

**Board of Trustees Public Session - Minutes**

**Thursday 19 June 2025 at 10:00 – 15:15**

**Ocean Room, National Waterfront Museum, Swansea**

**Apologies:**

*John Hunt, Trustee*

*Llion Iwan, Trustee*

*Daniel Richards, Trustee*

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**Present Board Members:**

*Kate Eden (Chair)*

*Rhys Evans*

*Hywel John*

*Owen Hathway*

*David Aled Jones*

*Abigail Lawrence*

*Ameerah Mai*

*Freya Stannard*

*Richard Thomas*

*Jan Williams*

*Cai Wilshaw*

*Emma Yhnell*

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**Present Executive Team Members:**

*Jane Richardson, Chief Executive*

*Phil Bushby, Director of Priority Programmes*

*Kath Davies, Director of Collections and Research*

*Nia Elias, Director of Relationships & Funding*

*Steve Hudson, Director of Finance & Resources*

*Nia Williams, Director of Experience, Learning & Engagement*

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**Additional Attendees Present:**

## **1. Open Meeting**

Sponsor and Presenter: Kate Eden

- I. The Chair welcomed attendees to the meeting.
- II. Declarations of interest were noted in relation to agenda item 12 from Rhys Evans, Trustee, Abigail Lawrence, Trustee and Emma Yhnell, Trustee.
- III. No additional declarations of interest were made known to the Chair.

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## **2. Reflection and Agreement of Actions from Board Development Day, 18 June 2025**

Sponsor and Presenter: Kate Eden, Chair and Jane Richardson, Chief Executive

- I. Kate Eden, Chair and Jane Richardson, Chief Executive introduced the item, reporting that:
  - i. The Chair introduced the item by thanking all Trustees and SET for a successful Board Workshop the previous day, Wednesday 18 June 2025, in the National Wool Museum. Trustees had received a guided tour of the museum by staff including the new Weaving Shed and looms. Board wished to thank all staff there for a very informative and enjoyable tour and had been particularly impressed by the capacity to further commercialise the weaving offer to stock Amgueddfa Cymru shops across Wales. The majority of the afternoon had been spent on a facilitated workshop around the next business planning cycle.
  - ii. Following this, the Trustees requested the Chief Executive and Senior Executive Team, to develop a five-year business plan to run from 2026-2030. This plan would enable the organisation to transition from the delivery of the second half of Amgueddfa Cymru's 2030 strategy, to the emerging aspirations of a new, post 2030 strategy.
  - iii. The Board expects that Amgueddfa Cymru will begin to look and work differently during the course of the five-year plan, as the Museum delivers for local, national and international audiences with rapidly changing needs and expectations.
- II. Discussion followed during which it was expressed that the five-year business plan should:
  - i. Reflect the following issues identified during the workshop:
    - a. Consider options to review the Museum's current activities and portfolio of sites in order to re-direct resources to new priorities and to deliver wider impact.
    - b. Review Amgueddfa Cymru's pan-Wales presence in a way that allows the organisation to reevaluate provision to communities that are currently underserved.

- c. Incorporate a digital strategy which makes better use of digital ways of working, embraces digital technology to enhance the visitor experience, and uses digital channels to increase the Museum's reach.
- ii. A core theme for the new five-year business plan should be “brilliant basics”, setting up a strong foundation for the future success of Amgueddfa Cymru.
- iii. Impact and impact measurement should be clearly articulated.
- iv. Amgueddfa Cymru's purpose was clearly articulated in the Royal Charter, but there was still a strategic discussion needed on which of Wales' stories Amgueddfa Cymru wished to prioritise and champion.
- v. Whilst the business plan was very operational, and therefore more internally focused, Amgueddfa Cymru's next strategy should engage with and be informed by stakeholders and communities as it was developed.
- vi. The resolutions would be taken on to the Leadership Forum to feed into the drafting of the business plan, which would return to the Finance, Performance and Collections Committee for scrutiny and then the Board of Trustees for approval in due course.

