Minutes of the **BOARD OF TRUSTEES** held on 28 June 2018 Seiont Manor, Llanrug, North Wales

Notes	Actions by
 PRESENT: Carol Bell (in the Chair), Laurie Pavelin (Treasurer); Carys Howell, Catherine Duigan, Glenda Jones; Hywel Ceri Jones; Hywel John; Kay Andrews; Michael Prior; Rachel Hughes; Victoria Provis; David Anderson, Director General; Janice Lane, Director of Gallery Development and Visitor Experience; Nia Williams, Director of Learning & Engagement, Heledd Fychan, Head of Policy & Public Affairs and Elaine Cabuts, Museum Secretary. IN ATTENDANCE: Peter Owen, Acting Director of MALD. 	
DECLARATIONS OF INTEREST – Baroness Kay Andrews in respect of items relating to HLF. Carol Bell in respect of items relating to the Development Bank of Wales	
1 WELCOME AND APOLOGIES	
1.1 Members and Peter Owen were welcomed to the meeting. Dafydd Roberts, Keeper of National Slate Museum was also welcomed to the meeting. Thanks were offered to him and his team for hosting the Trustees the previous day. Apologies were received from Jessica Seaton, Robert Pickard, Neil Wicks, Director of Finance & Corporate Resources, Steve Burrow, Director of Collections & Research, and Lesley-Anne Kerr.	
In the Closed Session of the meeting the Board discussed and were briefed on the President and Trustee recruitment, the appointment of a Commercial Director, Thurley Review, National Gallery of Contemporary Art and Sport / Football Museum, Financial Planning, Development Department activity, Historic Wales Strategic Partnership, Horizon Scanning, International Loans and Turner House.	
At this point the meeting was opened to the public. No members of the public were in attendance.	
2 MINUTES	
5.1 <u>Resolved</u> : That the Minutes of the meeting held on 15 March 2018 be approved.	
3 MATTERS ARISING from the minutes	
3.1 Item 12.2 Carys Howell's appointment to the Board of NWMS Ltd That the NWMS Board approved Carys' appointment.	
3.2 Item 10.5 Ethical Research Policy That the Director General reported that the Research Ethics statement had been reviewed internally and that the Director of Learning & Engagement was considering the Museum's position in relation	

Notes	Actions by
to our work with volunteers. The Chair of the Research Advisory Committee noted the position with the Research Strategy, the relationship with univers and the Museum's European collaborations. The Director General noted the appointment of Steve Burrow as the new Director of Collections & Research The Chair of the Research Advisory Committee thanked the former Acting Director of Collections & Research for his work, noting that he will continue support the work of the Committee. <u>Resolved:</u> Accordingly and that Hywel John was confirmed as a member of Research Advisory Committee.	e ities e h. Joint to Director of Collectio
4 STRATEGY POLICY AND PLANNING	
4.1 Thurley Review	
4.1.1 <u>Reported</u> : That the Board noted the updates in respect of the areas being taken forward. The skills group was progressing well with positive ways be explored around the role of apprenticeships. The Commercial Director appointment was underway and Staff Relations were being developed through the involvement of the unions. The Director General would be meeting with the Minister for Culture, Sport and Tourism regarding plans f the National Slate Museum.	eing
4.1.2 The Board welcomed the positive updates and thanked the staff for their wand commitment. The work to develop skills and apprenticeships was a genews story for Welsh Government, delivering transformational change in a way that is central to our shared social and economic priorities. Trustees asked what the reporting requirements are to Welsh Government. The Director General noted that these were via the Quarterly review meetings.	ood a
4.1.3 Members noted that Dame Jenny Abramsky, former Chair of the HLF and Trustee of the Canal and River Trust was delighted with her recent visit to Fagans.	
4.1.4 Members noted the potential opportunities for Wales with the proposals to redevelop the National Slate Museum. This provided opportunities to reinforce the connections with Bangor and Glyndwr Universities, and to we with the Ambition Board. The Development Bank of Wales would be interested to learn of these proposals.	
4.1.5 <u>Resolved</u> : Accordingly, and Simon Thurley to be invited to the opening of Fagans on 18 October 2018.	Director
4.2 Historic Wales Strategic Partnership	General
4.2.1 <u>Reported</u> : That the partnership was working well and developing four area Skills, a Visitor Experience Group, the Commercial Development Group, a Back Office Group. This provides an excellent framework for all the part to achieve positive outcomes for Wales.	and

