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| Meeting: | Board of Trustees of the National Library of Wales Open Meeting |
| | Date: Friday, 10 May between 10.00 - 13.00 |
| | Location: Council Room and online |

Present:

Board Members: Ashok Ahir (President and Chairman)
Andrew Evans (Vice President)
Gronw Percy (Treasurer)
Janet Wademan
Anwen Jones
David Hay
Susan Davies
Quentin Howard
Andrew Cusworth
John Allen

Executive Team: Rhodri Llwyd Morgan, Chief Executive
Rhian Gibson, Director of Communications, Engagement and Partnerships
Owain Roberts, Director of Collections and Digital Services
Emyr Evans, Director of Finance (temporary)

Also present : Annwen Isaac, Human Resources Manager
Manon Maragakis, Welsh Government
Mary Ellis, Welsh Government
Nia Dafydd, Partnership Council
Ifeanyi Charles Okafor, shadowing programme, Public Appointments Unit

Minutes : Carol Edwards (Corporate Governance Manager)

Apologies : Elaine Treharne, Lee Yale-Helms, Hannah Lindsay, Lydia Rumsey

1. General Matters

1.1 Welcome from the Chair and opening remarks

The Chair welcomed everyone to the meeting, extending a special welcome to Rhodri Llwyd Morgan to his first full meeting as Chief Executive.

Ifeanyi Charles Okafor was welcomed, who was attending the meeting as part of the Public Appointments Unit shadowing programme. Charles will also join committee meetings over the next three months, and attend the Board meeting in July.

The Idyll and Industry exhibition was launched the previous evening, and was a fantastic example of partnership working, as well as an opportunity for the Library to display its own treasures. The interpretation work is particularly good, illustrating the Library's role in safeguarding treasures during the Second World War, and a film showing the journey of the painting *The Stonemason's Yard* to the slate quarries of Manod in North Wales, where it was stored for safe keeping. In addition to the excellent exhibition, the collaboration between the exhibitions, security and cleaning teams, and the engagement and promotion team is to be commended.

The President encouraged the Trustees to visit the exhibition when they are in Aberystwyth for the July Board meeting.

1.2 Declarations of interests relevant to the agenda

There was no declaration of interests relevant to the items on the agenda.

1.3 Minutes of open meeting 22 March 2024 and discussion of issues arising

The minutes were approved as a correct record of the matters discussed, subject to correcting the following on page 3;

£1,455 to read £1,455k and *Culture Strategy* instead of *Cultural Strategy* in the English version.

Welsh Government Remit Letter - the Welsh Government has confirmed that they do not intend to change the content of the letter, but to reduce the pressure on the Library, the reporting requirements will be less.

The Welsh Government's Culture Strategy - the Welsh Government is expected to launch the consultation on the document on 23 May and there will be an opportunity for the Library to feed into this; Manon Maragakis will send more details regarding the launch, when they are available, to the President and Chief Executive.

1.4 Minutes of closed meeting 22 March 2024

The members were asked to send any comments or questions regarding the content of the closed minutes to the President and Clerk of the Board.

Section 2

2.1 The Chief Executive's report

The Chief Executive presented his first report since he was appointed to the post, highlighting the following areas for the attention of the Trustees.

- He attended a course for Accounting Officers of sponsored bodies on his second day in office, to familiarize himself with his responsibilities for the financial stewardship of the Library

- Staff meetings were held on 10 April where there was an opportunity for staff to ask questions. The current period is a fragile one with so many staff leaving the organisation, and anxiety about the next period. It is planned to hold regular staff meetings from now on.
- A number of interviews with the press have been held which are an opportunity to voice the challenges facing the Library
- In a meeting with the Cabinet Secretary on 7 May, the situation regarding the Library's roof, which had experienced damage during a storm in April, was discussed. With the help of Manon Maragakis, the Library will submit an application, by invitation, to the Welsh Government for the repair of the roof and a decarbonisation work package which will see the installation of solar panels and a ground source heating system to protect the Library for the future.
- Work has begun on upgrading the Library's car park, which will also include an element of the decarbonisation work
- Continuing to wait for planning permission for the development of the Hafod (Atrium)
- Attendance at a reception to celebrate 25 years since the first election of Senedd Cymru, where a film from the Library's Collection showing the main events in the history of the Senedd was shown; an exhibition had been prepared by the Political Archive, and there was an opportunity to network with members of the Senedd during the evening
- Arrangements are underway with Welsh Government officials to arrange for the Cabinet Secretary to visit the Library during July
- The Education Service undertakes exemplary work with schools in Wales. Pupils create films that are broadcast on our website and social media, experiences that can lead to jobs in the television industry in the future.

