

Amgueddfa Cymru Board of Trustees Open Meeting - Minutes

Thursday 12th December 2024 10:30 – 14:25

National Museum, Cardiff - Oriel Suite

Apologies:

Emma Yhnell, Trustee

Nicky Guy, Welsh Government

Rhodri Davies, Head of Marketing and Communications

Present Board Members:

Kate Eden (Chair)

Rhys Evans (Vice-Chair)

Hywel John (Treasurer)

John Hunt

Ameerah Mai

Owen Hathway

Llion Iwan (attending via Microsoft Teams)

Daniel Richards (attending via Microsoft Teams)

David Aled Jones

Jan Williams

Abigail Lawrence

Richard Thomas

Freya Stannard

Cai Wilshaw

Present Executive Team Members:

Jane Richardson, Chief Executive

Kath Davies, Director of Collections and Research

Nia Williams, Director of Experience, Learning & Engagement

Steve Hudson, Director of Finance & Resources

Phil Bushby, Director of Priority Programmes

Nia Elias, Director of Relationships & Funding

Additional Members Present:

Manon Maragakis, Welsh Government (attending via Microsoft Teams)

Paul Kindred, Welsh Government (attending via Microsoft Teams)

Catrin Roberts, Head of External Relationships & Funding

Elizabeth Connolly, Head of HR and Corporate Governance

Royston Smith, Head of Digital

Yvonne Ruelle, Head of Finance

Chris Pyrah, Governance Administrator (Secretariat)

Ioan Davies (Translator)

1. Open Meeting

Sponsor and Presenter: Kate Eden, Chair

- I. The Chair welcomed attendees to the meeting.
 - i. On behalf of the Board of Trustees, the Chair thanked Irenie Ekkeshis and the team at New Citizen Project, as well as Nia Williams, Director of Experience, Learning & Engagement and Amgueddfa Cymru colleagues for their work preparing for and facilitating the Board Development Session, which took place on the 11 December 2024. She also thanked Kath Davies, Ceri Jones and all the Art team for the tour of the rehang of two galleries at NMC which took place directly before the Board meeting.
 - ii. Special welcome was given to the recently appointed Director of Finance & Resources, Steve Hudson.
- II. Declaration of Interests
 - i. It was noted that all Trustees had an interest in Item 13.
 - ii. It was also noted that all present staff had an interest in Item 15 as all staff were recipients of, and some of the present staff and Trustees were Trustees of the Pensions Scheme.
 - iii. Finally, it was noted that all present staff had an interest in Item 17 as they were paid employees of Amgueddfa Cymru.
 - iv. No other declarations of interest were noted.

Strategol - Strategic

2. Shaping Our Future

2.1 Overview - Verbal Update

Sponsor and Presenter: Steve Hudson, Director of Finance & Resources

- I. Steve Hudson, Director of Finance & Resources introduced the item and gave a verbal overview update on Shaping Our Future, noting that the programme of work continued to have excellent engagement from colleagues across Amgueddfa Cymru.

- II. Work was underway to consider the evolution of messaging, representing the shift of emphasis from Shaping Our Future to Delivering Our Future.
- III. Discussion followed during which it was noted that:
 - i. Work undertaken to transition contracts for staff was now nearly completed, with the last sites to see this shift fully applied being National Museum Cardiff (NMC), National Waterfront Museum Swansea (NWMS) and St Fagans. It was noted that staff who were previously contracted to Elinor would be TUPEd to Amgueddfa Cymru from the 31 December 2024. Thanks were extended to the HR and Enterprises teams for their work in this process.
 - ii. It was noted that engagement of staff beyond the Shaping Our Future Group had taken place through the Group's outputs being shared as part of a staff survey, where the wider staff body were invited to indicate which outputs had the majority support. Now that the priority areas had been identified, dedicated staff would be seconded to roles where they could drive forward these priorities.
 - iii. The priority areas, as voted for by staff, were noted as being:
 - a. Induction and onboarding, with a focus on how new staff were embedded into the organisation.
 - b. Decision making, with a focus on developing a decision-making matrix for the organisation.
 - c. Learning and accountability, with a focus on reimagining the PDR process and associated tools.
 - d. Collaboration and Creativity, with a focus on the concept of pitching not paperwork.
 - iv. It was noted that outputs which had not been identified as a priority by staff would continue to be considered by the Working Group, so that no idea was lost or left undeveloped.

