

Minutes

Teitl y Cyfarfod: Title of meeting:	Amgueddfa Cymru – Board of Trustees Open Meeting
Dyddiad y Cyfarfod: Date of Meeting:	Thursday 21 March 2024 at 9.30am – 13.15pm
Lleoliad: Venue:	Committee Room St Fagans
Present Board Members:	Kate Eden (Chair) Rhys Evans (Vice - Chair) Hywel John (Treasurer) Jan Williams John Hunt Richard Thomas Cai Wilshaw Freya Stannard Llion Iwan Daniel Richards Emma Yhnell David Jones
Present Executive Team Members:	Jane Richardson, Chief Executive Peter Holt, Director of Finance and Resources Phil Bushby, Director of Priority Programs Nia Williams, Director of Experience, Learning and Engagement Nia Elias, Director of Relationships and Funding Kath Davies, Director of Collections and Research
Additional Attendees Present:	Elizabeth Connolly, Head of Human Resources Rhodri Davies, Head of Marketing and Communications Catrin Roberts, Head of External Relations and Funding Ioan Davies (Translator) Sian Jones (Zoom Translator)
Declarations of Interest:	No Declarations were received
Apologies:	Abigail Lawrence, Trustee Owen Hathway, Trustee Ameerah Mai, Trustee

	Ian Williams, Welsh Government
Secretariat:	Mark Petherick, Corporate Governance Manager

Item 1: Open Meeting

1. The Chair welcomed all to the meeting and provided a warm welcome to new Trustees, Llion Iwan, Jan Williams, David Jones, Emma Yhnell, and Daniel Richards to their first Board meeting.

Item 2. Update from the Chief Executive – Presentation

Sponsor and Presenter: Jane Richardson, Chief Executive,

2. The Chief Executive provided Trustees with an insight into the recently held consultation process with staff. The presentation focused on the following points.
 - Tailored review
 - Staffing structure
 - Strategy and purpose
 - Museum Commitments to 2030
 - How we work and what we will do, being open and transparent.
 - Commercial Activity / Cafes and Shops / Collections / Donations / Commercial and Community Events.
3. The Chief Executive outlined the priorities for 2027, and highlighted what success would look like moving forward.
4. The programme would be monitored and evaluated by a series of targets and objectives against the different programmes of work, including an impact assessment framework.
5. The Chief Executive confirmed that a suite of costed plans would be brought forward to the board in due course.
6. Trustees, having considered the report and all the issues and implications contained therein.

RESOLVED: T H A T the Chief Executive's update be noted.

Item 3. Update from the Chair

Sponsor and Presenter: Kate Eden, Chair

7. The Chair provide an update on key meetings and events attended since the last meeting and highlighted the following:
 - Charity Commission, February 2024: and letter received attached at appendix A to the report confirming that the Charity Commission had now formally closed its investigation into Amgueddfa Cymru, following the Serious Incident Reports filed by Amgueddfa Cymru in 2023. She formally thanked all Trustees and SET on their contribution to the

meeting and the decision by the Charity Commission. The Board noted their gratitude to the Charity Commission for their swift communication of their decision.

- Deputy Minister for Arts, Sports and Tourism visit to St Fagans, March 2024
 - Bi-annual meeting with the Deputy Minister, March 2024
 - Launch of Van Gogh 'Art of the Selfie', March 2024
8. In addition, the CEO and Chair had met counterparts across the Welsh culture and heritage sector in this first quarter:
- The Chair and CEO of Cadw in January 2024, and then with the Chair, current CEO and incoming CEO of the National Library Wales in February 2024.
9. The Chair confirmed that Trustee Abigail Lawrence would be undertaking a six month 'leave of absence', from 8th March to 8th September 2024
10. Abigail would remain a full Trustee and thus responsible for any decisions made by the collective Board during this time, and would receive all board papers, agendas and minutes to be kept up to date with Trustee matters and raise questions/comments where appropriate.
11. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T the Chairs update be noted.

