

Minutes of the **BOARD OF TRUSTEES** held on 11 September 2014 in the Court Room, National Museum Cardiff

Notes	Actions by
<p>PRESENT: Elisabeth Elias, President, (in the Chair); Haydn Edwards, Vice President; Peter Morgan, Treasurer; Laurie Pavelin; Carol Bell; Glenda Jones; Gareth Wyn Jones; Victoria Provis; Tony Akins; Christina Macaulay; Carole-Anne Davies; Miriam Griffiths; Robert Pickard; David Anderson, Director General; Mark Richards, Deputy Director General / Director of Operations; Neil Wicks, Director of Finance & Corporate Resources; Janice Lane, Director of Learning, Exhibitions & Digital Media; Judith Ingram, Head of Policy & Planning and Elaine Cabuts, Museum Secretary.</p> <p>IN ATTENDANCE: Kay Andrews, Trustee-elect; Linda Tomas (CyMAL), Rosanna Harrison, AMA mentee attending as an observer.</p>	
<p>1 WELCOME AND APOLOGIES</p> <p>1.1 Members, new Trustee Carol Bell, Trustee-elect Kay Andrews (from 01 December 2014), Linda Tomos and observer Rosanna Harrison were welcomed to the meeting. Apologies were received from David Vokes, Keshav Singhal, Hywel Ceri Jones (newly appointed Trustee), Lesley-Anne Kerr (CyMAL), and Peter Wakelin, Director of Collections & Research.</p> <p>1.2 The President wished to record that this was the first meeting after the death of Trustee Jonathan Osmond, and that Trustees wished to acknowledge their respect, admiration and gratitude for the time he gave to the Museum, especially in his capacity as Chair of the St Fagans National History Museum Making History Project.</p>	
<p>In the Closed Session of the meeting the Board discussed and were briefed on Trustee appointments, the Change Programme, financial planning, and horizon scanning.</p> <p><i>At this point the meeting was opened to the public but no members of the public were in attendance.</i></p>	
<p>2 MINUTES</p> <p>5.1 Resolved: That subject to item 5.2.4.3 be corrected to state: ‘Accordingly, and that Glenda Jones be appointed to the NWMS Ltd Board and that as from 01 December 2014 Laurie Pavelin be appointed to the NWMS Ltd Board following the retirement of Peter Morgan on 30 November 2014, and that Chris Jackson be appointed as Chair of NMGW Enterprises Ltd Board’ the Minutes of the Board meeting on 19 June 2014 be approved.</p>	

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<p>3 MATTERS ARISING</p> <p>3.1 There were no matters arising, all items being covered in the meeting's agenda.</p>	
<p>4 GOVERNANCE</p> <p>4.1 Annual Formalities</p> <p>4.1.1 Terms of Reference</p> <p>4.1.1.1 <u>Received</u>: The Terms of Reference by the Director General.</p> <p>4.1.1.2 <u>Reported</u>: That the Director General had conducted a review to create parity across the various Terms of Reference.</p> <p>4.1.1.3 <u>Resolved</u>: That all Terms of Reference be further reviewed to create greater consistency where appropriate, noting the distinct nature of both the Development Board and the Arts Advisory Group; that the process of identifying the membership is undertaken in consultation with the members of the group and the President who submits recommendations to the Board; that it is acknowledged that further changes will be required to various Terms of Reference as the work of each group develops. In addition as follows for each:</p> <p>4.1.1.3.1 <u>Appointments & Remuneration Committee</u> Approved. Victoria Provis to contribute to future changes.</p> <p>4.1.1.3.2 <u>Performance Review Committee</u> Approved.</p> <p>4.1.1.3.3 <u>Audit Committee</u> Approved, subject to the last bullet point being amended to read: 'assurances relating to the corporate governance requirements for the organization including the Governance Statement'.</p> <p>4.1.1.3.4 <u>NMGW Enterprises Ltd</u> Approved, subject to the Memorandum & Articles of Association being consulted to see whether additional Trustee members are required, to ensure consistency with Trustee representation on other groups.</p> <p>4.1.1.3.5 <u>Arts Advisory Group</u> Approved.</p> <p>4.1.1.3.6 <u>St Fagans Project Commissioning Group</u> Approved.</p> <p>4.1.1.3.7 <u>Natural Sciences Museum Project Commissioning Group</u> Approved, subject to the number of Trustees needed to form a quorum being revised to three.</p> <p>4.1.1.3.8 <u>Development Board</u> Approved.</p>	<p>Director General</p> <p>President</p> <p>Museum Secretary</p> <p>Deputy Director General / Director of Operations</p> <p>Museum Secretary</p>