2.2 Update from Collections Workstream

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

- I. Kath Davies, Director of Collections & Research introduced the item and noted that the Collections Workstream Group brought together colleagues from across most sites, departments and grades, making it representative of Amgueddfa Cymru across the board. It was noted that the Group's membership had engaged positively with the process and the opportunities that had resulted from their work.
- II. A core part of the Group's work was noted as being the investigation and assessment of what collaborations with major retailers might be possible, utilising Amgueddfa Cymru's collections. It was noted that a Brand Licensing Officer had been recruited and that a Brand Licensing Agency had been appointed to lead this work.
- III. Discussions with other national museums were ongoing and it was apparent that this work stream would not result in a quick win and that it was likely to be several years before a meaningful return was seen.

IV. Discussion followed during which it was noted that:

- i. Conversations were underway to discuss what items in the collection could most effectively be the foundation of a product line and that research and development work was under consideration to assess how Amgueddfa Cymru's online presence would have to change to drive traffic and promote sales.
- ii. An ethical framework was being developed for this work stream, to ensure that any products created were sensitive to environmental concerns with an emphasis on circular economy. It was further noted that the developed ethical framework should be designed so that it could be applied across Amgueddfa Cymru as a whole.
- iii. It was noted that the Brand Licensing Officer sat within the collections team but was also directly connected with enterprises. This meant that they could effectively leverage and be informed of and by both spheres of the museums' work and act as a bridge between the two areas.
- iv. It was noted that a future aim for this work could be to work with other cultural bodies within Wales to support one another with licensing activities, the selling of products and perhaps even collaborate on licensed products. It was noted that this could not be considered until adequate certainty had been gained over what would work for Amgueddfa Cymru first.
- v. With regards to the development of the Amgueddfa Cymru Picture Library, it was noted that the full launch of the service was being pushed back to March 2025, to allow for more thorough testing of the system. It was noted that it would be beneficial for the Trustees to get an overview of what the Picture Library offering would encompass.

ACTION: Paper on the Amgueddfa Cymru Picture Library to be presented to the March 2025 Meeting of the Board of Trustees.

RESOLVED: The item was NOTED.

Corfforaethol – Corporate

3. Financial Update

Ahead of the financial update, the Chair invited Paul Kindred, Welsh Government, to comment on the announcement of Welsh Government's draft budget, which took place on the 11 December 2024 and it was noted that:

- i. There was a planned 3.5% uplift to Amgueddfa Cymru's GIA.
- ii. Planned additional allocation of £3,700,000 in Capital GIA for works at NMC, with an additional £2,000,000 Capital GIA for the National Slate Museum (NSM), with the potential for an additional £1,000,000 later in 25/26, as well as £2,500,000 to be split between prioritisation and redevelopment work at St Fagans and National Waterfront Museum (NWFM).

- iii. It was suggested that future management accounts and the 2025/26 budget were presented in a format which segregated commercial income from Grant-in-Aid to ensure clarity as to the sums, at first instance, retained as private reserves and, if necessary, transferred subsequently from private reserves to fund core expenditure. Throughout the past decade, core expenditure each year had exceeded the aggregate amount of Grant-in-Aid and commercial income with such deficits being funded by transfers from private reserves. Accordingly, it was not necessary to draw a clear distinction between the sources of income. Following the steps taken to eliminate the structural deficit in 24/25, it was important to do so
- iv. Updates on potential funding for CELF would be circulated as the situation developed. Further updates would also be given relating to additional funds to cover the uplift in National Insurance for 25/26.

3.1 October Month End Financial Report

Sponsor and Presenter: Steve Hudson, Director of Finance & Resources

- I. Steve Hudson introduced the item and thanked Welsh Government for their update on the budget, noting that current projections on Capital GIA would give Amgueddfa Cymru opportunities to drive projects forward that would otherwise have budget gaps in their delivery. It was also noted that the update on Revenue GIA was also welcome.
- II. It was noted that Amgueddfa Cymru would be preparing a one-year budget for 25/26, and that a zero-based budget approach would be taken, meaning that teams would be able to bid for the funding that they needed, as opposed to being allocated budget that they had to spend. It was noted that more indicative budget planning would be able to take place for the following years, once the Welsh Government spending review process had been initiated.