Notes	6	Actions by
4.2.2	Members noted that the Museum was working with the Federation of Museums and Galleries in Wales, the Museums Association and the Association of Independent Museums to review all the strategies relating to museum development in Wales. The Welsh Government had put a hold on the development of all future strategies. The sector was now working positively together to establish a sector-led and sector-specific strategy that will be produced in the summer for consultation, before it is presented to the Minister in the autumn. It will be a document that will be widely shared. The Director General reported that support for the wider museum sector in Wales was at the heart of conversations with stakeholders, and Welsh Government in particular. The Acting Director of MALD welcomed this approach.	
4.2.3	<u>Resolved</u> : Accordingly, and that a report be presented to the Board at an appropriate point in the future.	Head of Policy & Public
4.3	Sport / Football Museum and National Gallery of Contemporary Art	Affairs
4.3.1	<u>Reported</u> : That the Acting Director of MALD reported that in respect of the National Gallery of Contemporary Art the Museum's position within the draft report was being strengthened. He emphasised that any new National Gallery for Contemporary Art would be part of Amgueddfa Cymru. Officials in the Welsh Government are very impressed with the report and pleased with its overall direction. Amgueddfa Cymru should be at the centre of the hub, and that there should be a distributed collection as well as interventions around Wales. Welsh Government realised that, given the available resources, the proposals would need to be delivered in stages over several years. A report will be produced in the September, after which there will be a debate in the Senedd followed by a third consultation. This may result in a further feasibility study. The aim would certainly be to create something unique and distinctive for Wales. Brexit demonstrated the need to create something internationally significant for Wales.	
4.3.2	In respect of the Sport Museum, Welsh Government would receive the report in the autumn. Again a distributed model was being proposed, alongside enhancements to Wrexham Museum. There was scope to tour the collection, and opportunities to enhance the social history of sport at St Fagans.	
4.3.3	The Director General thanked the Acting Director of MALD for his update, and noted the Museum's existing plans for capital developments at National Slate Museum, National Roman Legion Museum and National Museum Cardiff. The Director General proposed that there be a national strategy for capital investments in culture in Wales, as is already the case in Ireland.	
4.3.4	Trustees noted the need to balance the political outcomes in respect of capital developments versus a distributed model and that latter suited Wales particularly well. Capital developments were not always the way forward.	
4.3.5	The Acting President noted the need to ensure that revenue costs were considered, as well as capital. A 'bottom-up' approach that encouraged local support would be welcomed, and a distributed model would be central to any	

Notes	Actions by
plans.	
4.3.6 Trustees noted the need to support Dafydd Elis Thomas in coming to a decision by ensuring he had all the information regarding our joint priorities and timescales.	
4.3.7 Trustees also noted the need to address staffing resources for our own and these other initiatives.	
4.3.8 <u>Resolved</u> : Accordingly, and that the Board to consider the proposals followin the debate in the Senedd.	g Museum Secretary
4.4 IIP40	
4.4.1 <u>Reported</u> : That the Director of Learning & Engagement updated the Board or progress with staff. The roadshows had been completed, and a staff survey had been launched. Working groups will be established involving a range of staff to take the work forward to ensure it is owned by everyone.	n
4.4.2 Glenda Jones, the Trustee representative elected to meet with the three unions, reported the recent successful meetings that had taken place together. The Board acknowledged the successful work undertaken to date and looked forward to hearing how staff were being involved in the future.	
4.5 Events Strategy	
4.5.1 <u>Received</u> : A report by the Events Manager and the Director of Learning & Engagement.	
4.5.2 <u>Reported</u> : That the strategy set out how the Museum would develop its reputation as a major event provider with a strong brand and clarity of purpose. The aim was to develop a balanced and sustainable portfolio for the next five years.	e
4.5.3 Trustees congratulated the Events Manager on the quality of the strategy and the analytical approach that had been taken to event planning.	d
4.5.4 <u>Resolve</u> : Accordingly, and the strategy was approved. The Museum's position as a registered charity to be strengthened in the final document.	n
5 ITEM 6.3 FINANCIAL POSITION REPORT	
5.1 <u>Receive</u> d: A report by the Director of Finance & Corporate Resources.	
5.2 <u>Reported</u> : That the Director General reported the financial position of the Museum, as recorded. Welsh Government were reminded of the Museum's position at each quarterly review meeting.	
5.3 <u>Resolved</u> : Accordingly, and that the update was noted.	