Item 4. Shaping Our Future

Sponsor and Presenter: Jane Richardson, Chief Executive and Peter Holt, Director of Finance and Resources

12. The Chief Executive confirmed that the Shaping Our Future (SoF) programme was mobilised during early January 2024, after 19th December 2023 announcement of the 2024/25 Welsh Government budget.
13. Key drivers for the programme were the museum's core purpose, Royal Charter and other foundational documents - the challenge being to provide these services within the forthcoming financial envelope.
14. Amgueddfa Cymru was receiving £3m (10.5%) less Grant in Aid from Welsh Government, furthermore due to the £1.5m structural deficit experienced by the museum, the target to save in-year had been increased to £4.5m.
15. The SoF programme was set up under 5 workstreams:
- Income – charging, commercial and fundraising
 - HR and workforce – policies, contractual arrangements & structures.

- Programme and operations – sites/estate, opening arrangements, visitor facing activities and efficiencies.
 - Collections – acquisitions, lending, research, storage & cross-collection opportunities
 - Purpose – values, culture, brand and strategic priorities
16. The progress made through the workstream is captured via a Project Initiation Document (PID) and was reported on a weekly basis to the Programme Board.
 17. As the funding reduction starts in April, the museum would need to have completed the process of designing a new slimmer organisation structure by 31st March 2024. The most critical timelines relate to the Voluntary Severance (VS) and Compulsory Redundancy (CR) schemes whereby the concurrent Voluntary Severance and Compulsory Severance schemes close mid-March 2024, to allow for processing of settlement agreements prior to year-end.
 18. The Director of Finance and Resources confirmed that at present there were 80 signed Voluntary Severance agreements with a number still in consultation. The Board noted the high number of VS agreements thus limiting the requirement for CRs.
 19. Each director provided an overview of workstreams and cost savings that were taking place within their Directorate.
 20. Trustees commented that it was important to recognise pressures on colleagues who were still continuing to undertake business as usual under very difficult circumstances and asked to have further feedback on the programme within 6 months' time.
 21. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED:

(1) T H A T contents of the report be noted.

(2) T H A T a further update on the Shaping Our Future programme be brought back to the June Board.

Item 5. January Month End Finance Report.

Sponsor and Presenter: Peter Holt, Director of Finance and Resources

22. The Director of Finance and Resources, and Head of Finance, provided the January finance update.
23. The net position at the end of January showed a net expenditure of £1.4m compared with a forecast figure of £1.7m. A 5% non-consolidated

payment was made to staff in January, this was in line with forecast expectations.

24. Review of revenue budget had taken place leading to a forecast net expenditure at the end of the financial year of £1.7m compared with £0.5m originally budgeted.
25. Year to date departmental income and Commercial income were up on reforecast target figures by £598k.
26. Year to date core expenditure was up on reforecast target by £268k.
27. Net core expenditure was £1,430k as of 31st January compared with an expected £1,760k.
28. 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. Application of VAT for Museum Entry and Exhibitions

Sponsor and Presenter: Peter Holt, Director of Finance and Resources, Yvonne Ruelle, Head of Finance

29. The Head of Finance outlined that the museum, as a public body, would likely be considered as exempt from paying VAT on income under the cultural services exemption.
30. Agreement was sought from trustees that the Museum would apply VAT at standard rates to ticket prices for admission.
31. Benchmarking with the Natural History Museum in London showed that they charged VAT on all of their ticket income.
32. A paper from Deloitte was attached at appendix A to the report with the VAT implications of the museum charging entry to an event or site.
33. The Head of Human Resources confirmed that she would circulate a paper highlighting the cash flow benefit post board.
34. The Chair asked if the Head of Finance could have a final check in step with Audit Wales to confirm that there was no issue with the process of applying this charge as a Charity.
35. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T the application of VAT to ticket prices for Museum Entry and Exhibitions be approved.

