

<b>Title of Meeting:</b>	<b>Museum Wales - Board of Trustees Closed Session</b>
<b>Date of Meeting:</b>	<b>Thursday 23 March 2023 at 9:30 – 10:45</b>
<b>Venue:</b>	<b>Studio One, St Fagans.</b>

**Present Board Members:**

Carol Bell (Chair)  
 Hywel John  
 Madeleine Havard  
 Gwyneth Hayward  
 Professor John Hunt  
 Ameerah Mai  
 Rachel Hughes  
 Robert Humphreys  
 Abigail Lawrence  
 Michael Prior  
 Richard Thomas  
 Cai Wilshaw  
 Freya Stannard  
 Catherine Duigan

**Present Executive Team Members:**

Peter Holt, Interim Chief Operating Officer  
 Phil Bushby, Director of Corporate Resources  
 Nia Williams, Director of Learning and Public Programmes  
 Nia Elias, Director of Business Development  
 Kath Davies, Director of Collections and Research  
 Janice Lane, Director of Visitor Experience.

**Additional Attendees Present:**

Elizabeth Connolly (Head of Human Resources)  
 Manon Edwardsahir (Head of Planning and Public Affairs)  
 Ioan Davies (Translator)  
 Sian Jones (Zoom Translator)

**Declarations of Interest:**

None received

**Apologies:**

David Anderson, (Director General)  
 Cai Wilshaw, Trustee

**Secretariat:**

Mark Petherick (Corporate Governance Manager)

**Item 1: Open Meeting**

1. The Chair welcomed all to the meeting and provided a particular welcome to new Trustees John Hunt and Ameerah Mai.

**Item 2: Review Minutes and Actions**

2. The minutes from the closed meeting held on 14<sup>th</sup> December 2022 were reviewed and with the additional amendments below were confirmed as a correct record.
3. CD suggested adding a short note to 5.2 of the minutes under Parasitology Collection for Deaccessioning - the Gwendolen Rees, component of the collection. CD highlighted that it was noteworthy that during the international women's day event held at Aberystwyth University it was confirmed that the University was going to name a building in her memory.
4. The Chair also confirmed that Trustees Kay Andrews, Carys Howell and Roger Lewis would be invited to a function after the board meeting in June to celebrate their contribution and dedication to Amgueddfa Cymru.
5. No further actions were raised.

**RESOLVED: T H A T the minutes from the closed meeting held on 14<sup>th</sup> December 2022 be approved.**

**Item 3: Review Closed Action Log from meeting held on the 14<sup>th</sup> of December 2022**

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

6. The Corporate Governance Manager confirmed that all actions from the closed meeting held on the 14<sup>th</sup> of December 2022 were completed.

**RESOLVED – T H A T the update from the closed action log be noted.**

**Item 4: Chairs Update****Committee Portal Board Effect**

7. The Chair confirmed that the Committee Portal Board Effect was now up and running for Board meetings.
8. The Corporate Governance Manager had circulated to Trustees and the Senior Executive Team an instruction email to join the committee portal. Trustees and members of the Senior Executive team also attended a question-and-answer session with the Board Effect team.
9. In addition, the Chair confirmed that the Corporate Governance Manager would be available to provide further support to Trustees and answer any question or queries that you may have.

## **Trustee Skills Audit Questionnaire**

10. The Chair outlined that the Charity Commission had designed a basic skills audit questionnaire for Trustees who represented charitable organisations.
11. The Chair confirmed that with input from the Senior Executive Team, Officers and building on the Charity Commission skills questionnaire design template. The Corporate Governance Manager had designed a questionnaire that was more specific for Museum Trustees.
12. The questionnaire was approved for circulation to trustees by the Appointments and Remuneration Committee at its meeting held on the 16<sup>th</sup> of March.
13. It was proposed that the skills audit questionnaire would be sent to all trustees every two years to help provide a baseline data of the skills and knowledge of our Trustees. The information gathered would be used to formulate a training and development programme and could also be used to identify skill set gaps for recruitment purposes.
14. The Chair made the point that the skills matrix did not include diversity / protected characteristics. However, these were captured separately as part of the Welsh Government trustee appointment process, and we should be mindful that we cannot require trustees to declare diversity data.
15. The Chair requested that Trustees complete the skills audit questionnaire and return to the Corporate Governance Manager by March 31<sup>st</sup>.
16. The next steps were as follows.
  - March 23rd, 2023 – Board updated, and form circulated.
  - March 31st, 2023 - Completed forms returned from Trustees.
  - May 31st, 2023 - Skills matrix analysis completed.
  - June 2023 – Feedback to ARC and Board.