TEM 6.5 EUROPEAN NETWORKS BEYOND THE EU Reported: That the Director General reported on his recent visit to Brussels, and the connections made following introductions from Trustee Hywel Ceri Jones. The Director of Collections & Research would be travelling to Flanders to engage in a programme to support museum staff. The Museum was also engaged with the European Culture Foundation, and with other key stakeholders in Wales who were similarly concerned about our cultural relations within Europe. The Museum would be signing a Memorandum of Understanding with the National Museum of Ireland on 29 June 2018. This was another example of the developing network of agreements that were being established with key institutions around Britain. The Director General was pleased to note that the Museum would be looking to submit a bid to the 2020 or 2021 awards for the European Museum of the Year. Trustees welcomed the Director General's commitment and time in travelling to Brussels. They noted the different perceptions of Wales that existed there, and the possibilities for joint collaborations. Trustees questioned the Welsh and UK governments' preparedness for Brexit, noting that partnerships that had developed over the last forty years or so needed to be sustained. Trustee Hywel Ceri Jones presented evidence on the funding implications of Brexit to a Welsh Government Committee, and he had shared this with the Director General. The Acting President asked about the position of EU nationals employed by the Museum. The Director General said that we employed around twelve such staff, and their status is a concern. The Acting Director of MALD noted the Welsh Government's awareness of the issues. A £50m bid to support international engagement through culture was being explored, to actively enhance existing links and develop new ones.	tions
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Dafydd Ellis Thomas would be making a call to the cultural sector to positively contribute to the challenge. The Board noted the debate at the Chapter Arts Centre the following day, which would explore many of these issues.	
The Director General noted the potential role of the Council of Europe. The Museum was actively seeking to ensure cultural rights and cultural democracy was at the heart of its work going forward at the European level, and there are potential partners around these areas.	
developing a map setting out the various partnerships, networks and gaps that of National setting out the various partnerships, networks and gaps that	eper tural iences
David Anderson left the meeting at this point.	
TEM 6.4 WELL-BEING OF FUTUER GENERATIONS ACT - UPDATE	
Reported: The Director of Learning & Engagement reported that the Museum	