Item 7. Audit Wales Additional Fees for Public Interest Report

Sponsor and Presenter; Hywel John, Treasurer

36. The Audit Risk & Assurance Committee (ARAC) at its meeting on 21 February 2024 was presented with the additional fees letter from Audit Wales. The letter attached at Appendix A to the report, highlighted the time and costs allocated to undertake the additional work required for the Public Interest Report.
37. At the meeting the Audit Risk & Assurance Committee (ARAC) resolved that;
RESOLVED: T H A T the additional fees as highlighted in the Audit Wales letter be recommended to Board for approval.
38. Trustees having discussed this item were in agreement that the additional fees should be paid.
39. The Treasurer suggested that further clarification was sought from Audit Wales on the breakdown of costs associated with the additional fees. Finance staff confirmed that they had requested this, but that Audit Wales had confirmed that no further information was available.
40. Trustees, having considered the matter and all the issues and implications contained therein with regard to Amgueddfa Cymru as a registered charity and its obligations as such, agreed that the payment to Audit Wales should be made.

RESOLVED:

- (1) T H A T payment of the Audit Wales Additional Fees for Public Interest Report be approved.**
- (2) T H A T the Chair write a letter to Audit Wales suggesting that greater granularity on the breakdown of costs and fees could be beneficial to any organisation in a future similar situation, particularly those who are registered charities.**

Item 8.1 Items for De-accessioning Duplicate books

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

41. The Director of Collections and Research informed trustees that the Library wished to de-access and rehome 250 duplicate Art, and History and Archaeology books that have been identified as surplus to requirements.
42. The rationale for this action was included at Appendix A attached to the report with further information, explaining the selection process and the procedure for rehoming.
43. The Chair confirmed that the September board would be held in the National Museum Cardiff, and it would be good if the trustees could have a tour of the Library.

44. Trustees, having considered the report and all the issues and implications contained therein.

RESOLVED: T H A T the deaccessioning of duplicate books be approved.

Item 8.2 Items for De-accessioning - Geological items

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

45. The report sought approval for the deaccessioning of geological items.

Single fragment of rock from a specimen (parts a – h) Accession no. NMW 2008.2G.M.12 g

46. This was collected from Benallt Mine, Rhiw, Aberdaron, Gwynedd. Within this rock are small crystals of the mineral Piemontite-(Sr). The crystals were too small to extract individually, therefore it was issued on loan for further analysis. It is a polished example mounted in a circular resin block (25mm diameter).

Three small (<2mm) individual crystals of the mineral ewaldite (Ba (Ca,Y,Na,K)(CO₃)) detached from matrix, and packed in a small plastic tube. Accession no: NMW 2007.22G.M.20. (Loan NMW 1006)

47. Collected from Dolyhir quarry, Old Radnor, Presteigne, Powys. The loan was issued to allow Dr John Faithful to undertake Scanning Electron Microscope (SEM) analytical work on behalf of Tom Cotterell (Senior Curator Mineralogy, AC) and co-worker Roy Starkey (Mineralogist).
48. Trustees, having considered the report and all the issues and implications contained therein.

RESOLVED: T H A T the deaccessioning of geological items outlined as above be approved.

Item 9. Gender Pay Gap Report

Sponsor and Presenter: Elizabeth Connolly, Head of Human Resources

49. The Head of Human resources provided Trustees with an update on the Gender Pay Gap annual progress report, attached at appendix A to the report.
50. The Public Sector Equality Duties as set out in the Equality Act 2010 (Statutory Duties) (Wales) Regulations 2011 requires private, voluntary, all other public authority employers and Welsh Government Sponsored Bodies to publish their data by 5th April each year. The data point used in this report was taken on the 5th of April 2023 for publishing the following year.
51. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T the Gender Pay Gap report attached at appendix A to the report be approved for publication.