Section 3 Strategic Issues

3.1 Impact Assessment and Succession Plan

A report was submitted showing the impact of the voluntary severance scheme on the Library's work areas. In terms of the current situation, short-term arrangements and adjustments have been made which take into account the welfare of the workforce and business continuity, but it must be recognized that it will not be possible to continue to operate and achieve everything as in the past.

The mitigation money will be used to plan ahead in some areas, and the extended departure dates also mitigate some of the impact of the departures in some areas.

Workshops will be held with the staff on the change programme and the strategic plan, and input from the members of the Board to these is also welcome.

The departures are not likely to affect the working from home policy, but it is important to balance this flexibility with the impact on the well-being of staff who only have contact with other colleagues on screen.

3.2 Training Programme

The President thanked the members for their suggestions about areas of training for the year. All members were encouraged to follow the NCSC cyber security toolkit which is free; this is timely following the incident at the British Library, and the Head of Digital Infrastructure has drawn members' attention to this course over the past year. The importance of this course was also reiterated by the chair of the Audit, Risk and Assurance Committee.

There is a cost attached to the 2 courses run by the NCVO, but if anyone is interested in following them, they should contact the President and the Clerk to make arrangements.

The course for audit committees, which is provided by the Civil Service College, is one that has been used in the past by the Library, and was found to be extremely useful. The Clerk will ask for the costs of this course and report back to the President and Chair of the Audit, Risk and Assurance Committee.

The President asked the members to send him suggestions for presentations/discussion topics for the Board meeting in July as soon as possible.

3.3 Family History Hub - introductory paper

The Library is striving to raise its profile in Wales, the UK and internationally, and to do this, it needs to look at different ways of working, which offer opportunities for innovation and partnership. Genealogy is extremely popular, especially abroad, and so the Library is exploring the idea of creating a Family History Centre of Excellence in the Library.

If the Board agrees with the potential of the project and supports continuing to explore and develop the plan to create the centre, the next step would be to get a business development specialist to support the Library in developing a business plan which would analyze risks and opportunities; if it is decided to develop a pilot project, then a request would likely be made for investment from the private funds.

The Board agreed on the potential of the project, and to proceed with further investigative work.

3.4 Conflict Management Scheme – Pension Scheme

Willis Towers Watson (WTW) provides actuarial services to the Trustees and the Library in relation to the pension scheme. The fact that WTW advises the Trustees and the Library can lead to a conflict of interest or a perceived conflict for WTW. This conflict needs to be managed for the benefit of all parties.

The purpose of the document that has been submitted by WTW is to set out the intention and principles regarding any conflict of interest and how WTW will deal with these. WTW wanted the Board of Trustees to be aware of and acknowledge the situation.

3.5 Audit, Risk and Assurance Annual Report

The chair of the Audit, Risk and Assurance Committee presented the committee's annual report for 2023/24.

She acknowledged that 2023/24 had been a challenging year for a number of reasons and that a number of issues needed to be addressed.

She thanked the previous Chief Executive, and the current one, for taking on responsibilities beyond their normal ones due to the absence of key staff during the year. She also thanked her fellow members on the committee, independent members, staff and the Clerk for their work, and in particular Emyr Evans, interim Director of Finance, for his support to the committee during his time at the Library.

There were no comments or questions from the members on the report, and the President thanked the chair for chairing the committee in a difficult period of change and transformation for the organisation.

Section 4 Corporate Affairs

4.1 Financial Reports

4.1.1 Draft Budget 2024/25

The budget was discussed at a special meeting of the Finance and Resources Committee on 1 May, and a detailed analysis of the income and expenditure and explanations of the figures can be found in the minutes of that meeting, which have been shared with the members.

The funding of the Broadcast Archive project has been discussed with the project managers and the HLF Monitoring Officer, and a more detailed scrutiny of the budget will take place from now on.

It was agreed that there is a need to focus on increasing commercial income this financial year, as well as increasing fundraising income.

Dividing core costs and project costs separately and providing the information on departmental budgets gives members more clarity in terms of income and expenditure. The Treasurer noted that the budget had been scrutinized in detail at the Finance and Resources Committee meeting, and that he was happy with what was being presented to the Board.

4.1.2 Management Accounts March 2024

The 2023/24 financial year ended with a deficit of £736k - originally, the figure was twice as much.