3.2 Verbal Update on Annual Accounts and Audit

Sponsor and Presenter: Steve Hudson, Director of Finance & Resources and Yvonne Ruelle, Head of Finance

- I. Yvonne Ruelle, Head of Finance, introduced the item and noted that Amgueddfa Cymru was currently underspent, but that work was in train to rectify this, with a number of potential projects being investigated to which underspend could be allocated. Confidence was expressed that all GIA would be spent by the end of Q4 24/25.
- II. Discussion followed during which it was noted that:
 - i. Staff had been invited to put together business cases and bid for additional GIA that was available, and that the vast majority of these project bids had been accepted and would result in spend of underspent GIA by year end.
 - ii. There were a number of delays in the recruitment of staff to vacant posts, and this was attributed to lack of suitable candidates and the long notice periods of a number of candidates appointed into positions. Additionally, it was noted that 60 of the vacant posts were new roles, which meant that bespoke job descriptions had to be written from scratch and then

appropriately graded, which had led to delays in some recruitment cycles commencing.

- iii. There was a significant overspend in the budget for Pool Staff, and it was noted that this was due to more Pool Staff hours being used to cover vacancies whilst contract changes were taking place at NMC and St Fagans. It was further noted that, now that the contract changes had been completed, a significant decrease in spend in this area would be seen going forwards. It was also noted that from the point of view of operating costs, all directorates were on target.
 - iv. Welsh Government representatives noted that a firm timeline could not be given on the allocation of further funds for the additional National Insurance requirements, but that discussions were taking place and that an update would be given to Amgueddfa Cymru colleagues as soon as practical.
- III. Steve Hudson, Director of Finance & Resources then gave a verbal update on the annual accounts and audit cycle, noting that the audit was still ongoing, but that staff had been clear with Audit Wales about the internal deadlines that Amgueddfa Cymru colleagues would have to work to, to ensure that internal sign-off and translation could take place ahead of the final Charity Commission filing deadline of 31st January.
- IV. It was further noted that most of Audit Wales' findings related to technical disclosure points, but that the Finance team were engaging with them to provide additional assurance on queries which had emerged around the valuation of the pension scheme and the valuation of the NMC site.
- V. Discussion followed during which it was noted that:
- i. The most recent audit cycle had been unusual, particularly in the volume of requests for information that had been submitted to teams across Amgueddfa Cymru, including requests for information on items that were not typically covered by Audit Wales' work. It was also noted that a number of queries had been made about items that had previously been signed off by previous Audit Wales assessments.
 - ii. It was noted that, following discussions with Audit Wales relating to the NMC site, a new valuation had been undertaken by Cooke & Arkwright, which had resulted in an impairment having to be taken on the NMC site. This change in value of the NMC site will be taken to the revaluation reserve in accordance with agreed accounting treatment.
 - iii. Trustees were notified that meetings to sign off the annual accounts would likely have to be arranged in January 2025 at short notice, and thanks for the understanding of the Trustees was expressed in advance of this.

RESOLVED: ASSURANCE was RECEIVED, and the item was NOTED

4. Quarterly Sustainable Development Update Report

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes

- I. Phil Bushby, Director of Priority Programmes introduced the item and drew the attention of the Trustees specifically to the Low Carbon Heat Grant which had been awarded to Amgueddfa Cymru by Welsh Government. It was noted that plans were in place to ensure that the awarded grant money would be spent by the close of the 24/25 financial year.

RESOLVED: ASSURANCE was RECEIVED, and the item was NOTED

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

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

- I. Nia Williams, Director of Experience, Learning and Engagement, introduced the item and noted that the media launch for the Perspective(s) project was held at St Fagans on the 21 November 2024. The initiative is an important part of the work to transform Amgueddfa Cymru to being an actively anti-racist organisation with interventions developed with each of the seven Amgueddfa Cymru museums.
- II. Discussion followed during which it was noted that:
 - i. With regards to work on decolonising the collections, it would be useful for the Trustees to understand where Amgueddfa Cymru's starting point was in this process. For example, what items in the collections make this work necessary, whether directly through their content, or indirectly through their interpretation or the means by which they were acquired; as well as how the spaces themselves were or might be the product of colonisation.

