

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

**Friday 22 September 2017**

**Drawing Room, Cultra Manor**

**Trustees Present:**

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

**1. WELCOME & APOLOGIES**

Apologies were received from Dr Kelly and Dr Litvack.

**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.

Mrs Francey asked that it be noted that she was a Member of the Equality Commission which was referred to in the CEO's Report (item 8).

**3. AGM**

Item 3 AGM. See AGM Minutes.

The Chairman commenced the Board Meeting at 10.30am following the AGM.

#### **4. APPROVAL OF MINUTES**

Trustees approved the Minutes of the meeting on 23 June 2017 subject to two amendments.

Proposed by: Mrs Francey  
Seconded by: Mr Rice

#### **5. MATTERS ARISING**

##### **5.1 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:

- The Raising Concerns (Whistleblowing) Policy was on the agenda following review by the GP&F Committee
- The Election process for the Vice-Chairman would be addressed by the Governance Working Group
- The Governance Review was ongoing and the Governance Working Group would meet on 8<sup>th</sup> November
- WIFI at the Ulster American Folk Park would be strengthened in quarter three
- Dr Litvack has completed a report on the Collections Development which would be on the agenda in December. The Chairman noted this should go via GP&F and then to the Board
- The SOC for the redevelopment of the Ulster American Folk Park has been submitted to the Department for Communities. The Chief Executive advised the Board that the feasibility study to inform this had followed the strategic direction set out by the Board. The Chief Executive undertook to add the SOC to MinutePad for Members information. She noted that as this moved to a more detailed stage there would be increased involvement of the Board. She undertook to keep the Board sighted on each stage of development
- The Trading Company Working Group was scheduled for Friday 29<sup>th</sup> September

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

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

#### **6. BUSINESS OF CHAIRMAN**

##### **6.1 Trustees' Attendance Record**

Trustees noted the Attendance Record.

##### **6.2 Register of Interests**

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

### **6.3 Business Planning Diary**

The Chairman brought a number of proposed date changes to the attention of the Board and advised that the business planning diary ran until December 2018.

The Board agreed to allow for an extra week between ARAC and Board meetings going forward.

#### **Actions:**

- Governance Working Group to consider the time of meetings as half day and/or evening rather than whole day commitments
- Board Secretariat to confirm revised dates for Board and ARAC meet with requirements of Audit and Annual report and Accounts
- The Director of Public Engagement to provide an advance schedule of events/exhibitions for Trustees'
- Confirmed schedule of Board and Committee meetings to be added to MinutePad documents

### **6.4 Board Self-Assessment**

The Board noted the self-assessment which had been reviewed in detail at the June meeting.

### **6.5 Annual Approval of Governance Arrangements**

#### **GP&F TOR – May meeting**

The out-going Vice-Chairman of GP&F advised the Board that the Terms of Reference had been reviewed in May. He noted the change of numbers to the Committee following the AGM.

#### **ARAC TOR**

The out-going Chairman of ARAC advised the Board that a high level review had been undertaken at the September meeting. She noted that following the AGM further changes were required.

The Chairman advised that the Terms of Reference for each Committee would be reviewed by the Governance Working Group which is due to meet on 8<sup>th</sup> November.

The Board noted the two Terms of Reference pending a full review by the Governance Working Group.

## 7. LOANS & DISPOSALS

### 7.1 Loans for Approval

Trustees approved the Schedule of Loans dated 22 September 2017.

Proposed by: Professor Catto

Seconded by: Professor Earls

Action: The Director of Collections to provide more information on the arrangements for insurance.

### 7.2 Loans Approved by GP&F 1 September 2017

Trustees noted the Loans approved by the GP&F Committee at its meeting on 1 September 2017.

## 8. BUSINESS OF CHIEF EXECUTIVE

### 8.1 Chief Executive's Report

The Chief Executive reviewed the above report in discussion with Trustees, making specific reference to the following:

- **Strategy:** in particular the very stretching self-generated income targets that were required to balance the budget, for which performance was behind target and being closely monitored. She highlighted the significant challenges ahead especially as asked by DfC to scenario plan for a further 4%, 8% and 12% reduction the next year (2018-19).

Cuts of over 4% would reduce the government grant to a level where it would only cover the pay bill and therefore it was highly unlikely that NMNI could maintain current service levels and opening hours across the sites. A review of NMNI's business model and opening hours had commenced in order to fully understand the implications of further reductions and an Income Generation Strategy was being developed to maximise opportunities both of which would help inform the development of the draft Business Plan 2018-19.

The Board discussed the significance of the problem, noting that given the 30% reduction in staff numbers over the last five years, the paybill could not be reduced any further. It was noted that investment was critical, particularly during a time of significant organisation transformation. The Chairman concluded that this required further analysis on ways forward and more detailed discussion by the Board.

- **Organisational Development:** the restructure of the senior management team is almost complete; Hannah Crowdy has been appointed as the Head of Curatorial; external recruitment for the final post of Head of Creative Engagement was due to complete by the end of September.

