

CONFIRMED MINUTES
MEETING OF BOARD OF TRUSTEES

Friday 19 June 2020
Video-Conferencing via Microsoft Teams

Trustees Present:

Mr Miceal McCoy – Chairman
Professor Garth Earls – Vice Chairman
Professor Karen Fleming
Mrs Hazel Francey
Dr Rosemary Kelly
Dr Leon Litvack
Mr Alan McFarland
Dr George McIlroy
Mrs Catherine Molloy

In Attendance: (Item 8.1)

Phillip Tefft, Ralph Appelbaum Associates (RAA)
Helen Schulte, Ralph Appelbaum Associates (RAA)
Gordon Gibb, Hoskins Architects

National Museums NI:

Kathryn Thomson, Chief Executive (CEO)
William Blair, Director of Collections (DC)
Colin Catney, Chief Operating Officer (COO)
Michelle Ashmore, Secretariat

1. Welcome & Apologies

The Chairman formally welcomed everyone to the meeting.

Chairman to advise that meeting is being held virtually:

- Members to mute microphones unless speaking
- If anyone leaves the meeting they must advise Chairman of this to enable it to be recorded in the minutes.

Apologies were received from:

- Mrs Daphne Harshaw

2. Conflicts of Interest

The Chairman noted that the UAFP Vision Paper is included in the papers and Mr McFarland is on Scots-Irish Trust Board. Mr McFarland advised his view that this is a partnership not a

conflict. Mrs Francey advised that she is a member of the Equality Commission and Mrs Kelly advised she is a member of the Royal Ulster Academy.

3. Approval of Minutes of Meeting held on 27 March 2020

Trustees approved the Minutes of the Board Meeting held on 27 March 2020

Proposed by: Professor Earls

Seconded by: Mrs Francey

4. Matters Arising

4.1 Update on Actions from previous meeting

The CEO advised Trustees on the summary of actions from the meeting of 27 March 2020 which had all been completed.

5. Business of Chairman

5.1 Board Annual Work Plan

Trustees noted the Board Annual Work Plan which has been updated to June 2021.

5.2 Board Self-Assessment 2019-20

The Board agreed the self-assessment scores and commentary.

Chairman will return to this when new Trustees are appointed.

5.3 Annual Assurance Statement

The CEO advised that National Museums NI are required to provide an Annual Assurance Statement to the Department signed by the Chairman on behalf of the Board. The statement covered the period to the end of March 2020. Given the current situation this has not yet been formally requested by DfC.

The Board approved the Annual Assurance Statement subject to additional commentary to be added by CEO regarding budget restraint National Museums NI are currently under.

Proposed by: Dr Litvack

Seconded by: Dr McIlroy

5.4 Election of Vice Chairman

The Chairman advised that in line with the procedure agreed in March 2017 and as implemented last year – nominations for Vice Chairman should be made via the Chief Executive by 31 July 2020. Following nominations, a facility will be set up for voting if required. A proposer and seconder is required for each nomination.

5.5 Trustee Insights and Intelligence

Dr Litvack raised the Black Lives Matters campaign. The DC provided a summary of the corporate position that has been developed and agreed to circulate to Trustees for review.

6. Loans & Disposals

6.1 Disposals for Approval by the Board of Trustees

Trustees approved the disposals as presented and the Chairman will sign the schedule on behalf of the Board after COVID 19.

Proposed: Dr Litvack

Seconded: Hazel Francey

6.2 Loans Approved by GP&F

The Board noted the loans approved by the GP&F Committee at its meeting on 22 May 2020.

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:

Future Planning:

- Ulster Museum – despite the Covid-19 outbreak the master planning work with has continued successfully and remains on schedule
- Ulster Folk Museum – Strategic Outline Case (SOC) has been submitted to DfC for approval
- Ulster American Folk Park – visioning study is now completed and included on the Board Agenda. Work on the masterplan is nearing completion and will be presented to the Board in September

Organisational delivery:

The CEO provided a comprehensive update on the management of the current situation and plans for reopening, acknowledging the significant role the senior management team have played leading the organisation at this extremely challenging time and highlighted:

- Digital engagement with audiences has focused on the collections and the core ethos of museums, including bringing online key exhibitions;
- Education programme – following both education and museum sector advice it is not planned to deliver on-site learning for schools again until 2021. However, the new education programme will be launched in September 2020 offering remote learning options initially and, by early 2021, combine this with carefully planned museum visits;
- Visitor Experience – reopening extremely complex and teams are working together across the organisation to plan for this. Subject to Departmental approval on the

budget it is hoped to be ready to open the Ulster Museum at the end of July and the other museums through August and September;

- Self-generated income has been severely impacted and it is forecast that £2.4m (85%) will be lost this year;
- Organisational perspective – staff communication and engagement has been a key priority throughout with weekly updates, team meetings and informal meetings and briefings; and,
- Financial Forecast – currently forecasting a deficit of £1m to the year end when modelling the impacts of Covid-19. We have not been successful in accessing the business rates relief scheme which would have helped this position considerably. Trustees had been briefed earlier in the week on a range of reopening options and financial implications that had been submitted to DfC. A business case for the costs Covid-19 adjustments to reopen safely has also been submitted.

The Board of Trustees reiterated its concerns regarding the impact that significantly reduced levels of Grant-In-Aid in recent years is having on the organisation – in particular the increasing reliance on in-year monitoring to balance the budget. The Board noted that the current situation has compounded this problem with a loss of over 85% of self-generated income. Following a substantial discussion, the Board agreed their full and unanimous support for the representations that have been made by the Chief Executive to the Department, and the urgent need for confirmation of the resources available to support the reopening of museums.