Item 10. Equality Report

Sponsor and Presenter: Elizabeth Connolly, Head of Human Resources

52. The Head of Human resources provided Trustees with an update on Equality Annual progress report, attached at appendix A to the report.
53. As a listed body under Schedule 19 of the Equality Act 2010, Amgueddfa Cymru has statutory duties under the general duty along with Wales specific duties. The Museum was required under the Wales specific duties to publish an annual equalities report.
54. Under the public sector equality general duty, public authorities must:
 - Eliminate unlawful discrimination, harassment, victimisation and other behaviours prohibited by the Equality Act 2010.
 - Treat people who share protected characteristic and those who do not equally; and
 - Encourage good relations between people who share protected characteristics and those who do not.

Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T the Annual Equalities report attached at appendix A to the report be approved for publication.

Item 11. Delivery Against the Widening Engagement Action Plan and Anti-Racist Wales Action Plan

Sponsor and Presenter: Nia Williams, Director of Experience, Learning and Engagement

55. The purpose of the report was to provide the Board with an update on Amgueddfa Cymru's delivery against Welsh Government's Anti-racist Wales Action Plan.
56. The report included an update on the goals and the required actions as detailed in the plan, under the following headings:
 - Leadership and Accountability
 - Celebrating Cultural Diversity
 - The Historical Narrative
 - Learning about our Cultural Diversity
57. The Director of Experience, Learning and Engagement confirmed that the following are in development, with more work to be done:

- Online and social media content is reviewed to improve visibility and encourage accessibility – seeking out and working with global majority groups and individuals, to uncover untold stories and celebrate success.

58. 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 12. Quarterly Sustainable Development Update Report

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes

59. The paper detailed activity through the reporting period Q4 2023/24. The Board was updated on progress made across the following areas:

Decarbonisation and renewable generation.

60. Continued progress was being made in respect of seeking to effectively spend the £750,000 decarbonisation grant. The indication was that the grant would be substantially claimed if projects could be completed by the end of March.

Land and nature recovery.

61. In October 2023, a £10k grant from Southeast Wales Rivers Trust (SEWRT) funded 1,250 linear metres of fencing along the River Ely on grazing land leased from the Plymouth Estate.

62. The fencing would prevent livestock from accessing the river; allowing natural regeneration behind the fence; the roots of the vegetation would help to secure the riverbank from erosion and provide habitat to improve the biodiversity of the river.

63. In February 2024 a meeting was held with SEWRT and the Land Agents for the Plymouth Estate to look at further grants to fund tree planting in two places on the River Ely which were inaccessible for grazing. The meeting was successful, and the tree planting was planned to take place in Autumn 2024 with volunteers.

Staff and volunteer engagement

64. Carbon Literacy training had restarted in February and March. 418 staff had taken part in at least one part of training and 333 staff had now successfully passed.

Ways of working.

65. Considerable efforts continued to focus on reviewing policy and practices in the following areas;

- Seren
- Pension Scheme Fund
- Sustainable Business Travel
- Procurement and Circular Economy
- Waste Management Review and programme
- Collaboration and Research
- Digital decarbonisation
- Recruitment

66. 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 13. Llanberis Re Development - Progress report

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes

67. The report outlined the key activity on the Llanberis Re Development between January and February 2024.
68. The Director of Priority Programmes confirmed that the project board had approved the following points in January 2024:
- Rural Office of Architecture plans.
 - Atkins Realis Project Plan.
 - Revised Governance Structure.
 - Preferred approach to Procurement of capital contractors.
 - Off-site Storage proposal.
69. The Outline Business Case was well underway and would be completed in March 2024. The Green Book was being followed and the required workshops (3,4 and 5) had all been completed during February 2024.
70. All work required by Amgueddfa Cymru had been completed that was required for the Leveling Up Funding extension request. The Director was pleased to confirm that since the update provided at the Planning Performance and Resources Committee meeting, Cyngor Gwynedd had now confirmed that the extension for the Leveling Up Funding had been secured through to March 2026.
71. The bid for National Heritage Lottery Fund funding had been submitted and an answer was due end March 2024. This money was vital for the preferred option to work.
72. A communication plan has been put in place and meetings have taken place with staff and Parc Padarn Site tenants. This had started the discussion in

respect of potential site closure (4 November 2024) and the implications of this.