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<p>referring to papers previously circulated.</p> <p>5.2 Members noted the timing of staff engagement in the process. The Vision Statement and Purpose provided the framework through which staff could shape and take ownership of the objectives. Following a public consultation process the Vision would be confirmed in the spring 2015, although emerging elements will begin to appear in planning documents before this, because of the timing of the planning process.</p> <p>5.3 <u>Resolved</u>: Accordingly, and that the values were to be developed, prioritised, and a narrative drafted to accompany them, and that the Board to receive a draft public consultation document for its approval at the Board meeting in December, alongside some background information that presents the Vision within its overall context at Amgueddfa Cymru.</p>	<p>Director General</p>
<p>6 DIRECTOR GENERAL'S REPORT, QUARTERLY BRIEFING QUARTER 1, CURRENT ISSUES</p> <p>6.1 <u>Received</u>: A report by the Director General.</p> <p>6.2 <u>Reported</u>: That the Head of Policy & Planning noted the good progress that was being made during the first Quarter of the year. Formal learning figures reported above target and informal learning figures reported slightly below target. These will remain under review by the Director of Learning, Exhibitions and Digital Media</p> <p>6.3 In respect of the Museums Association conference on 9 and 10 October 2014 the Director General thanked the Welsh Government for their support. The conference would welcome its largest international contingent. At the invitation of the Foreign Commonwealth Office, the Director General and the Museum's Keeper of History and Archaeology had visited Patagonia to present the Museums Association <i>Museums Change Lives</i> report. A Memorandum of Understanding had been agreed with the Culture Ministry of Chubut, under the umbrella of the Welsh Government. The visit was well-received and connections with exhibitions and activities across Amgueddfa Cymru were noted. The Minister for Culture attended and contributed to the visit. Linda Tomos welcomed the Museum's support.</p> <p>6.4 <u>Resolved</u>: Accordingly and that future reporting on visitor figures includes, where appropriate, a narrative to support statistical reporting. That the Museum and CyMAL continue to explore possible connections and ways in which the Museum could help co-ordinate Patagonia's anniversary celebrations in 2015.</p> <p><i>Christina Macaulay left the meeting at this point</i></p>	<p>Director General / CyMAL</p>
<p>7 ST FAGANS: NATIONAL HISTORY MUSEUM PROJECT – PROGRESS REPORT</p>	

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<p>7.1 <u>Received</u>: A report by the Deputy Director General / Director of Operations.</p> <p>7.2 <u>Reported</u>: That the savings target of £1.4m had been agreed in principle with the expectation that work would start on site with the majority of the savings having been agreed. £250,000 of savings were to be found through further value engineering, before entering into contract. Work on the temporary entrance had begun, and the catering provision was being maintained there over the next couple of weeks. 25,000 visitors had been welcomed to the Food Festival. The Project Commissioning Group had met recently and discussed the name of the museum. The exhibition design was continuing to enable Stage E sign-off to be completed.</p> <p>7.3 <u>Resolved</u>: Accordingly.</p>	
<p>8 ENERGY UPDATE</p> <p>8.1 <u>Received</u>: A report by the Deputy Director General / Director of Operations.</p> <p>8.2 <u>Reported</u>: That Members were updated in respect of energy consumption and savings. The Museum was aiming for a BREEAM excellent standard for Gweithdy at St Fagans and to establish a cost-effective way of creating a green estate.</p> <p>8.3 <u>Resolved</u>: Accordingly, and that a cost report be presented to the Treasurer and Treasurer-elect.</p>	Deputy Director General / Director of Operations
<p>9 COLLECTIONS MATTERS</p> <p>9.1 Collections & Research Activities Report July – September 2014</p> <p>9.1.1 <u>Received</u>: A report by the Director of Collections & Research.</p> <p>9.1.2 <u>Reported</u>: Accordingly, that the Deputy Director General / Director of Operations presented the report on behalf of the Director of Collections & Research.</p> <p>9.1.3 Members noted the corporate priority audiences for the Museum were families, young people and tourists, and that these audiences were further refined by site and departments. Audience needs would be at the forefront of decisions concerning collection strategies. The Director General continued to monitor funding for international activity.</p> <p>9.1.4 <u>Resolved</u>: Accordingly.</p> <p>9.2 International Loans</p> <p>9.2.1 <u>Received</u>: A report by the Director of Collections & Research.</p> <p>9.2.2 <u>Reported</u>: That the Board was requested to consider the five</p>	