ACTION: Paper to be written on colonisation within Amgueddfa Cymru's collections and buildings, to be presented to the Trustees when ready.

- ii. It was queried how the Board of Trustees could fully address and embrace the Anti-Racist agenda, and it was noted that following the attendance of a number of staff on the Museum Association's Anti-Racist Museum Programme, a training session would be developed for the Trustees.

ACTION: Anti-Racist training to be developed for delivery to the Board of Trustees.

- iii. It was noted that Welsh Government colleagues had found the input from independent community mentors to be of great value, as they provided valuable perspectives which might otherwise have not been heard in discussions. It was noted that the input from community members on the Task force was also incredibly valuable.

ACTION: Nia Williams to liaise with Paul Kindred to discuss how additional insights in these areas could be shared and developed at Amgueddfa Cymru.

RESOLVED: ASSURANCE was RECEIVED, and the item was NOTED

6. Items for De-Accessioning

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

- I. Kath Davies, Director of Collections & Research introduced the item and noted that 63 geological specimens were proposed for de-accessioning, which if approved would be offered to Bangor University as part of the shell reference collection being created by the Bangor School of Ocean Sciences.
- II. It was noted that a number of the specimens came from the Countryside Council for Wales shell collection, which had been previously held at Bangor University.

RESOLVED: The De-Accessioning of the geological specimens outlined in the paper was APPROVED.

Safleoedd a Phrojectau Mawr – Sites and Major Projects

7. Llanberis Re-Development – Progress Report

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes

- I. Phil Bushby, Director of Priority Programmes, introduced the item and noted that the planning application for the changes to the NSM Llanberis site had been submitted, and that it was thought that it would be presented to the February 2025 Decision Committee meeting. This was within the envisaged timelines of the project.
- II. The NSM Llanberis site was now closed and that the collections had been decanted so that work could begin. The contract was still out for the main capital works, and that two contractors remained under consideration, with final quotes expected shortly by the Project Board.
- III. It was noted that some risks still existed around funding, but that the Welsh Government's budget announcement was welcome as this would contribute greatly to closing this funding gap. It was also noted that work was underway preparing a National Lottery Heritage Fund bid, to provide funding for the rest of the project. Updates would be circulated to the Trustees as this work progressed.

7.1 Verbal Update on National Slate Museum Collection Storage Options

- I. Phil Bushby, Director of Priority Programmes introduced the item and noted that the Project Board and some Trustee members of the Llanberis Internal Oversight Group had visited the potential storage site under consideration at Glynllifon.
- II. It was noted that this would not be a straightforward option, but that it would likely provide additional potential, that with appropriate additional investment, would take it beyond being simply a storage option to include conservation and exhibition space apart from the Llanberis site.

- III. A paper on potential storage options and the Glynllifon site was noted as being under consideration by the Senior Executive Team, and that this would be circulated to the Board of Trustees once it was refined.
- IV. Discussion followed during which it was noted that:
 - i. Due to the security plans as part of the redevelopment of the Llanberis site, the temporary exhibition space would be able to exhibit around 90% of items in Amgueddfa Cymru's collections, but would not be appropriate for the display of Amgueddfa Cymru's most high value items. However, the temporary exhibition space could be retrofitted to allow for this in the future if this was thought to be necessary.
 - ii. Balanced reporting had been received in the media on the closure of the NSM Llanberis site, and that there was a tangible sense of excitement within the local community at the commencement of the redevelopment work.
 - iii. Discussions were in progress with Scottish Power concerning the upgrading of the electrical substation on the Llanberis site, but that firm timescales for the completion of this upgrade work were yet to be received.
 - iv. Trustees were informed that Amgueddfa Cymru had a, hitherto unknown, responsibility to maintain the internal structure of the locomotive shed on the Llanberis site, as well as the external structure. Discussions were yet to be held with Llanberis Lake Railway on this matter.

