

Minutes of the **BOARD OF TRUSTEES** held on 29 June 2017 in the
Court Room, National Museum Cardiff

Notes	Actions by
<p>PRESENT: Elisabeth Elias, President (in the Chair); Carol Bell, Vice President; Laurie Pavelin, Treasurer; Carys Howell; Catherine Duigan, Glenda Jones; Hywel Ceri Jones; Jessica Seaton; Kay Andrews, Keshav Singhal; Michael Prior; Rachel Hughes; Robert Pickard; Tony Atkins; Victoria Provis; David Anderson, Director General; Neil Wicks, Director of Finance & Corporate Resources; Janice Lane, Director of Learning, Exhibitions & Digital Media; Richard Bevins, Joint Acting Director of Collections & Research; Nia Williams, Director of Learning & Engagement and Elaine Cabuts, Museum Secretary.</p> <p>IN ATTENDANCE: Lesley-Anne Kerr, Head of Museums Development Team, Museums Archives & Libraries Division, Heledd Fychan Corporate Affairs and Advocacy Manager.</p>	
<p>Declaration of Interests: Baroness Kay Andrews as Chair of HLF Wales in respect of all items where HLF is involved.</p>	
<p>1 WELCOME AND APOLOGIES</p> <p>1.1 Members and Lesley-Anne Kerr from Museums Archives & Libraries Division were welcomed to the meeting. Apologies were received from Diane Gwilt, Joint Acting Director of Collections & Research, and James Watkins, Head of MALD.</p>	
<p style="text-align: center;">In the Closed Session of the meeting the Board discussed and were briefed on Governance, International Loans, and Horizon Scanning.</p> <p style="text-align: center;"><i>At this point the meeting was opened to the public. No members of the public were in attendance.</i></p>	
<p>2 MINUTES</p> <p>5.1 <u>Resolved</u>: That the Minutes of the meetings held on 16 March 2017, and 9 May 2017 be approved.</p>	
<p>3 MATTERS ARISING from the minutes</p> <p>3.1 4.5 Welsh Language Policy – liabilities and training for Trustees. The Director of Learning & Engagement confirmed she was the Designated Officer responsible for day-to-day operational Welsh language compliance. Trustees themselves would not be criminally responsible for any breach under the Welsh Language Act, but that the Museum could be fined. The Welsh Language Commissioner is confident in our positive and pro-active approach to taking the right steps to ensure compliance. Welsh language training for Trustees will be explored at the next meeting in September.</p>	
<p>4 MALD BRIEFING: FOOTBALL MUSEUM AND NATIONAL GALLERY OF</p>	

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<p>ART; MUSEUM STRATEGY FOR WALES</p> <p>4.1 <u>Reported</u>: That the Head of Museums Development Team at MALD reported that the Football / Sports Museum feasibility study contract had been publicised. The Cabinet Secretary had agreed the scope for the National Museum of Contemporary Art for Wales feasibility study. The procurement process would be completed by the end of September 2017.</p> <p>4.2 MALD were awaiting on final comments to be received in respect of the Museum's Strategy before submitting it to the Cabinet Secretary. Once approved it would then proceed to public consultation.</p> <p>4.3 <u>Resolved</u>: Accordingly, and that the Board be updated at each meeting.</p>	<p>MALD</p>
<p>5 THE EUROPEAN UNION</p> <p><i>Declaration of Interest – Heledd Fychan, Board Member of the Museum's Association</i></p> <p>5.1 <u>Received</u>: A report by the Director General.</p> <p>5.2 <u>Reported</u>: That the paper set out the impacts and implications for the Museum, both current and future in relation to Brexit.</p> <p>5.3 Copies of a presentation given by Trustee Hywel Ceri Jones, on the Erasmus programme were made available to Members. Members noted other reports including one produced by the National Assembly for Wales, were also contributing to Wales's response to the decision to leave the EU. These reports demonstrated the wide-ranging impacts for the Higher Education sector and beyond.</p> <p>5.4 Members noted the Government's progress in relation to the Brexit negotiations. The Museum was currently involved in INTERREG projects, the European Research Council, and the British Council Property Fund, and it was continuing to work with partners globally. There were nine members of staff from EU countries. Collecting around the theme of Brexit was ongoing by Amgueddfa Cymru and local museums.</p> <p>5.5 <u>Resolved</u>: Accordingly, and that the report was noted.</p>	
<p>6 ST FAGANS REDEVELOPMENT PROJECT UPDATE</p> <p>6.1 <u>Received</u>: A report by the Project Director / Director of Finance & Corporate Resources.</p> <p>6.2 <u>Reported</u>: A significant milestone had been reached with the Board of Trustees meeting in the redeveloped Main Building – the first people to use the space before the facilities open to the public on 13 July. The non-public spaces to the right of the building were not part of the redevelopment project, and Members</p>	