Not	es	Actions by
	had simplified the Vision and mapped our commitments to the goals within the Act. The Museum was part of a forum of twelve other sponsored bodies which were working together to consider methods of planning together for ten year strategies. Members noted that the Museum was developing a training programme with Academi Wales for Trustees and staff, around the Act.	
8	ITEM 6.1 QUARTER 4 OPERATIONAL PLAN PERFORMANCE REPORT	
8.1	Received: A report by the Director General.	
8.2	<u>Reported</u> : That the Head of Policy & Public Affairs reported on the achievements in the final quarter of the year, and the year overall including that the Museum had reached the highest ever visitor figures at just under 1.8m.	
8.3	The Acting President was pleased to learn that the Operational Plan for 2018/19 had now been approved by Welsh Government.	
8.4	The Treasurer noted the achievements that had not been realised in the year, and acknowledged the relationship between these and capacity within the Human Resources department to deliver them. He noted the importance of fully supporting the Museum's staff and their development. The Director of Learning & Engagement reported that an HR Manager had been appointed to support the Head of Human Resources, and that additional resources were being made available to the department. Health and Wellbeing initiatives will be evident throughout IIP40.	
8.5	Trustees noted that Welsh Government should be aware of the toll that was placed on staff during the industrial dispute. The Museum might consider drafting a paper that set out how the HR strategies could be consolidated.	
8.6	The Chair of the Research Advisory Committee expressed concern that the Research Strategy had been delayed, but was pleased to see that it was now progressing. He proposed that the Museum consider achieving a point where this was not a separate strategy but that it was joined in an interdisciplinary way, cross-referencing all the other areas of the Museum's work.	
8.7	The Acting President noted the need for more brevity and clarity with the papers.	
8.8	The Head of Policy & Public Affairs noted that the Director General's team wold soon include a planning role. An Internal Communications appointment had been made and the individual would be starting in August. Their role would include helping with IIP40, and reviewing policies and strategies and where they were located.	
8.9	<u>Resolved</u> : Accordingly, and that the progress was noted. That future reports list the exceptions at the start. That the areas of underperformance to be reflected in the Risk Register.	Head of Policy & Public Affairs

Not	es	Actions by
9	ITEM 6.2 FORTHCOMING EVENTS AND ACTIVITIES	
9.1	<u>Reported</u> : That the Head of Policy & Public Affairs highlighted the dates that Trustees should be aware of, and that some later dates may change.	
9.2	The Director Gallery Development and Visitor Experience reported on the successful launch of the exhibition Kizuna in both London and Cardiff, as well as the successful Qatar event held at National Museum Cardiff. Staff were congratulated for their hard work across both activities and for the achievements realised on the limited budget available.	
9.3	Trustees noted that the exhibition catalogues for both the Kizuna and From Bacon to Doig exhibitions were not available for the launches. These were for reasons beyond the Museum's control, but their availability now provides an opportunity to re-engage with relevant stakeholders again.	
9.4	The Director of Learning & Engagement updated the Board on plans for the Eisteddfod. <i>The Year of the Sea</i> framework is being used as part of a community exhibition based on Cardiff port, which will travel to other regions. There will be a programme of events and projections of how the port looked in the past. The Eisteddfod Crown and Chair were on display at National Museum Cardiff, and had been jointly sponsored by the Museum and Cardiff University.	
9.5	Resolved: Accordingly, and that the update was noted.	
10	ITEM 5 COLLECTIONS & RESEARCH Six monthly report	
10.1	Received: A report by the Director of Collections & Research.	
10.2	Reported: That in the absence of the Director of Collections & Research the report was noted.	
10.3	Rachel Hughes queried whether it was possible to evaluate where the key points of interest were with the collections in terms of events, and where the demand was.	
10.4	Catherine Duigan noted the value of the document and whether it was shared with universities and other stakeholders.	
10.5	Trustees suggested it would be valuable to hold a round-table in the Spring with all the universities in Wales coming together to learn about the Museum's activities. It was noted that the paper had not yet been shared with the Research Advisory Committee.	
10.6	The Head of Policy & Public Affairs reported that the Museum promoted, marketed and advertised its collections in a variety of different ways, through events, communications, annual reports, an impact report and through infographics.	
10.7	The Director of Exhibitions & Gallery Development noted that the report	