**RESOLVED – T H A T the Chairs update be noted.**

### **Item 5. Amgueddfa'r Gogledd update**

Sponsor and Presenter: Kath Davies, Director\_of\_Collections & Research

17. The Director confirmed that key documents had been submitted to Welsh Government including, the Strategic Outline Case, Options Appraisal, Spatial Analysis, Design Concepts and Feasibility Study and were currently being reviewed.

18. Further confirming that clarification was being sought regarding the status of the review process, agreed next steps and how this would impact the overall project timetable.
19. The Director explained that Welsh Government had indicated that it wished to undertake a second site options appraisal before moving forward as there were questions regarding the location of Amgueddfa'r Gogledd.
20. The Director confirmed that the Museum had met with officials with regards to the position and that the Chair had also requested a written response to that, but clarification had not yet been received.
21. Several discussions had taken place with Welsh Government officials in relation to potential funding to facilitate the delivery of the LUF project. £6.2m had been awarded to the scheme and further partnership funding was required to deliver the project objectives.
22. The Director confirmed that a high-level indicative funding bid had been submitted to Welsh Government. Further highlighting that to match the levelling up package the Museum had requested a total of 4.1 million from Welsh Government over the next two years.
23. The Director of Corporate Resources also confirmed that he would bring a further report around funding to the next committee meeting of the Performance, Planning and Resources Committee.
24. The Chair commented that the good news was that plans were modular and that the Museum could match the first phase of improving the visitor experience. Further commenting that Welsh Government were sympathetic to the Museums position to securing capital to go alongside the levelling up money.
25. CD commented it would be important to look at the narrative around this work going forward as this would be raised in April at external committee meetings.
26. The Chair agreed that we must be aligned around a narrative at that point.
27. The Director of Business Development agreed that the narrative was also important from a stakeholder and fundraising perspective. Highlighting the need to work together on a strategy that was ambitious and provided confidence to all.
28. CD also mentioned the importance of the UNESCO expectation as the project was not just a Wales only project as it also had an important international dimension.
29. Trustees, having considered the report and all the issues and implications contained therein.

**RESOLVED: T H A T the contents of the report be noted.**

**Item 6. National Contemporary Art Gallery for Wales**

**Sponsor and Presenter: Kath Davies, Director of Collections & Research**

30. The Director confirmed that significant progress had been made on the project, both in terms of the digitisation of the collection and preparation for the roll out of the next stage of the project.
31. Over 25,000 items from the modern and contemporary collection had now been digitised. The Director confirmed that a soft launch of the web site was being planned along with the development of a whole range of supporting material, which included artists, biographies, interviews with artists, virtual tools, supporting learning materials.
32. The soft launch of the new website would take place on the 29th of March, and a link would be sent to Trustees who will have the opportunity to provide any feedback within the trial process period.
33. The additional funding made available by Welsh Government had enabled the Museum to move forward with some key staff appointments to help deliver the extensive loan programme, develop learning content and activity and to enhance the programme of conservation.
34. The newly appointed Community Loans Officer would be instrumental in managing the practicalities of making items from the collection available to the network of galleries.
35. Further appointments included a Learning Officer to support the galleries and develop additional learning material for the website. In addition, the recruitment of a Creative Director was in progress and the Museum was currently shortlisting candidates.
36. The Director confirmed that a number of meetings had been held with the National Library to develop the library collections programme, confirming that over 20 members of staff travelled from Aberystwyth for a team building day in February. A workshop with the nominated galleries was scheduled at NMC in late April.
37. Welsh Government had requested some further revisions to the Outline Business Case which would be resubmitted by the end of March. There was currently a lack of clarity relating to the timing of the announcement by the First Minister in relation to the project, but this had no impact in relation to the release of project funding.
38. A second call-out for Anchor Gallery sites had been made with a particular focus on encouraging applications from third sector organisations.
39. Trustees, having considered the report and all the issues and implications contained therein.