**ACTION:** Item to be added to the agenda of the September Board of Trustees Meeting updating on the progress towards the next Business Plan.

**RESOLVED:** The statements on the five-year business plan, as outlined in 2.II.i. of these minutes were **APPROVED**.

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### 3. NMC 100 Update

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes and Julie Holmes, Head of Capital Projects

- I. Phil Bushby, Director of Priority Programmes and Julie Holmes, Head of Capital Projects introduced the item, and reported that:
  - i. Julie Holmes, Head of Capital Projects would now be leading capital work on the redevelopment of the National Slate Museum and NMC 100.
  - ii. The project began in 2022 following a condition survey showing that there was a maintenance backlog running into £45,000,000 at National Museum Cardiff. Over the course of 2024/2025 thinking was distilled into a full project, with the first Gateway Review scheduled for September 2025.
  - iii. The Strategic Outline Case (SOC) was completed and would be shared with Welsh Government in the week commencing 23 June 2025. The SOC had already been shared with FPCC and was available on request to the Trustees.
  - iv. NMC 100 had transcended beyond being a building or maintenance project, to a strategic project celebrating the past 100 years of NMC and looking to the next 100 years of NMC.

- v. A number of potential options were outlined in the SOC, including a full refurbishment of NMC, which could potentially see Amgueddfa Cymru utilising parts of City Hall to house collections and ensure continued accessibility during the works.
  - vi. A project team had been formed and some elements of refurbishment identified to be undertaken in the immediate future, with a package of work starting in October 2025 to install the wireless fire alarm system and additional works in year to ensure that the £3,700,000 of capital grant in aid allocated to 2025/2026 was spent.
- II. Discussion followed during which it was highlighted that:
- i. Board members would benefit from an in-depth tour of NMC, encompassing all the issues that were currently challenging for the site.

**ACTION:** Trustee tour of NMC to be arranged.

- ii. Discussions held with Cardiff Council have indicated that they wish to retain use of the Council Chamber for monthly Council Meetings, but that there might be the potential to utilise the site to create a cultural quarter for Cardiff between City Hall and NMC, which could include other cultural partners. There was also the potential for Amgueddfa Cymru to run commercial hire business from City Hall. It had been agreed that Amgueddfa Cymru would be offered first refusal on the City Hall site once ongoing works there were completed.
- iii. The potential financial implications of taking on City Hall needed to be carefully considered during this process.
- iv. Lessons learned from the redevelopment of the National Slate Museum would be brought to bear in NMC 100, though for the time being as the full scope of the NMC 100 project was not yet confirmed, governance of NMC 100 would be overseen through PRCC rather than through a separate sub-committee of the Board of Trustees.
- v. The Future Thinking Club, coordinated by the Future Generations Commissioner would be a good partner to engage with whilst NMC 100 was in its initial planning stages.

**ACTION:** Ameerah Mai, Trustee to share information on and make introductions to key contacts at the Future Thinking Club

**ACTION:** Full SOC to be shared with Board.

**ACTION:** Deep-dive item on NMC 100 to be tabled for the agenda of the Board of Trustee's December 2025 meeting.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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#### 4. Update from the Chief Executive

Sponsor and Presenter: Jane Richardson, Chief Executive

- I. Jane Richardson, Chief Executive introduced the item, and reported that:
  - i. Discussions on CELF had advanced and it was expected that all parties would be content to sign the contract in the near future.
  - ii. Amgueddfa Cymru was undergoing assessment for the Investors in Volunteering award, with an outcome expected in July 2025.
  - iii. A bid had been submitted with the National Lottery Heritage Fund for the initial funding for the Roman Caerleon project.
- II. Discussion followed during which it was highlighted that:
  - i. Funding for CELF would be channelled through the Arts Council during the transition period, and then directly through Amgueddfa Cymru for the remaining agreed period. Recent meetings with Welsh Government had clarified reporting lines and expectations for the project.

**ACTION:** Now that all stakeholders were in agreement, briefing Session on CELF future arrangements to be arranged before September 2025 meeting for Trustees.