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included the interdisciplinary work of staff.	
10.8 Trustees noted the importance of the acquisitions, especially the Cerith Wyn Evans installation.	
10.9 <u>Resolved</u> : Accordingly, and that the report was noted.	
11 ITEM 7.1 STRATEGIC ESSENTIAL MAINTENANCE WORKS PROGRAMME	
11.1 <u>Reported</u> : That the Director of Gallery Development & Visitor Experience reported that the Board had been updated at its meeting the previous day in relation to costs and priorities. A forthcoming meeting with Welsh Government would take forward the updates received since the Performance Review Committee met in May, and that Committee would be updated at its meeting in July.	
11.2 <u>Resolved</u> : Accordingly.	
12 ITEM 7.2 ST FAGANS REDEVELOPMENT PROJECT	
12.1 <u>Received</u> : A report by the Director of Finance & Corporate Resources.	
12.2 <u>Reported</u> : That Ros Kerslake, the Chief Executive of HLF, and Richard Bellamy, Head of HLF Wales had visited St Fagans. Huw Thomas, the Leader of Cardiff City Council had also visited recently. The Museum had been appointed by The Curriculum, Assessment and Pedagogy Division in Welsh Government to review the recommendations regarding the new curriculum for Wales, across the arts, humanities, science and technology. An infographic of activity over the last five years is being developed. The Board was pleased to note the update in respect of the fundraising campaign. A range of events and activities for St David's Day were planned including a Gala and a sleepover. The Board noted that Andy Haldane, the Chief Economist for the Bank of England was exploring the ideas around the value of culture. The Acting President noted this was something the Museum should consider, and that Andy Haldane was a 'thought leader'.	
12.3 The Treasurer queried whether there would be a post-project review after 18 October 2018. The Director of Learning & Engagement confirmed that this was part of the HLF bid and that a range of staff would be involved.	
12.4 <u>Resolved</u> : Accordingly, and that update was noted.	
13 ITEM 8.1 BOARD OF TRUSTEES EFFECTIVENESS QUESTIONNAIRE	
13.1 <u>Received</u> : A report by the Museum Secretary.	
13.2 <u>Reported</u> : That the Acting President noted it was best practice to appoint an external evaluator once every three years. The key points she wished to see taken forward were that the Trustees to have more time for strategic	

Notes	Actions by
discussions; that there should be a simplification of performance and financial information being reported and that this could be implemented straight away; that there was a need to greatly restructure the papers and the agenda; that the Officers should set the context for why the agenda is the way it is during the discussion session the evening before; that there should be a review of the papers being repeated in private and public session; that our stakeholders should be listed at the front of our annual report; that work to review the Corporate Governance and Standards Framework be taken forward and ways of highlighting information to the Trustees be explored; that the incoming President to have a view on the organisation of the Board and its Committees; and that there should be a greater diversity amongst Board members. It was noted that the Trustees had offered their support to the Senior Management Team, and that this should be taken up with individual members using their expertise as necessary.	
13.3 Trustees questioned why items were repeated on closed and open session. It was suggested that other staff including the Development Director and 'Research Director' should attend for their items, and that papers should be marked 'sensitive' rather than 'confidential'.	
13.4 Trustees also noted that the Collections & Research paper could be removed from the papers and circulated electronically for information.	
13.5 The Treasurer noted the need to review the Sub Committee structures.	
13.6 The Board considered possible external evaluators who would be able to offer relevant benchmarking in respect of the effective governance of other organisations.	
13.7 The Acting President noted the opportunity for engaging Millennials with the Board on a short-term basis.	
13.8 <u>Resolved</u> : Accordingly, and that the report was approved. That the Museum to consider the recommendations and repeat the review next year using an external evaluator, and benchmarking the Museum with another relevant institution.	Museum Secretary
14 ITEM 8.2 APPOINTMENT OF CHAIR OF THE AUDIT COMMITTEE	
Hywel John left the room at this point.	
14.1 <u>Reported</u> : That the Acting President reported that following the retirement of Eurfyl ap Gwilym from the position of Chair of the Audit Committee a new Chair was required. Hywel John had attended as an observer at the May meeting and he was now being proposed as the new Chair of the Committee. The Acting President had written to Eufyl ap Gwilym to thank him for his contribution to the work of the Museum.	
14.2 <u>Resolved</u> : Accordingly, and that Hywel John be appointed as Chair of the Audit Committee for a term of four years, renewable once. That the Museum's	Museum Secretary

