery along with associated projects had been important for building NMNI's reputation and he outlined key partners, collections development and development priorities for the future. He advised the Board that this was an evolving process.

The Board commended the progress that had been made and reflected on the important role of NMNI in building social cohesion.

8.4 Final Estate Strategy

The CEO reminded the Board that the Estate Strategy had been brought to them on two occasions over the previous 18 months. She further advised that Trustees' feedback has been incorporated into the strategy and that the final Estate Strategy was presented for approval.

The Board approved the Estate Strategy.

Proposed by: Professor Fleming

Seconded by: Mrs Francey

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of Meeting held on 30 November 2018

The Chairman of ARAC presented the minutes of the meeting held on 30 November 2018.

Trustees adopted the minutes of the ARAC meeting held on 30 November 2018.

Proposed by: Dr Litvack

Seconded by: Mr McFarland

9.1.2 Report of Meeting held on 8 March 2019

The Chairman of ARAC spoke to the report of the ARAC meeting held on 8 March 2019 and highlighted the following key issues:

- The Internal Audit Report on the Finance Function which had a limited assurance but for which significant progress had been made implementing recommendations.
- That he had advised ARAC that it would be his last meeting as Chairman for health reasons but that he would continue on the Committee and would remain as Chairman until someone else was appointed.

The Chairman of NMNI thanked the Chairman of ARAC for his contribution and for the ability, support and challenge which he had brought to the role, which was appreciated by the Board.

Papers arising from ARAC meeting on 8 March 2019:

9.1.3 Corporate Risk Register

The Board approved the Corporate Risk Register.

9.1.4 NIAO Audit Strategy

The Board approved the NIAO Audit Strategy.

Policies for Approval:

9.1.5 Anti-Fraud Policy & Fraud Response Plan

The Board approved the Anti-Fraud Policy & Fraud Response Plan.

9.1.6 Anti-Bribery & Corruption Policy

The Board approved the Anti-Bribery & Corruption Policy.

The papers and policies above were proposed for approval by Dr Litvack and seconded by Mr Catto.

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting held on 16 November 2018

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

Trustees adopted the minutes of the GP&F meeting of 16 November 2018.

Proposed by: Dr McIlroy

Seconded by: Professor Earls

9.2.2 Report of Meeting held on 22 February 2019

The Chairman of GP&F spoke to the report of the GP&F meeting held on 22 February 2019, and highlighted the following key issues:

- Standard items had been reviewed which were presented in the papers;
- The Feedback report which had been very positive;
- The HR and people report for which strong progress on organisational matters and industrial relations is being made;
- The positive presentation by the Head of Audience Development on Bluegrass.

Papers arising from GP&F meeting held on 22 February 2019:

Papers arising from GP&F meeting held on 22 February 2019:

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.

Policies for Approval:

9.2.4 Research Policy

9.2.5 Travel & Subsistence Policy

The Board approved the Research Policy and the Travel & Subsistence Policy.

Proposed by: Mr Catto

Seconded by: Mrs Harshaw

10. FOIs

The Board noted the FOI report.

11. Any Other Business

The CEO advised the Board that the outstanding Industrial Tribunal had been brought to a close the previous week.

The CEO updated the Board on the appointments for the new catering contracts. The COO advised that the hospitality contracts would have robust management arrangement and effective processes and procedures in place aligned to the overall organisational strategy.

In response to a request from the Board, the CEO undertook to make arrangements for Trustee engagement at the Ulster American Folk Park following the next meeting.

12. Close & Lunch

The Chairman confirmed that the next meeting of the Board would take place on Friday, 28 June 2019 at the Ulster American Folk Park.

The Chairman closed the meeting at 12.38pm.

Signed: 

Date: 21 June 2019

Copies: DfC, Trustees, File, Website