ACTION: Deep dive session on NSM Llanberis site to be prepared for the next board meeting.

RESOLVED: ASSURANCE was RECEIVED, and the item was NOTED

8. Update on National Contemporary Art Gallery Wales

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

- I. Kath Davies, Director of Collections & Research, introduced the item and noted that the project was working well and that the number of loan requests coming in from the partner galleries was high. It was also noted that Aberystwyth Arts Centre, who were the first gallery to loan items from the national collections, had won an award for their recent 'Teulu' exhibition using these items.
- II. It was noted that there were ongoing governance and future funding questions still remaining, but that it had been agreed that, following a three-month transition period, the National Contemporary Art Gallery Wales (NCAGW) would be fully integrated into Amgueddfa Cymru. NCAGW would be subject to Amgueddfa Cymru's overarching governance structure, but that the partnerships aspect of the project would continue. Work on the funding for the project was currently being finalised, following received amendments from Welsh Government.
- III. Discussion followed during which it was noted that

- i. Additional curatorial support would be factored into the project, as the amount of staff time, not directly associated with the project, had been underestimated.
- ii. It had been made clear in the business case for bringing NCAGW into Amgueddfa Cymru that there was not an assumption that the project would or could become self-funding overtime, and that additional funding would be needed to continue running the project.

ACTION: A further National Contemporary Art Gallery Wales update to be added to the agenda of the next meeting.

RESOLVED: The item was NOTED.

9. Big Pit Owners and Operators Annual Report

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

- I. Nia Williams, Director of Experience, Learning and Engagement, introduced the item and expressed thanks to Brian Lewis, Head of Big Pit, and Dai Price, Head of National Roman Legion Museum, for their work on the report.
- II. It was noted that the Health and Safety Inspectors' report showed Big Pit to be in full compliance. To ensure excellent assurance, work had been undertaken to upgrade the monitoring of underground gases, so that this could be undertaken at the Pit Head, rather than underground and that Internal Audit had been asked to look at the resilience of the current delegation plan stemming from the Board of Trustees in their capacity as Mine Owners. It was noted that this internal audit work would take place in Q4 24/25. Once the Internal Audit work had concluded on Big Pit, it would be presented to ARAC for their assurance and then, when ready be brought to the full Board of Trustees for their assurance as Mine Owners.

ACTION: Internal Audit report on Big Pit to be brought to Board for assurance in due course.

- III. Discussion followed during which it was noted that:
 - i. Brian Lewis' holding of the roles of both Mine Manager and Owners' Representative was not a novel arrangement, as Peter Walker had previously held both roles. However, to ensure that this was in full compliance and that there was no risk of a conflict of interest taking place, this arrangement had been included in the internal audit review.
 - ii. It was noted that there was a lack of accessibility at Big Pit, something which was also the case at a number of sites across Amgueddfa Cymru and it was queried what was being done to rectify this. In response it was noted that Direct Access had undertaken audits of each museum with Action Plans in place and money was to be put aside with the Buildings team to

ensure that necessary accessibility changes could be put in place across all sites.

- iii. It was queried whether there were any identifiable patterns between the 21 incidents that were noted in the report as having taken place at Big Pit and in response it was noted that they were isolated occurrences. It was further noted that all of these incidents had taken place above ground and that it was not thought that there was an identifiable pattern between them.

RESOLVED: ASSURANCE was RECEIVED, and the item was NOTED

Llywodraethu / Governance

10. Update on Risk and the Risk Register

Sponsor and Presenter: Royston Smith, Head of Digital

- I. Royston Smith, Head of Digital, introduced the item and gave assurance to the Trustees, that risk at Amgueddfa Cymru was managed in a robust way, through an internal scrutiny group chaired by the Director of Finance & Resources, on which the internal auditors TIAA had representation. As well as scrutinising the risks, it was noted that this group was also leading pieces of work to tighten up protocols around incidental risk management and had introduced an automated process system to assist with Risk Management.
- II. It was noted that the *Inability to Prevent a Cyber Attack*, remained the highest risk on the Risk Register. It was noted that, despite the many key controls in place, the ever-present nature of the risk, meant that the decision had been taken to not reduce the risk's score.
- III. Additional mitigations, primarily the creation of a Cyber Security Strategy, investigation of Cyber Insurance and continuous development and training of staff were currently underway, in addition to the controls in place noted on the Risk Register.
- IV. Discussion followed during which it was noted that:
 - i. It should be considered whether the causes of the *Major Fire* risk should be broadened to include extreme weather.