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<p>recommendations from the Art Advisory Group in respect of accepting and declining international loans.</p> <p>9.2.3 <u>Resolved</u>: Accordingly and that the recommendations be approved.</p> <p>9.3 De-accessioning</p> <p>9.3.1 <u>Received</u>: A report by the Director of Collections & Research.</p> <p>9.3.2 <u>Reported</u>: That Members were requested to approve the de-accessioning of items within the tinsmithing collection.</p> <p>9.3.3 <u>Resolved</u>: Accordingly, subject to the Friends being contacted to confirm they are content.</p>	<p>Director of Collections & Research / Deputy Director General / Director of Operations</p>
<p>10 COMMITTEE MATTERS</p> <p>10.1 <u>Received and Noted</u>: The draft minutes of:</p> <ul style="list-style-type: none"> i. Appointments & Remuneration Committee 3 June 2014 ii. Natural Sciences Museum Project Commissioning Group 18 June 2014 iii. NMGW Enterprises Ltd 24 June 2014 iv. St Fagans: National History Museum Project Commissioning Group <ul style="list-style-type: none"> (1) 24 June 2014 (2) 2 September 2014 v. Audit Committee 15 July 2014 vi. Performance Review Committee 15 July 2014 vii. Joint Performance Review and Audit Committees 15 July 2014 viii. Pension Trustees 16 July 2014 ix. Board Self-evaluation Questionnaire review group 16 July 2014 <p>10.2 <u>Reported</u>: That in respect of the Natural Sciences Museum Project Commissioning Group Members noted the ongoing programme of meetings with Cardiff City Council. That in respect of NMGW Enterprises Ltd, a good start to the year was recorded. That in respect of the St Fagans Project Commissioning Group, the June meeting had been Chaired by the President, and the September meeting had been Chaired by the Vice President, who was now appointed as the group's permanent Chair. That in respect of the Performance Review Committee, two areas within the Governance Statement previously not covered by the committee (Child Protection Policy and the Museum's Code of Practice on Complaints) were now covered and the Museum could take assurance that they were managed effectively. In respect of the Pension Trustees, Members noted the reliance on the Crown Guarantee to cover the Scheme's liabilities. Should the Guarantee be removed the Museum would need to explore other ways of reducing the gap. The Vice President thanked the Chair of the Pension Trustees for his work with the task group that was established to consider the appointment of the sub-contractors,</p>	

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<p>the administration of the scheme, and the investments and actuarial services. In respect of the Board self-evaluation questionnaire review group, the President reminded Members of the invitation for them to attend meetings of the Performance Review Committee.</p> <p>10.3 <u>Resolved</u>: Accordingly, and that in respect of the Performance Review Committee's Chair's report and Minutes the overall project budget for the St Fagans Project now sat at £27.136m. Should members wish to attend the Performance Review Committee they are to inform the Museum Secretary to ensure they receive the relevant papers. That a narrative report for the Board's self-evaluation questionnaire be included in next year's report to the Board.</p>	<p>Museum Secretary, Trustees</p>
<p>11 ANY OTHER BUSINESS</p> <p>11.1 Minister for Child Poverty – Vaughan Gethin</p> <p>11.1.1 The Director General noted that the Minister would be visiting St Fagans on 8 October 2014, the day of the start of the MA Conference.</p> <p>11.2 Photography in galleries</p> <p>11.2.1 Trustee Tony Atkins queried the Museum's policy regarding the use of photography in galleries. The Deputy Director General / Director of Operations informed Members of the Museum's policy, especially in relation to copyright, and that activity was monitored.</p> <p>11.3 Retirement of Peter Morgan as Treasurer of the Museum</p> <p>11.3.1 The President wished to record the Board's gratitude and thanks to Peter Morgan for his immense contribution to the Museum during his term of office. A proper occasion to mark his achievements was being arranged, but it was recorded that this was his last meeting of the Board of Trustees. Peter Morgan thanked the staff and his fellow Trustees for their support and commended Laurie Pavelin to the Board as his successor.</p>	
<p>12 STRATEGIC BOARD AGENDA</p> <p>12.1 Members noted the items to be discussed at the Board meeting on 11 December 2014.</p>	
<p>DATE AND TIME OF NEXT MEETING:</p> <p><u>Resolved</u>: That the next meeting of the Board of Trustees will commence at 9:00am on 11 December 2014 in the Court Room, National Museum Cardiff.</p>	