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documentation be amended to enable a Trustee or Officer of the Museum to be appointed as Chair, without the requirement that it be under exceptional circumstances only.	
Hywel John rejoined the meeting and was informed of the decision.	
15 ITEM 8.3 GENERAL DATA PROTECTION REGULATIONS	
15.1 <u>Received</u> : A report by the Director of Finance & Corporate Resources, and the Information Security Manager.	
15.2 <u>Reported</u> : That good progress had been made and privacy notices had been sent out. The Museum was working towards Data Protection compliance.	
16 ITEM 8.4 AUDIT COMMITTEE CHAIR'S ANNUAL REPORT	
16.1 <u>Received</u> : A report by the Chair of the Audit Committee.	
16.2 <u>Reported</u> : That the Treasurer reported that it was important the Board received this annual assurance report. The Board acknowledged the views of the internal and external auditors in that the Museum received positive assurances about its work.	
16.3 <u>Resolved</u> : Accordingly, and that the outgoing Chair was thanked for all his work with the Committee over the years.	
17 ITEM 8.5 CAERLEON AGM CHAIR'S REPORT	
17.1 <u>Received</u> : A report by Carys Howell and the Director of Exhibitions & Gallery Development.	
17.2 <u>Reported</u> : That a new purpose and format for the meetings needs to be established going forward. It was felt that thematic projects that were reported on across various sites could colour coded.	
17.3 The Chair of the Research Advisory Committee noted that the information being reported at this meeting would be welcomed within the Research Advisory Committee. Also the way in which this work involved / could be promoted to universities and international partners.	
17.4 <u>Resolved</u> : Accordingly, and that the report was noted.	
18 ITEM 8.6 DRAFT MINUTES OF VARIOUS MEETINGS	
18.1 <u>Received and Noted</u> : The draft minutes of:	
18.1.1 Pension Trustees 28 February 2018, 14 May 2018 18.1.2 Performance Review Committee 16 May 2018	

Notes	Actions by
 18.1.3 Audit Committee 17 May2018 18.1.4 St Fagans Project Commissioning Group 06 March 2018 and 07 June 2018 18.1.5 NMGW Enterprises Ltd 25 January 2018 and 08 May 2018 18.1.6 Art Advisory Group 26 April 2018 18.1.7 Appointments & Remuneration Committee 27 March 2018 	
18.2 <u>Reported</u> :	
18.2.1 Development Board – The minutes of these meetings are reviewed by the Performance Review Committee. The Chair of the Development Board noted that the Chair of the Performance Review Committee should receive a draft of the annual report in advance of it being presented to the Performance Review Committee.	
18.2.2 Appointments & Remuneration Committee – That the Acting President reported that the Committee had considered the Trustee representation on the Research Advisory Committee. It was agreed that no further appointments would be made until the new Trustees were in post. As noted in 3.2 above however, Hywel John has now been appointed. The future Committee structure would be considered by the new President, but it was recognised that a Committee that would look at major investments in real estate would be a valuable, immediate asset.	
18.2.3 The Acting President had also conducted the performance appraisal of the Director General and had shared the results with the Treasurer. The Board were pleased to note that the Director General had increased stakeholder engagement and that his performance targets had been met. Particular successes included the Kizuna exhibition. The Treasurer reported that the Director General would not be accepting any bonus, and that his pay would be aligned with the Pay Remit. A revised structure for reviewing the performance of the Director General going forward was considered.	
18.2.4 Resolved: Accordingly, and that minutes and updates were noted.	
19 ITEM 9 LEGAL & REGULATORY UPDATES – Welsh Language Standards Statutory Annual Report	
19.1 Received: A report by the Director of Learning & Engagement.	
19.2 <u>Reported</u> : That this was the first report to be produced. The Board noted the nature of the complaint received from the Commissioner.	
19.3 Trustees noted that change can be seen across the Museums, and that it was important that a Welsh Speaker was at the front desk of National Museum Cardiff at all times.	
20 ANY OTHER BUSINESS	

Notes	Actions by
There was no other business to report.	
DATE AND TIME OF NEXT MEETING: <u>Resolved</u> : That the next meeting of the Board of Trustees will commence at 9:00am on 04 October 2018 in the National Waterfront Museum, Swansea.	