**RESOLVED: T H A T the contents of the report be noted.**

**Item 7. Items for De-accessioning**

Sponsor and Presenter: Kath Davies, Director\_of\_Collections & Research

**7.1 Dinosaur Cast and Fossil Bivalve Fragments.**

40. The Curator and Collections Manager of Paleontology had proposed the transfer of ownership of a replica dinosaur skeleton previously referred to as Megalosaurus, from the Isle of Wight.
41. The dinosaur cast (accession no: 88.58G.1) was acquired in the late 1980s purchased from Steve Hutt, Sandown Museum, Isle of Wight, after the successful Dinosaurs from China exhibition.
42. The cast was a duplicate of one currently on display in the Evolution of Wales Gallery and had been on permanent display in World Museum Liverpool for over 20 years.
43. The World Museum was keen to have ownership of the cast so that the display would not be compromised and to ensure that the specimen remained part of a popular public display. The transfer of ownership would maximize the public benefit that could be derived from the specimen.
44. Transfer of the cast was recommended, by the Acquisitions, Loans & Disposals Group.
45. The Director also highlighted a further request from the Natural Sciences Department was for the disposal of two large specimens (accession nos. 83.22G.1140 + 1141) containing partial fragments of fossil bivalves from St Mary's Well, Penarth.
46. They were labelled as 'maybe being from the Middle Jurassic and collected from within a fault zone' and if they were that age, they would have been important to our understanding of the local geology.
47. The fossils were not well consolidated and were crumbling in places. They were taking up valuable storage space and had no conceivable use now or in the future. These were fragmentary specimens of a common species, and their deaccession would have no implications.
48. Trustees, having considered the report and all the issues and implications contained therein.

**RESOLVED:**

**(1) T H A T the transfer of ownership of the Dinosaur cast be approved.**

**(2) T H A T the Partial fragments of fossil bivalves – De-accession be approved.**

## **7.2 Library books.**

- 49. The purpose of the Museum Library was to support the research activities of Museum staff and associated researchers through providing access to resources and signposting to relevant information sources.
- 50. The Director confirmed that work was underway on a project to review and evaluate collections to ensure that they best support the day-to-day work of the Museum.
- 51. The work had identified a number of books to put forward for disposal, as they did not meet current or future needs and their removal would help to maintain a quality Library Collection that was accessible and user-friendly.
- 52. Over 450 books had been selected and they all came from the 000s Dewey classification area. Books from this classification area predominantly related to the subjects of information science and data processing.
- 53. Once approved for deaccession the plan was to offer them to interested museums or libraries. A full list of the books proposed for disposal could be provided upon request.
- 54. Trustees, having considered the report and all the issues and implications contained therein.

**RESOLVED: T H A T the deaccession of library books be approved.**

### **Item 6. Update on the National Waterfront Museum Swansea and Swansea City Council funding position.**

**Sponsor and Presenter: Janice Lane, Director of Visitor Experience**

- 55. The Director of Visitor Experience informed trustees of the ongoing conversations that were taking place with Swansea City Council.
- 56. The governance arrangements for National Waterfront Museum Swansea are operated in partnership with Swansea City Council and Welsh Government. These were the three key partners who funded the operation as part of a 25-year legal agreement established when the museum was built.
- 57. The Director of Visitor Experience confirmed that in January the Museum was made aware that Swansea City Council was considering making a reduction to that operating budget as part of proposed budget cuts. The proposal would be presented to their Cabinet at the end of March.
- 58. The Director confirmed that the Museum had met with their Chief Executive and Head of Culture at that time, flagging that this was outside of the legal agreement, making it clear that although the Museum was sympathetic to their financial pressures, the Museum would consider taking action if the Council reneged on the 25-year agreement.

59. The Director confirmed that discussions were ongoing with Swansea City Council and a further two meetings had taken place. One including the Chief Executive and the Director of Place, and then a subsequent meeting with the Head of Culture.
60. The Director confirmed that meetings were very positive. Further commenting that our principles throughout this process had been to continue to work in partnership and be as supportive as possible. However, it was important to recognise that we had a legal agreement in place until 2030 and there was a mutual responsibility.
61. The Council had now confirmed that any reduction would not actually be implemented until 2026/27, which was close to the break point clause within the agreement.
62. This meant that Swansea would not be in breach of the agreement, and it also provided time for the Museum to plan for a longer-term solution as a collegiate partnership involving Welsh Government as the third partner.
63. In closing the Director confirmed that discussions were ongoing with Swansea City Council and that the Museum had also made Welsh Government aware of conversations around budget as they were a key partner. In closing the Director, confirmed that the Museum was flagging this as a risk and that Trustees would be kept informed on progress.

The Committee, having considered the update and all the issues and implications contained therein.

**RESOLVED: T H A T the verbal update be noted.**

## **Item 8. Minutes from other Committees**

### **8.1 Appointment and Remuneration Committee Minutes – 30 January**

64. The Minutes from the Appointment and Remuneration Committee held on the 30<sup>th</sup> of January 2023 were submitted.