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<p>noted that Amgueddfa Cymru had received funding from the Welsh Government to support capital maintenance projects across all its Museums. Completion was scheduled for October 2018, with Llys Llewellyn and the new galleries being opened in the autumn of 2019. The Project Director paid tribute to the Director of Learning & Engagement, and the St Fagans National Museum of History Development Advisor in particular, for their earlier work and dedication, whilst in their previous roles.</p> <p>6.3 Members discussed the remaining fundraising target, and strategy to achieve it. Opportunities such as working with the National Eisteddfod when it comes to Cardiff in 2018 were noted, especially as this would be the Eisteddfod with 'no fence'. Members noted that the Museum is sponsoring the Eisteddfod Chair.</p> <p>6.4 The Board thanked the staff and the Project Team for ensuring that Trustees were positively engaged throughout the process, including their work with the St Fagans Project Commissioning Group. Trustees welcomed the dialogue throughout, and felt they had been involved in the journey. They were confident that this was an excellent opportunity for the whole of Wales.</p> <p>6.5 The President thanked the Museum for reaching this milestone. Guests at yesterday's private tour were enthused by the achievements and would be positive ambassadors for Amgueddfa Cymru in the future. She recorded her thanks to the Director General for the leadership he had shown since his appointment. In response, the Director General thanked the Project Team, and the Project Director, for their achievements. The project, he felt, provided excellent value for money for the Welsh Government and for Wales. The Trustees also recorded their appreciation for Paul Loveluck, the Museum's past President, for his vision, work and contribution at the outset.</p> <p>6.6 <u>Resolved</u>: Accordingly, and that the report was noted. That the Development Director to attend future meetings of the Board to report on fundraising activity for St Fagans.</p>	<p>Development Director</p>
<p>7 COLLECTIONS & RESEARCH SIX MONTHLY REPORT</p> <p>7.1 <u>Received</u>: A draft report by the Acting Joint Director of Collections & Research.</p> <p>7.2 <u>Reported</u>: That the Director highlighted significant achievements for the Museum and our partners from within the report. The Trustees were thanked for their support in promoting exhibitions and activities through social media.</p> <p>7.3 Members discussed the promotion of new acquisitions and displays, particularly in the main hall at National Museum Cardiff, where changes to temporary displays were more frequent. The use of digital platforms to promote this work was also encouraged. Members noted that there was scope to better promote the quality of the Museum's research as a Research Institution.</p> <p>7.4 <u>Resolved</u>: Accordingly, and that the report was noted.</p>	

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<p>8 DIRECTOR GENERAL'S REPORT / QUARTERLY BREIFING QUARTER 4</p> <p>8.1 <u>Received</u>: A report by the Director General.</p> <p>8.2 <u>Reported</u>: The Director General noted the visitor figures were down on target and against last year, and that this was mainly due to the industrial dispute in quarter 1. Visitor figures at National Museum Cardiff were a positive exception with significant growth being witnessed because of the exhibitions programme.</p> <p>8.3 The Director of Finance & Corporate Resources noted the Museum's finances were within budget for the year, and that the savings target had been achieved. Members noted that the Museum is preparing to invest in National Waterfront Museum for upgrading works. St Fagans was, as expected, using the majority of the capital budget at the present time.</p> <p>8.4 <u>Resolved</u>: Accordingly, and that the report was noted.</p>	
<p>9 LEGAL & REGULATORY UPDATES</p> <p>9.1 <u>Reported</u>: There was nothing to report.</p> <p>9.2 <u>Resolved</u>: Accordingly.</p>	
<p>10 PERFORMANCE REVIEW COMMITTEE – PROPOSED AMENDMENT TO THE TERMS OF REFERENCE</p> <p>10.1 <u>Received</u>: A report by the Museum Secretary.</p> <p>10.2 <u>Reported</u>: That the Performance Review Committee had considered revising the number of Trustee Members that could be appointed to the Committee.</p> <p>10.3 It was proposed that Trustee Hywel John be appointed to the Committee.</p> <p>10.4 <u>Resolved</u>: Accordingly, and that no change to the total number of Trustees that can be appointed to the Committee is required. That Hywel John's appointment to the Committee be approved with immediate effect.</p>	
<p>11 PERFORMANCE REVIEW COMMITTEE – CHAIR'S ANNUAL REPORT</p> <p>11.1 <u>Received</u>: A report by the Chair of the Performance Review Committee.</p> <p>11.2 <u>Reported</u>: That the Chair noted the areas of delegated responsibility and issues that the Committee had considered over the year.</p> <p>11.3 <u>Resolved</u>: Accordingly, and that the President thanked the Chair for his report.</p>	