ACTION: Inclusion of extreme weather as a cause of the *Major Fire* risk to be considered at the next internal scrutiny meeting

- ii. Large projects that posed significant risk, reputational or otherwise, such as the redevelopment of the NSM, should identified as individual, specific risks on the Risk Register.
- iii. In response to this, it was noted that the NSM project maintained its own Risk Register, and that the Project Group had proposed that a dedicated NSM risk be added to the Amgueddfa Cymru Risk Register.

ACTION: Dedicated NSM risk to be drafted and added to the Risk Register.

- iv. An additional risk was in the process of being drafted, which would bring together staff morale and Shaping Our Future to highlight the pressures on staff capacity.
- v. The Risk Register was now a standing item on the agenda of each quarterly Board of Trustees Meeting.

RESOLVED: The item was NOTED.

11. Update from the Chair

Sponsor and Presenter: Kate Eden, Chair

- I. Kate Eden, Chair, introduced the item, taking the accompanying paper as read. No additional questions or comments were noted in the meeting.

RESOLVED: The item was NOTED

12. Update from the Chief Executive

Sponsor and Presenter: Jane Richardson, Chief Executive

- I. Jane Richardson, Chief Executive, introduced the item and made reference to the challenges at Drefach Felindre and St Fagans due to the recent storm, as well as the continuing mould problem at Nantgarw, which was starting to impact the collections.
- II. Additionally, it was noted that Amgueddfa Cymru was only just starting to understand the impacts of Shaping Our Future and what activity the museums were now no longer able to do. It had to be acknowledged that work caring for and exhibiting collections, especially new acquisitions, would take longer as there was no longer the capacity in house to maintain previous levels of activity.
- III. It was also noted that there was concern within the museum about having lost the next generation of in-house experts as a significant number of mid-career staff had left as part of the restructure that took place in the initial phase of Shaping Our Future.
- IV. Discussion followed during which it was noted that:
 - i. A workforce strategy was being developed to ensure that work to grow and lend the collections was able to continue as close to previous levels as possible, with a clear priority of activity in areas of greatest need.
 - ii. Though difficult decisions might have to be made in the future, it was noted by the Trustees that Amgueddfa Cymru should consider stopping activities which could no longer be delivered effectively, if no alternative measures could be put in place.

- iii. It would be beneficial for Trustees to see which teams across Amgueddfa Cymru had lost staff in the restructure, to get a greater understanding of potentially high-risk areas.

ACTION: Paper on losses in Collections & Research Directorate to be presented for the consideration of the Trustees at their next meeting.

RESOLVED: The item was NOTED

13. Amendment of Proposed Committee Structure and Proposed Membership

Sponsor and Presenter: Elizabeth Connolly, Head of HR & Corporate Governance

- I. Elizabeth Connolly, Head of HR & Corporate Governance, introduced the item and noted that since the original proposed restructure of the committees had come to the Board of Trustees in March 2024, additional consideration of the synergies of the new committees and the practicality of administering the new committee structure had taken place.
- II. It was proposed that the originally proposed Infrastructure Committee and People and Culture Committee be merged to create a new People, Resource and Culture Committee, which would reduce the number of proposed committees from six to five.
- III. It was also proposed that, in order to reduce potential burden on the Officers, that the Trustees exercise their right, as outlined in Statute 7.5 of the Charter and Statutes, to determine that the Officers need not be *ex-officio* members of all committees.
- IV. Finally, it was also proposed that the membership of the new committee structure, as outlined in the paper be approved.

RESOLVED: The proposed revisions to the committee structure, and the committee membership were APPROVED including Trustees exercising their right under the Charter and Statutes to determine that the Officers need not be *ex-officio* members of all committees.