#### **Appointment of Chief Executive**

65. The Chair of the Appointments and Remuneration Committee provided an update with regards to the appointment of a Chief Executive.
66. The Appointments and Remuneration Committee on the 16<sup>th</sup> of March discussed the job title, and recruitment partner for the position.
67. The committee agreed to the title as Chief Executive and agreed that AEM recruitment be contracted as the recruitment partner to assist in the appointment.
68. RH further confirmed that the appointment would be on a fixed term contract of 5 years with a further 5-year term extension and that this approach would be reviewed by Trustees periodically.



69. RH confirmed that a meeting had been set up with the new recruitment partners to agree an appointment timeline and this would be shared with trustees.

70. The Chair also confirmed that the Interim Chief Operating Officer had agreed to the extension of his position whilst the process was taking place.

71. HJ requested that trustees receive a full updated scheme of delegations.

**RESOLVED: T H A T the update on the Appointment of Chief Executive be noted.**

**Appointment of Chair and Vice Chair**

72. The Corporate Governance Manager confirmed the timeline provided by Welsh Government for the appointment of the Chair and Vice Chair.

- 13 March – Advert is published.
- 11 April – Closing Date
- Mid-April – Sift
- Mid/late May – Interviews

**RESOLVED: T H A T the minutes of the Appointments and Remuneration committee held on the 30<sup>th</sup> of January 2023 be noted.**

73. Trustees were asked to approve appointments agreed at the Appointments and Remuneration committee meeting held on the 16<sup>th</sup> of March 2023.

**(1) T H A T Hywel John (Treasurer) and Robert Humphreys appointments as Trustees be extended for a second term of 4 years from the 14<sup>th</sup> of April 2023.**

74. The Chair confirmed that Dr Madeleine Havard would not be taking up the option for a second term as a Trustee.

75. In addition, the Chair confirmed that the Museum was waiting for further clarification on Welsh Government Appointees.

76. The Chair confirmed that Roger Lewis, Carys Howell, Madeleine Havard and Kay Andrews would be invited to the next board meeting to celebrate their work and dedication to the work of the Museum.

77. MH also confirmed that her decision not to stand would mean that there would need to fill her appointment on the Audit Risk and Assurance Committee.

78. The full minutes from the 16<sup>th</sup> of March meeting will be circulated at the next Board meeting.

**RESOLVED:**

- (2) T H A T Hywel John (Treasurer) and Robert Humphreys appointments as Trustees be extended for a second term of 4 years from the 23<sup>rd</sup> of April 2023.**
- (3) T H A T HJ in collaboration with the Appointments and Remuneration committee look to appoint a replacement trustee for MH and to appoint 2 external Members to the Audit Risk and Assurance Committee.**

**Item 9. Any Other Business**

**Item 9.1 Industrial strike action update -15 March 2023.**

- 79. The Head of Human Resources confirmed that 74 members of staff took part in strike action and that the Museum did all that it could to ensure the wellbeing and safety of those members of staff on the day.
- 80. The Head of Human Resources extended thanks to those staff that did attend work and that everything was amicable.
- 81. The Director of Visitor Experience confirmed that the Big Pit and the Slate Museum were closed but that a partial service was provided at all other sites.

**RESOLVED: T H A T the Industrial strike action update be noted.**

**Item 9.2 Wales Audit Update**

- 82. The Director of Corporate Resources confirmed that he and the Interim Chief Operating Officer had a positive discussion with Anne Marie, who was leading this work from an Audit Wales perspective.
- 83. Audit Wales had now concluded on how they would like to treat the various matters and payments.
- 84. As a result of the settlements last year for the Director General and the Deputy Director General, Audit Wales had now concluded how they want to deal with these payments within the accounts, either in 2022 or 2023.
- 85. The Director confirmed that once agreed the drafting or redrafting of the accounts could be undertaken accordingly. Further confirming that the Museum would receive this in writing after Audit Wales had undertaken final checks with their technical team.
- 86. The Director highlighted that the Museum had received a clean bill of health on how we have conducted matters.
- 87. There were two issues which Audit Wales raised that may lead to the Museum receiving a technical qualification.

- One was around trustee instruction of solicitors which the Director commented that he and Audit Wales thought that this would be covered by the Royal Charter rather than the Museum's scheme of delegation.
- The second related to whether the right person in Welsh Government had signed the agreement.

88. The Director highlighted that Audit Wales were less certain around producing a public interest report and that now they may be considering something slightly less that they call a memo on settlements, governance and legal spend.

89. The Director confirmed that the Head of Finance had started to update the accounts pending final instruction from Audit Wales. Once this process and been completed, they would have to be presented to Welsh Government to go through their processes before they were placed in front of the Charity Commission.

90. The Chair thanked the Director for the update and commented that our communications on this was very important.

91. No other business was reported.

**Meeting Closed**