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<p>12 AUDIT COMMITTEE – CHAIR’S ANNUAL REPORT</p> <p>12.1 <u>Received</u>: A report by the Chair of the Audit Committee.</p> <p>12.2 <u>Reported</u>: That the Committee provided oversight in relation to financial matters, corporate governance compliance, and auditing requirements.</p> <p>12.3 <u>Resolved</u>: Accordingly, and that the President thanked the Chair for his report.</p>	
<p>13 CAERLEON AGM 25 MAY 2017</p> <p>13.1 <u>Received</u>: A report by Trustee Carys Howell – Chair of the AGM, and the Director of Gallery Development & Visitor Experience.</p> <p>13.2 <u>Reported</u>: That the Chair noted key highlights were the enthusiasm and local support for the Museum, partnerships and the number of school visits.</p> <p>13.3 <u>Resolved</u>: Accordingly, and that the President thanked the Chair for her report.</p>	
<p>14 ART ADVISORY GROUP MEMBERSHIP</p> <p>14.1 <u>Reported</u>: That the President reported that Mathew Prichard, Chair of the Group, had stepped down on 05 May 2017, and that Viscount Windsor would take over at the next meeting. The Board recorded its thanks to Mathew for his stewardship, and for his contribution to the Museum through his involvement with the Council, and as President between 1996 and 2002. Mathew Prichard continues to support the Museum through the Colwinston Charitable Trust, and in his role as Chair of Artes Mundi.</p> <p>14.2 <u>Resolved</u>: Accordingly and that changes to the membership of the Art Advisory Group be considered.</p>	<p>Joint Acting Director of C&R</p>
<p>15 TRUSTEE REVIEW MEETINGS WITH THE PRESIDENT</p> <p>15.1 <u>Received</u>: A report by the President.</p> <p>15.2 <u>Reported</u>: That the Trustees were thanked for their individual contributions.</p> <p>15.3 <u>Resolved</u>: Accordingly, and the priorities areas noted be considered. That the Welsh Government be invited to join relevant, informal discussion sessions with the Board and staff, prior to the Board meetings. The actions relating to each Trustee, recorded during the review meetings, be taken forward.</p>	<p>Senior Management Team</p>
<p>16 DRAFT MINUTES OF VARIOUS MEETINGS</p> <p>16.1 <u>Received and Noted</u>: The draft minutes of:</p>	

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<p>16.1.1 Art Advisory Group 058 May 2017</p> <p>16.1.2 NMGW Enterprises Ltd 09 May 2017</p> <p>16.1.3 Pension Trustees 16 May 2017</p> <p>16.1.4 Performance Review Committee 17 May 2017</p> <p>16.1.5 Audit Committee 18 May 2017</p> <p>16.1.6 Research Advisory Committee 18 May 2017</p> <p>16.1.7 St Fagans: National History Museum Project Commissioning Group 08 June 2017.</p> <p>16.2 <u>Reported</u>:</p> <p>16.2.1 Art Advisory Group - the Museum recorded its thanks to Ian and Mercedes Stoutzker for their support.</p> <p>16.2.2 NMGW Enterprises Ltd - new practices were being implemented and areas for development were being explored. Members noted that the company provided only part of the total income generated by the Museum. The Museum was grateful for the contributions of its independent Members. Trustees noted that the Strategic Partnership will be a platform for sharing commercial expertise.</p> <p>16.2.3 Pension Trustees - the Chair highlighted the funding performance chart.</p> <p>16.2.4 Performance Review Committee – point 8.1.2 to be amended to reflect the £131,000 that the Committee had approved at the meeting, and that the minutes and report were noted. The Development Board was a fundraising Board (rather than a scrutiny Board) and this would continue to be its priority.</p> <p>16.2.5 Research Advisory Committee – the Head of Research was working well with the Committee and that Trustee Catherine Duigan’s contribution was welcomed. The contribution of the external Members was very important in discussing Higher Education partnerships in particular.</p> <p>16.2.6 St Fagans – Members noted the Q&A sheet.</p> <p>16.3 <u>Resolved</u>: Accordingly, and that the draft Minutes were noted. That the St Fagans Q&A be circulated to all Trustees</p>	<p>Corporate Communications Manager</p>
<p>17 ANY OTHER BUSINESS</p> <p>17.1 Appointments & Remuneration Committee membership.</p> <p>17.2 <u>Resolved</u>: Accordingly and that Rachel Hughes’s appointment to the Appointments & Remuneration Committee be approved with immediate effect.</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 28 September 2017 in Big Pit National Coal Museum.</p>	