Income and expenditure

- Grants were received from the Welsh Government in March - £400k for the Broadcast Archive and £248k for necessary maintenance work on the building
- Project income £785k higher than predicted against the original budget - £467k adjustment of funds to accrual basis, and £318k of additional project funding
- Commercial income £90k ahead of budget, mainly derived from Pendinas

Allocation of Private Funds

It was predicted that the commitments from the private funds would all have to be used during 2023/24, but because the deficit at the end of the year was smaller, it was not necessary to use it all. The reasons for this are;

- Living expenses payment - £190k of the collaboration agreement income was used to fund this, so only £197k needed to be used from the private funds
- Broadcast Archive funding - only £145k was used from private funds, as additional funding of £400k was received at the end of March

Capital expenditure

There is an overspend on capital of around £600k in 2023/24; this is due to the introduction of a 2 year collaboration agreement grant to fund decarbonisation and storage capacity. It is not possible to time or evaluate the expenditure against these grants for the grant allocation period. The costs in terms of the 2 projects were higher than the grant for 2023/24 but in line with the expectations of the total cost of the projects.

The Board has agreed to support the Hafod (Atrium) development project from private funds. The original budget for this project presented two years ago has now changed because costs have risen, the work has also changed from what was originally priced for following comments received from staff, and to support the sustainability and decarbonisation agenda. It will therefore be necessary to present an updated budget for this project to the Board in due course.

Emyr Evans was thanked by the President and the Treasurer for preparing accounts which give the Board a clear overview of the organisation's financial situation.

4.1.3 Private Funds Commitments

A spreadsheet was presented to the Board by the interim Director of Finance setting out the commitments of the private funds and movements in the funds for 2023/24, and commitments to come during 2024/25 - 2029/30.

The funds are in a healthy position, mainly because not so much has been spent and also because of good returns on the investments. The money from the sale of a house in London will be included in the private funds when it has been received.

The interim Director of Finance asked the Board to note that £1m from the private funds had been moved to the cash flow fund to ensure sufficient funding at the end of the financial year; by now, this money has reached the Library, and the £1m has been transferred to another account - a money management account. This was discussed and agreed with the Treasurer. It was agreed that a paper needs to be provided to the Board which formally sets out permission to use private money for cash flow.

The Chief Executive was asked to update the Board in July with ideas for using the private funds.

4.2 Compliance and Risk

No issues to report.

Section 5: Committee Reports

5.1 Audit, Risk and Assurance draft minutes, 18.03.24 and 09.04.24

The minutes were presented by committee chair Janet Wademan, who asked if there was a plan in place to address the recommendations of the Audit Wales Management Letter; assurance was given by the interim Director of Finance that he was discussing priorities with the incoming Director of Finance and Corporate Services.

There were no comments or questions from the members on the content of the minutes.

5.2 Draft minutes of the Finance and Resources special meeting 01.05.24

Already discussed in the item about the budget.

Section 6: Any other matters

This is Emyr Evans, interim Director of Finance's last meeting before he finishes at the Library. He was thanked for his work and contribution to the Library over the past 15 months leading the Finance Department, and providing clear financial information to the Board and the Finance and Resources Committee.

PRESENTATION:

Owain Dafydd, Communities Wales Project Manager Communities Wales Anti-Racism Plan

An interesting presentation giving the background to the project which assists the delivery of the Government's Wales Anti-Racism Action Plan was given by Owain. Wales is the first country to make the teaching of Black, Asian and Minority Ethnic history and experiences compulsory in the curriculum, and the aim of this project is to help children in schools across Wales to embrace and celebrate its diverse cultural heritage by working with schools and community groups across Wales to tell stories through the lens of the diverse people who live there.

Owain was thanked for his presentation and congratulated on a successful project, which is a great example of engagement with diverse audiences. The Library will look to develop this further over the next year.

The Library was encouraged by one of the Trustees to consider engaging with the *Group for Education in Museums* who would be interested in this project.

**** THE END ****

| / ISSUES NEEDING FURTHER ATTENTION | | | |
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| Action | Responsibility | By | Completed |
| WG Culture Strategy - forward information regarding the launch of the consultation | Manon Maragakis | When available | |
| Investigate the cost of the Civil Service College course for audit committees | Clerk | As soon as possible | Cost shared with President, Executive and Chair of AR&A |
| Members to send suggestions about presentations/discussion topics to the President on for the 25 July meeting | Trustees | As soon as possible | |
| The Hafod (Atrium) development budget – presentation of a revised budget | Meredith Boswell / Mark Stevens | 26.07.24 meeting | On agenda |
| Private funds <ol style="list-style-type: none"> 1. provide the Board with a paper formally setting out permission to use the private funds for financial year end cash flow 2. provide ideas for use of the private funds | Mererid Boswell Chief Executive | 26.07.24 meeting | |