14. Memorandum of Understanding, Oita Prefectural Art Museum (OPAM), Japan

Presenter: Kath Davies, Director of Collections & Research

- I. Kath Davies, Director of Collections & Research introduced the item and noted that due to the continuing developments in the relationship between Amgueddfa Cymru and OPAM, the upcoming Year of Wales in Japan initiative and the visit of the Director of Collections & Research to Oita Prefecture in January 2025, it was felt that the Memorandum of Understanding with OPAM should be reviewed and updated.
- II. Discussion followed during which it was noted that:

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- i. There was a clear synergy between the strong traditions of craft in both Japan and Wales, which meant that there were likely to be a number of opportunities for collaborative work in the future, including with cultural heritage organisations outside of Oita Prefecture.
- ii. Thinking more broadly, it would be beneficial for a discussion to take place outlining Amgueddfa Cymru's priorities with regards to other relationships with international cultural heritage bodies.

RESOLVED: Updates to the OPAM MOU were APPROVED.

15. Pensions Update

Presenter: Steve Hudson, Director of Finance & Resources

- I. Steve Hudson, Director of Finance & Resources introduced the item and noted that the paper circulated ahead of the meeting had already been received at the ARAC meeting held on the 13 November 2024, and that the members of ARAC recommended the approval of the proposals outlined therein.

RESOLVED: The following recommendations were APPROVED:

- To accept the Triennial Variation and Technical Provisions as presented by the Pension Scheme Trustees, subject to an adjustment to the pre-retirement discount rate (gilts +1.7%)
 - Agree a Total Contribution Rate of 17.2%
 - Agree that the new Schedule of Contribution will start on 01st January 2025.
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16. Proposed Amendment to Scheme of Delegation Approval

Sponsor and Presenter: Elizabeth Connolly, Head of HR & Corporate Governance

- I. Elizabeth Connolly, Head of HR and Corporate Governance, introduced the item and outlined the proposed amendments to the Scheme of Delegation, namely:
 - i. In the event of the Director of Finance & Resources being absence of a period greater than 3 weeks, preventing appropriate authorisation of relevant procurement types, as listed in the scheme of delegation, it is proposed that the Chief Executive will authorise all over the limits of Divisional Directors.
 - ii. In the event of the Chief Executive being absent for a period greater than 3 weeks, preventing appropriate authorisation of relevant procurement types, as listed in the scheme of delegation, it is proposed that the Director of Finance and Resources will seek the chairs approval to be able to authorise payments at the Chief Executive's delegated level'.
- II. Discussion followed during which it was noted that:
 - i. Consideration should be given to delegating down to the Divisional Directors in the event of a continuing absence of the Director of Finance & Resources,

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as this would relieve administrative burden in such a scenario on the Chief Executive.

- ii. It was also queried whether, given the delegation values were relatively low, whether these should be considered for amendment.
- iii. In response to this point, it was noted that a number of the parameters around delegations were set in the partnership agreement with Welsh Government, and that conversations could be held on this as part of the ongoing revisions to the framework agreement currently under consideration.
- iv. In an event requiring the delegation of the Chief Executive's role as Accounting Officer, this would first be delegated to Welsh Government, and that discussions would have to take place with them for these duties to be delegated to a member of staff within Amgueddfa Cymru.

RESOLVED: The amendment to the delegation of authority in reference to the absence of the Chief Executive (Minute 16.I.ii) was APPROVED.

As the Trustees wished to RECEIVE ADDITIONAL ASSURANCE on the delegation of authority in reference to the absence of the Director of Finance & Resources (Minute 16.I.i), staff were INSTRUCTED to further stress test the proposed arrangements, which should then be returned to a Board of Trustees meeting at a later date for CONSIDERATION.

ACTION: Staff to give renewed consideration to the delegated authority in reference to the continued absence of the Director of Finance & Resources.

17. Proposed Additional Pay Increase

Sponsor and Presenter: Elizabeth Connolly, Head of HR & Corporate Governance

- I. Elizabeth Connolly, Head of HR & Corporate Governance, introduced the item, noting that the proposed pay increase would bring Amgueddfa Cymru back into pay parity with Welsh Government, would ensure compliance with the Real Living Wage and continue Amgueddfa Cymru's commitment to fair and equal pay practices.
- II. It was noted that Welsh Government had already approved the pay increase, which would be covered by an additional Grant in Aid increase of £270,000 to cover the pay increase for 24/25. The increase had also been factored into the budget requirement for 25/26.
- III. Discussion followed during which it was noted that:
 - i. There was currently no performance element factored into increases in pay at Amgueddfa Cymru, and that staff defaulted to moving up the scales within their paygrade annually, unless they were under active investigation as part of disciplinary measures.
 - ii. As staff survey results had returned a low score with regards to the relations between managers and staff, no conversations were planned on introducing performance driven criteria to staff pay for the time being.