- ii. Enterprises have tendered to provide a food & beverage offering, along with running a related commercial hire business at CADW sites. Discussions were ongoing, but unlikely to progress further until a new CEO of CADW was in post.
- iii. Enterprises were also involved with similar discussions with the National Trust, as well as exploring supplying more Welsh products to their sites in Wales.
- iv. To support work in Collections, a new Registrar had been appointed. However, the large amount of work required for the upcoming Gwen John exhibition and tour, with its large number of associated loans, meant the team was working at capacity. Proposal had been lodged with the Senior Executive Team for the recruitment of an Assistant Registrar to assist. Until more team capacity was created, standard international loans and UK loans outside of Wales remained paused.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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## **5. Update from the Chair**

Sponsor and Presenter: Kate Eden, Chair

- I. Kate Eden introduced the item, highlighting key site visits and meetings with stakeholders and supporters.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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## **6. Financial Update – Month End Financial Report**

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

- I. Steve Hudson, Director of Finance & Resources introduced the item, and reported that:

- i. Management accounts showed position at 31 March 2025, but that the figures would change slightly before finalisation due to ongoing end of year activities.
  - ii. Administration activities would see cash write offs of between £3,000,000 to £4,000,000, but as these were driven by activities to clean up the accounts, the underlying financial position of Amgueddfa Cymru would not be impacted.
  - iii. Over the course of 2025/2026 revaluation activities of Amgueddfa Cymru's estate would be undertaken, following on from queries logged by Audit Wales in the last audit.
- II. Discussion highlighted the following:
- i. Trustees queried why there was a £32,000 underspend in the accounts when it had been advised that there would be no underspend. In the response, staff advised that this level of underspend was unavoidable due to pressures at the end of the year, but was still within acceptable tolerances. Staff further advised that 2025/2026 spending was deliberately overprogrammed, earlier in the year to avoid underspend at year end.
  - ii. The way the accounts would be presented would be refreshed in order to make them more accessible for Trustees.
  - iii. May 2025/2026 accounts were being finalised, as was standard practice, April 2025/2026 accounts had not been produced to capacity pressures resulting from 2024/2025 year end activity.
  - iv. An underspend of £200,000 would be reported in the May 2025 management accounts, but this was not considered to be a concern due to future programmed expenditure and the early position within the financial year.

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

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## **7. Lost & Unlocated Items in History & Archaeology Collection**

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

- I. Kath Davies, Director of Collections & Research introduced the item, and reported that:
  - i. The initial phase of this work in September 2023 was prompted by the publishing of the difficulties experienced by the British Museum. However, unlike the situation at the British Museum, no items were considered to have been stolen, rather that their whereabouts on the Amgueddfa Cymru estate was unknown.
  - ii. Since the report presented to Board in September 2023, 20% of the missing items from St Fagans and National Museum Cardiff had been located.
  - iii. Work was ongoing, but additional resources were required to make major inroads into this project.
- II. Discussion followed during which it was highlighted that:

- i. Capacity issues were being experienced across teams in Amgueddfa Cymru. The Employment Group was being reconvened to identify existing posts that could be closed down to make head room for new posts.
- ii. Staffing requirements and priorities would be examined by PRCC when staff were ready to bring this as an item.

**ACTION:** Workforce planning strategy, with a particular focus on posts to be prioritised, to be presented at a future PRCC meeting.

- iii. The system of spot-checking collections, noted in the September 2023 report to Board, had not been instituted, as locating missing items was deemed to be a higher priority, when available staffing was limited. Once the location of missing items was concluded, spot-checking would be introduced across sites.