- **Staff Conference:** NMNI had held its first ever staff conference on Monday of that week opened by the Chairman. Trustees who had attended congratulated NMNI on an excellent event.
- **Business Planning/Budget:** through Department reallocations NMNI had secured £1.4m for capital works primarily to deliver a range of critical health and safety improvements; and £372k resource for essential maintenance (non-capital) and a range of in-year pressures.
- **The Victoria Square Experience:** had resulted in excellent exposure with footfall to Victoria Square of 1million during August. It had allowed NMNI to engage the public with collections through workshops, activities and craft demonstrations. The willow dragons campaign had reached over 800k families and NMNI had seen a 6% increase in website visitors.

Action: The Chairman asked that the e-zine statistics be included in the GP&F report.

- **The Game of Thrones Tapestry:** had received over 22k visitors, visitors to the Ulster Museum had been up 9% for the period and audience diversification had been achieved both in terms of age profile and out of state visitors. Tourism Ireland had reported the campaign had received £11m in Advertising Equivalent Value.

In response to a question about rates exemptions and NMNI's Charitable Status the Chief Executive confirmed that NMNI was investigating this in line with NI legislation.

Action: The Board requested that the Equality Report which had been indexed in the CEO Report, should go to the GP&F Committee for review.

## 9. STRATEGIC PRIORITIES

### 9.1 The Potential of Heritage-led Tourism (Presentation by Tourism NI)

The Chief Executive set the context for the Board advising that tourists presented a significant audience opportunity for NMNI. Tourism NI have recently produced a report that seeks to maximise the opportunity of cultural heritage to unlock the potential of tourism. She advised that NMNI could play a key role in supporting delivery of the report recommendations.

The Chief Executive welcomed John McGrillen, Chief Executive of Tourism NI and Rosemary Lightbody, Experience Development Manager to the meeting who presented the report proposals and opportunities for TNI and NMNI to collaborate for success.

The Board welcomed the presentation; thanked Tourism NI for the interesting case studies; recognised the importance of collaboration and infrastructure development to support tourism; noted the value of the NI heritage landscape and reflected on the disinvestment in both this and tourism over recent years. The Board discussed the challenge to NMNI of

being custodians of NI's culture and heritage but with no budget to market it. There was agreement that through Programme for Government, NMNI and Tourism NI shared objectives and therefore needed to look at delivery in a more collective way.

The Board highlighted the gap in the tourist offering in terms of recent history and Mr McGrillen advised the Board that there is an opportunity to tell the story through BCC proposals for a new visitor attraction in Belfast.

The Board and Tourism NI also discussed opportunities around incentive based tourism; packaging of the tourism product in NI similarly to the Wild Atlantic Way; the redevelopment of the Ulster American Folk Park and potential for rebranding; the importance of having world-class product in order to compete globally; and the need for investment.

The Chairman thanked Mr McGrillen and Ms Lightbody for their presentation and advised them that Tourism NI and NMNI were on a journey together. He thanked Tourism NI for the support they had given and continued to give to NMNI.

Mr McGrillen and Ms Lightbody left the meeting.

The Chief Executive concluded that Heritage-Led Tourism and collaboration with Tourism NI provided a significant opportunity for NMNI.

Action: The Tourism NI presentation to be added to MinutePad documents.

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

Mr Rice & Ms Francey left the meeting.

### **10.1 Audit & Risk Assurance Committee**

#### **10.1.1 Adoption of Minutes of Meeting held on 16 June 2017**

The out-going Chair of ARAC presented the minutes from the June meeting. Trustees adopted the Minutes of ARAC.

Proposed by: Professor Catto

Seconded by: Professor Earls

#### **10.1.2 Verbal Update of meeting held on 15 September 2017**

The out-going Chairman of ARAC provided a verbal update on the recent meeting.

She noted that there were no reported frauds and that there had been nothing for a considerable period of time. She noted that assurance had been sought and it had been recommended that internal audit review the processes in their new strategy.

She advised the Board that a Bi-lateral meeting had taken place with internal and external audit in advance of the ARAC meeting and that positive working relationships existed.

She advised the Board that the Director of Collections had given an update on the PAC 2006 recommendations and that further detailed work was required.

#### **10.1.3 Report To Those Charged With Governance**

Completed during AGM with Annual Report and Accounts.

#### **10.1.4 Bi-Annual Assurance Statement**

The Board approved the Bi-Annual Assurance Statement with one amendment recommended by ARAC.

Proposed by: Professor Fleming

Seconded by: Dr McIlroy

#### **10.1.5 Internal Audit Update**

The out-going Chairman of ARAC updated the Board regarding the current situation with Internal Audit Services. She informed the Board that the original IAS tender panel was scheduled to meet the following week and would be Chaired by Professor Earls to conclude this.

Professor Earls advised that he had been informed that the novation of the Internal Audit Contract from Capita to EY would be like-for-like and that the panel would scrutinise the documentation under guidance from CPD.

The Chairman advised the Board that the panel would report back to the Board through the normal process.