73. Regular meetings were taking place with Cyngor Gwynedd to ensure the Amgeuddfa works closely with other Parc Padarn LUF projects.
74. The Director was also pleased to confirm that funding had been confirmed from WG for the purchase of Offis Fawr, which took place on 20th March 2023. It was noted that all trustees had signed a written resolution to confirm their agreement on the purchase.
75. 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 14. Update on Contemporary Art Gallery

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

76. The Director of Collections & Research provided an update to the board on the National Contemporary Art Gallery for Wales.
77. The Director confirmed that there had been swift progress with business development and forward planning. Following an amber/green rating for the Assurance Review in December, an Awarding of Funding letter was sent from the Welsh Government to the Arts Council of Wales, as the fund holding NCAGW partner.
78. Following the successful outcome for Gateway III, a press announcement was issued. The statement announced the capital funding to the nine partner galleries as well as point to the first exhibition to open under the national contemporary art gallery Wales banner: *Teulu* at Aberystwyth Arts Centre.
79. In terms of Capital development, a project management company, Greenwood, and dedicated Project Co-Ordinator are now in place to support the galleries and Project Director in delivering capital developments that ranged in scale and complexity. There is a proportion of investment allocated for spending before the end of March 2024, and the balance by the end of March 2025. Gallery partners were under significant pressure and were working hard to realise planning and procurement in the timescale.
80. The Director highlighted that it remained a risk that not all the galleries would be able to undertake full spend of capital allocations before year end. Any unspent award could not be carried over into the following year and would be lost.

Programming Highlights

81. The first national contemporary art gallery Wales exhibition opened on 2 March at Aberystwyth Arts Centre. The exhibition was the outcome of a participatory project called *Teulu*. Families from the Aberystwyth area visited the national collection at AC and LIGC and enjoyed talks and workshops with colleagues across departments.
82. A second exhibition opens 22 March at Glynn Vivian Art Gallery, for which 15 x contemporary works were being loaned from AC's collection. These were all works by artists who had previously been awarded the Peter Wakelin Award.
83. A program of artist commissions had been agreed across all 11 delivery partners. The program supported each partner to commission artists local to them to make new works. The commissions ask artists to either respond to specific works or to specific artists' practices represented in the national collection or to consider what the national collection meant to them or to their communities.
84. The report also provided the Board with updates on the NCAGW digitisation report, NCAGW/Celf ar y Cyd Website statistics and progress.
85. 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 15. Tailored Review Update

Sponsor and Presenter: Peter Holt, Director of Finance and Resources and Mark Petherick, Corporate Governance Manager

86. The report provided the Board with an update of the Museum's progress against the 77 recommendations made within the Tailored Review report, published in June 2023.
87. The report was warmly welcomed by both Welsh Government and Amgueddfa Cymru, and had been reviewed closely by Audit Wales, PAPAC, and the Charity Commission.
88. Amgueddfa Cymru used a programme approach to review, assess and implement the 77 recommendations, identifying directors as leads for defined sections.
89. The most recent Task & Finish Group meetings (14th December and 4th March) noted that 20 recommendations were completed and another 20 were working towards completeness.
90. The Board was asked to note the progress update and approve progress made against the governance recommendations agreed at the Tailored

Review Task and Finish Group meeting held on 4 March 2024, that was attached at appendix A to the report.

91. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED:

- (1) T H A T the update be noted and progress against the Governance recommendations be approved.**
- (2) T H A T Trustee John Hunt be appointed as the EDI Champion for Amgueddfa Cymru**

Item 16. Board Committee Restructure

Sponsor and Presenter: Kate Eden, Chair

92. The Tailored Review panel at its meeting on 4th March 2024 discussed progress against the Governance Tailored Review Recommendations. Recommendation #20 of the review stated that,

Recommendation #20 - *that the board review its committee structure taking account of our advice. In particular, we advocate the creation of a finance committee to replace PPRC, a people committee, an infrastructure committee and an education and outreach committee, the appointment of an independent chair of ARAC and the replacement of ARC by separate nominations and remuneration committees, with the nominations committee, but not the remuneration committee, chaired by the chair of trustees.*

93. At the meeting the Chair shared a proposed new committee structure. She explained that the advice of the Tailored Review had been taken into account together with discussions with the CEO, SET, the Tailored Review Task and Finish Group, the Appointments and Remuneration Committee and individual Trustees.
94. intention behind the proposed Committee restructure was to provide greater clarity to the governance sub-structure of the Board; to improve and strengthen governance and provide greater and better oversight and scrutiny through a broader range of committees such that trustees are able to better discharge their duties and have sight of the full breadth of the organisation's activities. These are not currently captured under the existing committee structure.
95. The proposed structure enclosed at appendix A to the report had been compiled following all these discussions, further consultations with the Chief Executive and the Senior Executive Team and the Appointments and Remuneration Committee.

Standing Committees

96. The areas under each proposed Standing Committee at appendix A are indicative and not exhaustive. Further work will be done on what precisely sits under each Committee and this will be brought to Board as part of the Terms of Reference for each Committee, together with their composition, membership (including co-opted external membership) and frequency of meeting. The Audit and Risk Committee's Terms of Reference will also be reviewed as part of this and brought to Board if revisions are requested.
97. Alongside this, consideration will need to be given to those matters reserved for the Board in the context of those remitted to Committees to ensure appropriate governance.
98. Board was asked to approve the principle of the establishment of the following: Resource and Performance Committee; Infrastructure Committee; Learning and Widening Engagement Committee; People and Culture Committee; Remuneration Committee; and the continuation of the Audit and Risk Committee.

Advisory Groups

99. Board was also asked to approve the change to the Advisory Groups supporting the Board. The Arts Advisory Group and Development Advisory Groups had not been active for some significant length of time. In consultation with SET it was proposed that a Collections Advisory Group replace the Arts Advisory Group, which could better advise across the breadth of the Amgueddfa Cymru's collections.
100. It was proposed that the Development Advisory Group be dissolved given the much great oversight and scrutiny that this area would now receive under the proposed Standing Committee structure.
101. It is proposed that the Research Advisory Group continued.
102. The Terms of Reference for the new Collections Advisory Group would be brought back to Board for input and approval.

Task and Finish Groups

103. It is recommended that the Llanberis Internal Steering Group now required a review of its Terms of Reference to ensure it was appropriately established for this new phase of the Llanberis redevelopment project. This would be brought back to Board if revisions were recommended by that group.
104. The Tailored Review Task and Finish Group would continue.

Subsidiary Committees

105. Finally, it was noted that a review of the Subsidiary Committees had not been included in this exercise, but a review should be undertaken during the course of 2024/25 to ensure all Terms of Reference were updated. Board would be kept updated on proposed timing on this.
106. Trustees, having considered the report and discussed the format of the proposed committee structure.

RESOLVED:

- (1) T H A T the proposed Board Committee Structure headings be approved to facilitate work to move to the new committee structure.**
- (2) T H A T Terms of Reference come back to the board for approval.**

Item 17. Accreditation Policies

Sponsor and Presenter, Kath Davies, Director of Collections and Research

107. The Director of Collections and Research confirmed that Amgueddfa Cymru would be submitting an application to renew its Museum Accreditation in June 2024.
108. The UK Museum Accreditation scheme was a set of nationally agreed standards to ensure that all museums help people to have access to and engage with collections and ensure that those collections are cared for and managed in a responsible way.
109. There are also standard requirements relating to governance and management. A cross-disciplinary team had been working on the review and updating of the relevant collections policies since January and the below suite of amended policies now required approval by the Board of Trustees.
- Collection Development Policy
 - Collection Management Policy
 - Collection Access and Use
 - Collection Information
 - Collection Care & Conservation
 - Outward Loan Policy · Inward Loan Policy