**ACTION:** Oversight of the progress on Lost & Located items to be remitted to FPCC.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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## 8. Items for De-Accessioning

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

- I. Kath Davies, Director of Collections & Research presented the items for de-accessioning, which were noted as follows:
  - i. Department of Industry:
    - a. Accession no. 81.82i, smithy power hammer
    - b. Accession no. 72.97i, turret clock, stonework and wrought iron spiral staircase from roof of Queen Street Railway Station, Cardiff
    - c. Accession no. 1995.34, Royal Navy Sea King helicopter
  - ii. Non-accessioned items being disposed of:
    - a. Cast iron pinion with wooden teeth
    - b. Tar pump
    - c. Four Taff Vale Railway cast iron station canopy brackets.
  - iii. Natural Sciences:
    - a. Accession no. 98.28G.188-214 and Accession no. 2014-26G.677-681, Fossil Brachiopod Specimens
    - b. Accession no. 83.16.1, Accession no. 81.53.52, Accession no. V87.45.1, Accession no. 81.92B, Vascular herbarium specimens
- II. Discussion followed during which it was reported that:
  - i. Items that were to be disposed of would be advertised in museum journals to see if any interest in acquiring them was shown by other institutions. If no interest was forthcoming items would be disposed of appropriately, and recycled if possible.

**RESOLVED: The de-accessioning of items outlined in the paper was APPROVED**

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### **9. Llanberis Re-Development**

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes

- I. Phil Bushby, Director of Priority Programmes introduced the item, highlighting that the Museum pop-ups across North Wales were active, the National Slate Museum Llanberis site had been fully decanted, and preparatory work had commenced on site.
- II. Discussion followed during which it was noted that:
  - i. As only one Trustee had been able to attend the arranged day in Llanberis in May to see the new Collections Centre and activities at Castell Penrhyn, to ensure that all Trustees had an opportunity to view progress made at Llanberis and its new satellite locations, another visit day would be organised during the course of 2025/26.

**ACTION:** Additional Trustee Visit Day to Llanberis and Satellite Locations to be Arranged in 2025/2026.

- ii. The collections store at Llandygai was a great example of a functional and engaging collections store, accessible by the public.

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

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### **10. Site Accessibility & Limitations**

Sponsor and Presenter: Phil Bushby, Director of Priority Programmes and Nia Williams, Director of Experience, Learning & Engagement

- I. Phil Bushby, Director of Priority Programmes and Nia Williams, Director of Experience, Learning & Engagement introduced the item, and reported that:
  - i. A comprehensive accessibility audit of sites had been conducted by Direct Access in 2022, and many of the resulting recommendations had been actioned.
  - ii. Outstanding items were predominantly those that required capital input to action, the larger 2025/2026 capital budget had allowed an allocation of £150,000 towards this work, but further, multiyear investment was required to action all recommendations.
- II. Discussion followed during which it was highlighted that:
  - i. The most high-risk recommendations had been prioritised for action, but there remained a risk of legal challenge resulting from the un-actioned recommendations, but staff felt this risk was mitigated.
  - ii. Following the Supreme Court ruling on the Legal Definition of a Woman, work was ongoing to assess how this might impact access across Amgueddfa Cymru's sites.



- iii. Trustees heard that Amgueddfa Cymru's response to the ruling, with a focus on avoiding publishing unnecessary, meaningless statements, was being used as an example of good practice by other organisations.

**ACTION:** Monitoring of Site Accessibility work to be remitted to PRCC and to be added to the Committee's forward look.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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## **11. Risk and the Risk Register**

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

- I. Steve Hudson, Director of Finance & Resources introduced the item, noting that the Risk Management Group would next be meeting on the 24 June 2025 to review the full corporate risk register.
- II. Discussion followed during which it was highlighted that:
  - i. Review of the Risk Register was a standing item on the agenda of each ARAC meeting. It was important for Board level discussions to be held on Reputational Risk Assessment and Risk Appetite.
  - ii. Both the strategic and corporate risk registers were discussed at Risk Management Group meetings, which ensured that more operational, lower rated risks were receiving scrutiny as well.
  - iii. An Issues Register had also been created and work was ongoing refining this into a clear, strategic tool.