RESOLVED: The additional pay increase, backdated to 01 April 2024 was APPROVED.

18. Welsh Government Verbal Update

Sponsor and Presenter: Nicola Guy and Paul Kindred.

- I. Paul Kindred, Welsh Government, introduced the item and noted that, aside from the activity surrounding the budget, which was discussed earlier on in the meeting, the main priority was the divisional consultation, which was currently being reviewed by Welsh Government Ministers.
- II. It was also noted that the Culture Division was being moved into a new Culture, Heritage, Sport and Welsh Language directorate. Interim recruitment was currently ongoing for the temporary Director of this new division, and it was thought that recruitment for the permanent position would begin in the near future.
- III. Discussion followed during which it was noted that:
 - i. Strong views on charging within Amgueddfa Cymru had been expressed at the 11 December 2024 meeting of the Senedd Culture, Communications, Welsh Language and International Relations Committee, but it was reiterated that decisions relating to charging clearly sat with the Trustees of Amgueddfa Cymru, but that the principle of free access at point of entry was enshrined in the Welsh Government remit letter.

RESOLVED: The item was NOTED

19. Review Minutes

Sponsor and Presenter: Kate Eden, Chair

- I. The minutes of the previous Public Meeting of the Board of Trustees, held on the 26 September 2024 were reviewed and the following amendments were proposed:
- II. Yvonne Ruelle, Head of Finance to be added to the list of attendees
- III. Job title of Catrin Roberts, Head of External Relationships and Funding, to be corrected.

ACTION: Amendments to the minutes to be made prior to publication on Amgueddfa Cymru's website.

RESOLVED: Pending requested amendments, the minutes of the Board of Trustees' 26 September 2024 meeting were APPROVED as an accurate record of the meeting.

20. Review Open Action Log

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Sponsor and Presenter: Elizabeth Connolly, Head of HR & Corporate Governance

- I. Elizabeth Connolly, Head of HR and Corporate Governance drew the attention of the Trustees to the item on the Action Log which was overdue *Board Committee Restructure – Terms of Reference to be brought back to Board for Approval*.
- II. It was requested that the due date of this item be extended to April 2025, to allow for greater scrutiny by the Senior Executive Team, prior to circulation to the Trustees for consideration.

RESOLVED: The request to extend the due date of the one overdue action to April 2025 was APPROVED. The Action Log and progress against actions of the previous meeting was NOTED.

21. Any Other Business

Sponsor and Presenter: Kate Eden, Chair

- I. Nia Elias, Director of Relationships and Funding introduced an item of any other business, updating the Trustees on discussions held around whether Amgueddfa Cymru should continue to have a presence on X, formerly known as Twitter.
- II. It was noted that Amgueddfa Cymru's use of X was being reviewed as part of standard practice, in which use of all social media platforms was reviewed, but its usage was also being specifically reviewed, to assess whether X continued to align with Amgueddfa Cymru's values.
- III. The Digital, Marketing and Communications teams had noted that the use of X was becoming less impactful, and that usage of X was organically decreasing, with other platforms being seen as more of a strategic priority.
- IV. Specific work would be undertaken in 2025 to assess if Amgueddfa Cymru should purposefully step away from X, or whether usage should continue to be allowed to organically decline.
- V. Discussion followed during which it was noted that:
 - i. Any decision around moving away from X, should consider that the algorithm changes on social media sites could lead to large, unpredictable peaks and troughs in activity.
 - ii. It would be sensible to raise the issue with other Welsh Government Arm's Length Bodies, as they would also be likely discussing this issue.

ACTION: Marketing and Communications Teams to discuss X usage with other Arm's Length Bodies.

RESOLVED: The item was NOTED.

End of Public Board Meeting

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