110. Trustee FS agreed to feedback to the Director on some areas of the Accreditation Policies.
111. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T the Accreditation Policies be approved

Item 18. Review Minutes

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Sponsor and Presenter: Kate Eden, Chair

112. The minutes from the public meeting held on 14th December 2023 were reviewed and confirmed as a correct record.

113. No further actions were raised.

RESOLVED: T H A T the minutes from the 14 December 2023 meeting be approved.

Item 19. Review Open Action Log

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

114. The Corporate Governance Manager confirmed that work was in progress against the below action.

115. **Item 10. Annual Big Pit Owner Operators Report – T H A T** an Owners and Operators Training session be organised for Trustees on site during May 2024.

116. The Corporate Governance Manager confirmed that all other actions from the meeting were completed.

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

Item 20. Minutes from Standing Committees

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

Item 20.1 Appointments & Remuneration (ARC) Minutes – 14 September 2023

117. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 20.2 Audit Risk & Assurance Committee (ARAC) – 15 November 2023

118. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 20.3 Planning, Performance & Resources Committee (PPRC) – 16 November 2023

119. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 20.4 Audit Risk & Assurance Committee (ARAC) – 24 January 2024

120. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 20.5 Joint Audit Risk & Assurance Committee (ARAC) and Planning, Performance & Resources Committee (PPRC) – 24 January 2024

¹²¹. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 21. Minutes from Advisory Committee

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

Item 21.1 Tailored Review Task and Finish Committee – 20th November 2023

¹²². Trustees, having considered the minutes.

RESOLVED: T H A T the minutes be noted.

Item 22. Briefings from Closed Board sessions.

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

1 February 2024 Closed Board Meeting

¹²³. Meeting held on 1 February 2024 to discuss confidential matters around the Public Accounts and Public Administration Committee (PAPAC) evidence session.

7 February 2024 Closed Board Meeting

¹²⁴. Meeting held on 7 February 2024 to discuss confidential matters around Shaping our Future Workstreams, Museum Financial Position and a follow up to the Public Accounts and Public Administration Committee (PAPAC) evidence session.

¹²⁵. Trustees, having considered the minutes.

RESOLVED: T H A T the minutes of 1st and 7th of February closed board meetings be noted.

Item 23. Any Other Business

Item 23.1 Pay Remit

Sponsor and Presenter: Elizabeth Connolly, Head of Human Resources

¹²⁶. The Appointments Remuneration Committee on March 2024

Resolved that the payment proposal for reduction in working hours be approved and shared with the Board for Information.

¹²⁷. The Appointments Remuneration Committee approved the following,

- The introduction of an offer of a £1,000 one off payment to give up 2 contractual hours.
- Change flexible leave policy to increase leave by half a day to 2 days per month.

- Pay grade A and B to reduce contracted hours and adopt weekend working by paying £1,000 for first 2 hours and 15 x number of hours reduced x hourly pay for any additional hours reduced.

128. 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 23.2 Director of National Museum and Galleries Enterprises Ltd.

Sponsor and Presenter: Mark Petherick, Corporate Governance Manager

129. The report recommended to Board that Nia Williams, Director of Experience, Learning and Engagement be appointed as a new director of National Museum and Galleries Enterprises Ltd.

130. The Enterprise Board at its meeting on 25th January 2024 nominated Nia Williams, Director of Experience, Learning and Engagement to become a new director of National Museum and Galleries Enterprises Ltd.

131. Nia Williams would be replacing Phil Bushby, Director of Priority Programmes.

132. Trustees, having considered the report and all the issues and implications contained therein

RESOLVED: T H A T that Nia Williams, Director of Experience, Learning and Engagement is appointed as a new director of the National Museum and Galleries Enterprises Ltd.

133. No other Business was reported

Close Meeting