**RESOLVED:** The item was **CONSIDERED** and **ASSURANCE** was received by the Board of Trustees.

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## **12. Overview of Amgueddfa Cymru Memorandums of Understanding**

Sponsor and Presenter: Nia Elias, Director of Relationships & Funding

- I. Nia Elias, Director of Relationships & Funding introduced the item, reminding Trustees of the Memorandums of Understanding entered since 2019, along with their current status.
- II. Discussion highlighted the following:
  - i. Discussions were ongoing with Wrexham University, with a proposed Memorandum of Understanding coming to the September 2025 Board of Trustees Meeting.

**ACTION:** Item on Memorandum of Understanding with Wrexham University to be added to the agenda of the September 2025 Board of Trustees meeting.

- ii. A strategy for which organisations Amgueddfa Cymru would be seeking a Memorandum of Understanding with would be considered as part of the next 5-Year plan.

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

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### **13. Memorandum of Understanding – Oriel Y Parc**

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

- I. Kath Davies, Director of Collections & Research introduced the item, reported that:
  - i. A Memorandum of Understanding had existed with the Pembrokeshire Coast National Park Authority (PCNPA) for some time, reviewed and renewed on a rolling basis.
  - ii. The renewal of this MoU had been a positive process and PCNPA had extended an invitation for Amgueddfa Cymru Trustees to visit Oriel Y Parc.
- II. Discussion followed during which it highlighted that:
  - i. Following the signing of the MoU, PCNPA were planning communications to highlight the strength of the partnership – which would be further built on by a joint Amgueddfa Cymru, PCNPA planning session to discuss further collaboration over the next five years.
  - ii. The rationale for this closer relationship with PCNPA was the historic context of the Sutherland bequest. It was noted that Amgueddfa Cymru had long discharged its legal duties relating to the original agreement following the Sutherland bequest many years ago, close relations had been maintained.

**RESOLVED: The Memorandum of Understanding with PCNPA relating to the operation of Oriel Y Parc, St Davids was APPROVED.**

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### **14. Update from the Chair and Proposed Disestablishment of the Tailored Review Task & Finish Committee**

Sponsor and Presenter: Kate Eden, Chair

- I. Kate Eden, Chair introduced the item, and reported that:
  - i. The vast majority of Amgueddfa Cymru recommendations had been completed, with only one recommendation to be completed this financial year.
  - ii. An update report had been shared with the Charity Commission, with no further comments or actions being received in return.
  - iii. It was now therefore appropriate to consider disestablishing the Tailored Review Task & Finish Committee.
- II. Discussion followed during which it was noted that:
  - i. Amgueddfa Cymru was confident that due process had been followed in the closing down of the Tailored Review Task & Finish Committee and that, as it was a sub-committee of the Board of Trustees, it was within the authority of the Board to move to disestablish.
  - ii. Agreement to disestablish the group had also been secured from Welsh Government officials, who were members of the Task and Finish Committee.

- iii. The Chair thanked everyone who had been instrumental in securing the close down of the recommendations in the Tailored Review as this had been a significant activity workstream over the past eighteen months.

**RESOLVED: The disestablishment of the Tailored Review Task & Finish Committee was APPROVED.**

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#### **15. Updated Terms of Reference for Permanent Committees of the Board**

Sponsor and Presenter: Chris Pyrah, Governance Officer

- I. Chris Pyrah, Governance Officer introduced the item, noting the changes that had been made to the Terms of Reference of:
  - i. Finance, Performance & Collections Committee (FPCC)
  - ii. Learning & Engagement Committee (LEC)
  - iii. People, Resource & Culture Committee (PRCC)

**RESOLVED: The changes to the Terms of Reference of FPCC, LEC and PRCC were APPROVED.**

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#### **16. Reports of the Chairs of the Permanent Committees**

##### **16.1 Audit, Risk & Assurance Committee**

Sponsor and Presenter: Jan Williams, ARAC Chair

- I. Jan Williams, ARAC Chair introduced the item, and reported that:
  - i. The Framework Agreement with Welsh Government was over a decade old, which was constraining some aspects of Amgueddfa Cymru's ability to operate in what was now a very different context to when the current agreement was implemented. Responding on behalf of Welsh Government, Dr Nicky Guy noted that a new member of staff had been onboarded into the Partnership Team, part of whose remit was to update all of the Arm's Length Bodies' Framework Agreements.