#### **10.1.6 Corporate Risk Register**

The Chief Executive advised Members that Risk 5, the risk that the NMNI business model was not effective had been updated due to the funding position to include a reference to risk of further Public Sector cuts and therefore remained a red risk. She advised that Risk 6, the risk of continued decline in visitors to UAFP remained under review and would continue to be until a sustained position was achieved.

She informed the Board that a new risk, Risk 9 had been added following the review of estates and previous internal audit limited opinion. The new risk was that there is a risk that NMNI does not secure sufficient and timely annual capital funding.

The Chief Executive advised the Board that this had been considered by ARAC the previous week.

Trustees agreed to the addition of the new risk and noted the above report.

Proposed by: Professor Catto

Seconded by: Professor Earls

## **10.2 General Purposes & Finance Committee**

### **10.2.1 Adoption of Minutes of Meeting held on 26 May 2017**

The out-going Vice-Chairman of GP&F advised the Board that the normal process for reporting Minutes was that the Draft Minutes of the May meeting of GP&F went to the June Board for information, and then to the September GP&F for approval, and then to the Board for adoption. He advised the Board that there had been an administrative error in the approved September GP&F Minutes now reported to the Board.

The out-going Vice-Chairman of GP&F highlighted the specific amendment in the papers provided, noted again that the error had been investigated and had been one of version control and that there was no governance issue for GP&F. Following discussion it was agreed that the correct Minutes should be adopted by the Board.

The Chief Executive added that the error was regrettable, that resources in this area would be reviewed and lessons learned reflected upon.

The Board adopted the minutes from GP&F.

Proposed by: Professor Fleming

Seconded by: Professor Earls

### **10.2.2 Draft Minutes of Meeting held on 1 September 2017**

The out-going Vice-Chairman of the GP&F Committee advised that the above Minutes were unconfirmed and for noting only at this point and would be brought for adoption to the December meeting of the Board.

The Board noted the Minutes of 1 September 2017.

It was agreed that in future Minutes of Committees will only be submitted to the Board once approved by the Committee.

### **10.2.3 Working Group Update**

The Chief Operating Officer updated the Board on Working Group meetings that were scheduled.

The Board noted the update.

### **Papers arising from GP&F on 1 September 2017**



#### **10.2.4 Performance Reports**

##### **a) Financial Performance**

The Chief Executive presented the Finance Report and advised the Board that the Head of Finance & Income Generation had taken the GP&F Committee through the report in detail. The out-going Vice-Chairman of GP&F stated that the detailed presentation of the finances at GP&F had been very helpful and he advocated that those presentations continue.

There were no further questions and the Board noted the report.

##### **b) Business Performance Report**

The Chief Executive advised the Board that delivery of the KPIs was on schedule and the detail was presented for information.

The Board noted the report.

#### **10.2.5 Policies for Approval**

##### **a) Social Media Conduct**

The Chief Executive advised the Board that the Social Media Conduct Policy had been reviewed by GP&F and that amendments were highlighted. The Policy was now brought to the Board for approval.

The Chief Executive confirmed that negative as well as positive use of social media would be addressed through the training.

The Board approved the Social Media Conduct Policy.

Professor Catto left the meeting at 1.10pm

##### **b) Conflicts of Interest & Representation on External Bodies**

The Chief Executive advised the Board that the Conflicts of Interest & Representation on External Bodies Policy had been reviewed by GP&F and that amendments were highlighted. The Policy was now brought to the Board for approval.

The Board approved the Conflicts of Interest & Representation on External Bodies Policy.

### **11. ASSEMBLY QUESTIONS WRITTEN AND ORAL AND FOIS**

Trustees noted the above report which included an FOI question regarding lost, stolen or un-located items from the collections.

The Director of Collections clarified the difference between core and support collections and advised the Board that due to a loss of expertise, particularly in the area of entomology, there was sometimes a difficulty in locating specific insects.

The Chairman acknowledged the increased testing in this area and improved systems.

Action: A paper on collections to come to the December Board.

## 12. AOB

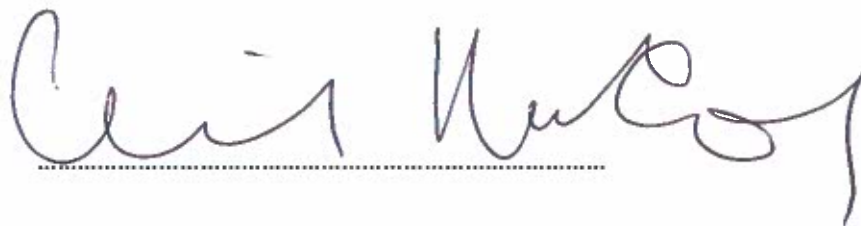
The Chief Executive undertook to review WIFI in Cultra Manor.

## 13. DATE OF NEXT MEETING

The next meeting of the Board will take place on Friday 8 December 2017.

The Chairman closed the meeting at 1.20pm.

Signed:

A handwritten signature in black ink, appearing to read 'Chris Kelly', is written over a dotted horizontal line. The signature is cursive and extends to the right of the line.

Date: 07.12.2017

Copies to: DfC, Trustees, File, Website.