The Board also recognised that the national museums have a critical and unique role to play in society, and can make a key contribution to the health and wellbeing of the local population as it emerges from the current situation.

The Chief Executive provided assurances that in the spirit of partnership the senior team at National Museums NI are working as closely and collaboratively as possible with DfC to find an agreed way forward.

8. Strategic Priorities

8.1 Ulster Museum Masterplan

The Chairman welcomed representatives from RAA and Hoskins Architects, who gave a summary presentation on the development of a new masterplan for the Ulster Museum.

The Board confirmed their full support for the work completed so far and welcomed its conclusion.

Trustees noted the report.

8.2 Ulster American Folk Park Visioning Report

A Visioning study report for UAFP has been completed similar to a previous study carried out for UFM.

The COO advised that the report sets out a clear vision for the future in becoming a cultural heritage business and being courageous looking into new themes to move forward.

Trustees noted the report.

8.3 Troubles & Beyond Evaluation

The DC reminded the Board that in December 2019, Ruth Flood Associates were appointed to undertake a comprehensive evaluation of National Museums NI's work on the Troubles and Beyond. This included Art of the Troubles, Silent Testimony, Voices of '68 and the Collecting the Troubles and Beyond project and associated permanent gallery.

The DC advised that work is already underway to implement the recommendations.

Trustees noted the report.

8.4 New Collections Management System – Board Reserve Fund Bid

The DC advised the Board that the proposal presented for Board approval was to enable the current system to be upgraded as a critical priority.

The Board approved the proposal.

Proposed by: Dr Litvack

Seconded by: Mrs Francey

8.5 Collections, Sites and Biodiversity Conservation

The DC advised that the report sets overarching principles to ensure National Museums NI takes a proactive holistic approach to fulfilling its environmental responsibilities, outlining a series of commitments to maximise the potential of both collections and sites.

The Board endorsed the position.

9. Board of Trustees' Committees

9.1 Audit & Risk Assurance Committee

9.1.1 Adoption of Minutes of [ARAC] Meeting held on 24 March 2020

The Chairman of ARAC presented the minutes of the March meeting. Trustees adopted the minutes of the ARAC meeting of 24 March 2020.

Proposed: Mrs Molloy

Seconded: Mr McFarland

The Chairman of ARAC gave a verbal update of the Committee meeting held on 5 June and highlighted the following:

- A number of reports were presented including:
 - Risk Management which had been updated to include COVID 19
 - Review of Collections Digitisation
 - Draft annual report which was updated by Head of Finance & Governance and ARAC Chairman before coming to Board.
- Annual review of performance of Internal Audit to be presented at September Board meeting
- Tender for the appointment of the new internal audit contract was near conclusion

Papers arising from ARAC meeting of 5 June 2020:

The following papers were approved by the Board:

- 9.1.2 Corporate Risk Register**
- 9.1.3 Draft Governance Statement 2019/20**
- 9.1.4 Draft Annual Report and Accounts 2019/20**
- 9.1.5 IAS Annual Assurance Statement**
- 9.1.6 Lending & Borrowing Policy**

Proposed by: Professor Fleming

Seconded by: Dr McIlroy

9.2 General Purposes & Finance Committee

9.2.1 Adoption of Minutes of GP&F Meeting of 28 February 2020

The Chairman of GP&F presented the minutes of the February meeting. Trustees adopted the minutes of the GP&F meeting of 28 February 2020.

Proposed: Dr Litvack

Seconded: Professor Fleming

The Chairman of GP&F gave a verbal update of the Committee meeting held on 22 May and highlighted the following:

- HR and OD Report
- Financial Performance and Business Plan Report
- Lending & Borrowing Policy
- Standard Health & Safety Report
- Equality Commission report which was accompanied by Disability Access Plan
- Loans for approval

Papers arising from GP&F meeting held on 22 May 2020:

The following papers were noted by the Board:

- 9.2.2 Performance Reports:**
 - a) **Financial Performance**
 - b) **Business Performance Report**

The following papers were approved by the Board:

9.2.3 Other Reports

- a) **Lending & Borrowing Policy**
- b) **Equality Commission Report**

Proposed: Dr Litvack

Seconded: Professor Fleming

9.2 Remuneration Committee

9.3.1 Adoption of the Minutes of the Meeting held on 15 November 2019

The Chairman of RC presented the minutes of the November meeting. Trustees adopted the minutes of the RC meeting of 15 November 2019.

Proposed by: Mr McFarland

Seconded by: Mrs Francey

10. FOIs

The Board noted the FOIs reported since the last meeting.

11. Any Other Business

The Chairman advised that he would like to reconvene the Governance Working Group. The CEO advised that currently there was no resources available to service the group. The Chairman advised that Trustees would consider in the first instance.

The Chairman thanked the CEO and Senior Management Team for their continued hard work at this challenging time.

12. Date of Next Meeting

The Chairman advised Trustees that the next meeting of the Board and the Annual General Meeting would take place on Friday 25 September 2020.

The Chairman closed the meeting at 1.20pm.

Actions

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| 5.5 | Black Lives Matter corporate position paper to be circulated to Trustees | CEO |
| 7.1 | Letter to be sent to DfC in relation to reopening | Chairman |