##### **16.2 Finance, Performance & Collections Committee**

Sponsor and Presenter: Rhys Evans, FPCC Chair

- I. Rhys Evans, FPCC Chair introduced the item, and reiterated that:
  - i. The constraints around capacity and the pausing of international and wider UK loans outside of Wales was a matter that the Trustees and FPCC should be mindful of, and that it would be receiving additional scrutiny at FPCC.

##### **16.3 Learning & Engagement Committee**

Sponsor and Presenter: Richard Thomas, LEC Chair

- I. Richard Thomas, LEC Chair introduced the item, and reported that:
  - i. As LEC was a new committee encompassing items that had not received great scrutiny at Board level in the past, deep-dive session would be organised for each agenda to ensure that there was a chance for real, in-depth scrutiny.

#### **16.4 People, Resource & Culture Committee**

Sponsor and Presenter: Freya Stannard, PRCC Chair

- I. Freya Stannard, PRCC Chair introduced the item, and reported that:
  - i. Work would be undertaking the scrutiny of NMC 100 at a committee level, and that this would likely generate a number of major items that would come to the Board of Trustees in the future.

#### **16.5 Caerleon Committee**

Sponsor and Presenter: Abigail Lawrence, Caerleon Committee, Chair

- I. Abigail Lawrence, Caerleon Committee, Chair introduced the item, and reported that:
  - i. The National Roman Legion Museum would be celebrating its 175<sup>th</sup> anniversary in 2025, and that a special programme of events was being organised around this. Trustees had received an invite to the anniversary day.
- II. Discussion followed the updates during which it was highlighted that:
  - i. Quoracy at committees had been raised as a potential issue and Trustees were reminded to send apologies to the Committee Chair in question and the Governance Team as soon as they were aware that they may not be able to attend a meeting.
  - ii. Trustees were also reminded that they had a responsibility to appraise themselves of business conducted at committee meetings they had sent apologies to.

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

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### **17. Committee Governance**

#### **17.1 Minutes of the Last Meeting**

Sponsor and Presenter: Chris Pyrah, Governance Officer

- I. The minutes from the Board of Trustees – Public Session on 20 March 2025 were reviewed.

**RESOLVED: Minutes from the last meeting were APPROVED.**

#### **17.2 Action Log**

Sponsor and Presenter: Chris Pyrah, Governance Officer

- I. The actions noted on the Action Log from the Board of Trustees – Public Session which took place on the 20 March 2025 were reviewed.

**RESOLVED: Progress against actions of the previous meeting were NOTED.**

### **17.3 Committee Forward Look**

Sponsor and Presenter: Chris Pyrah, Governance Officer

- I. The attention of the Committee was drawn to the forward look of business tabled for future Board of Trustees – Public Sessions for the remainder of 2025/2026 as it stood at the end of Quarter 1.

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

### **17.4 Minutes from Permanent Committees**

Sponsor and Presenter: Chris Pyrah, Governance Officer

- I. The minutes of the following Permanent Committees of the Board of Trustees were reviewed:
  - i. Appointments & Remuneration Committee – Minutes of Meeting held 12 September 2024
  - ii. Appointments & Remuneration Committee – Minutes of Meeting held 28 November 2024
  - iii. Audit, Risk & Assurance Committee – Minutes of Meeting held 21 January 2025
  - iv. Joint PPRC & ARAC – Minutes of Meeting held 21 January 2025
  - v. Audit, Risk & Assurance Committee – Minutes of Meeting held 19 February 2025

**RESOLVED: The item was CONSIDERED and ASSURANCE was received by the Board of Trustees.**

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### **18. Any other Business (AoB)**

Sponsor & Presenter: Kate Eden, Chair

- I. No items of AoB were raised.

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**End of Board of Trustees – Public Session**