

Meeting:	Board of Trustees of the National Library of Wales Open Meeting
Date: Friday,	22 March between 12.00 - 13.30
Location:	Council Room and online

Present:

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

Executive Team: Pedr ap Llwyd, Chief Executive and Librarian
Rhian Gibson, Director of Communications, Engagement and Partnerships
Owain Roberts, Director of Collections and Digital Services
Emyr Evans, Director of Finance (interim)

Also present : Annwen Isaac, Human Resources Manager
Mary Ellis, Welsh Government
Nia Dafydd, Partnership Council

Minutes : Carol Edwards (Corporate Governance Manager)

Apologies : Elaine Treharne, Lee Yale-Helms

1. General Matters

1.1 Welcome from the Chair and opening remarks

The Chair welcomed everyone to the meeting, extending a special welcome to Mary Ellis, on behalf of the Welsh Government and Nia Dafydd on behalf of the Library Partnership Council.

Congratulations were extended to Anwen Jones, who was starting her second term of four years as a Trustee.

The Chair noted that any matter discussed in the closed session would not be repeated in the open session.

1.2 Declaration of interests relevant to the agenda

The staff members present declared an interest in item 3.2 – Pension Scheme – as active members of that scheme.

1.3 Minutes of the extraordinary meeting of 22 January 2024

The minutes were approved as an accurate record of the matters discussed.

1.4 Minutes of the meeting of 26 January 2024 and matters arising that are not on the agenda

The minutes were approved as a correct record of the issues discussed, with the following issues arising that are not on the agenda;

Cyber Essentials+ - the external assessors are currently scanning the Library's systems, and the work for the accreditation is expected to be completed in the coming weeks.

Revised remit letter – the Library has not received a revised version. The President will discuss this with the Chief Executive after Easter, as a matter to be discussed with the new Secretary in the Welsh Government

Board committees - thank you to everyone who expressed an interest in joining the committees; the membership will be as follows;

- Andrew Evans and John Allen join the Audit, Risk and Assurance Committee
- David Hay joins the Finance and Resources Committee (and remains a member of the Performance, Quality and Governance Committee)
- Hannah Lindsay joins the Finance and Resources Committee (and leaves the Performance, Quality and Governance Committee)
- Elaine Treharne joins the Performance, Quality and Governance Committee (and leaves the Finance and Resources Committee)
- John Allen joins the Buildings Panel

Training programme - thanks to Andrew Evans, Janet Wademan and Susan Davies for offering ideas; a programme will be presented to the next Board meeting in May.

Appointment of a Trustee - the Performance, Quality and Governance Committee decided at its meeting on 27 February not to advertise for a member to replace Gwenllian Lansdown Davies at this time, but to start a conversation with the Welsh Government after the summer regarding this appointment, and appointments for 2025.

Shadowing programme - the Chair noted that he had agreed for the Library to be part of the Public Bodies Unit's shadowing programme, and it is hoped that someone will join us before the summer.

Section 2

2.1 Chief Executive and Librarian's report

The Chief Executive and Librarian presented his final report to the Board, stating that he would continue to support the Library in any way he could after retirement.

He drew special attention to item 5.4.2 in his report, namely the digitization of *the Repertory of Welsh Manuscripts and Scribes*; this would extend access to this masterpiece across the world. The Board agreed to support this project from private funds up to £10k. The Centre for Advanced Welsh and Celtic Studies will also contribute equally to the costs.

It is expected that the new Chief Executive will be able to give the Board an update on this project and any further developments for the Repertory in future meetings.

Additional funding from the Welsh Government - it was noted that the Library received £650k of additional funding from the Welsh Government for 2023/2024;

- £400k to assist with the digitization of content within the Broadcasting Archive
- £250k to address and remove asbestos from the flat roofs of stores 1 and 2

The Library has also, this morning, received £1,455k under the partnership agreement, which is £615k for solar panels, £750k to develop the atrium in the third building and £90k for the IT department.

The Chief Executive and Librarian was thanked for his report.

2.2 Incoming Chief Executive's work plan

In the absence of the incoming Chief Executive, the Chair presented an outline work plan for the coming months. A full paper will be presented at the May meeting.

- Develop the 2024 – 2029 strategic plan between April and the end of summer
- Develop a staffing structure between the summer and December, consult on the strategic plan, and the staffing structure
- Consultation with staff, Board and key stakeholders on the above between May - June
- Present a change programme to the Board meeting on 10 May
- Discuss the change programme with the trade unions between 18 – 20 June
- Present a draft of the strategic plan, change programme and new staff structure to the Board meeting on 26 July

"Rhannu Cyfrinachau" (Sharing Secrets)

A clip from the series was presented by Rhian Gibson.

The TV series "Rhannu Cyfrinachau" was commissioned by S4C, and is produced by Slam. The series will be broadcast in September. There is interest in creating a second series, and the format has been shown to ITV Studios who are looking to develop an English version. The series will bring considerable attention to the Library and raise its profile; the series will be promoted over the summer.

Rhian thanked Nia Dafydd for all her work supervising the filming crew while they were at the Library.

Section 3 Strategic Issues

3.1 International Strategy and events

Rhian Gibson provided an update on activities.

- The Library was part of Wales Week in London for the first time in years, promoting Annie Cwrt Mawr and the Peace Petition
- A joint event was held with the Royal Welsh Show in the House of Commons - the Library received special mention from David TC Davies on the night
- It is planned to hold another event in London around June - one of the ideas is an event with the Welsh Lawyers Association in London; there will be further discussions over the coming weeks
- The Library will be part of the North American Wales Festival in Pittsburgh in August, where 2 family history sessions and 2 sessions on the Peace Petition will be held; the Library will also have a stand at the festival. The Library is not a full partner this year, but if it is a success then the Library will be a full partner in Ottawa in 2025.
- Rhian is part of the Welsh Government's Cultural Diplomats group - Commonwealth day will be launched in the Library next year, and discussions are underway with Luned Haf, Head of International Wales regarding this and other partnerships.

The international work is a challenge due to a lack of resources, and this will have to be taken into account when developing the new strategy.

Rhian will present an introductory paper to the Board in May to create a family history hub in the Library that will have international reach. The hope will be to create a funded pilot scheme, expecting the project to be self-sustaining as it moves forward. The Board noted that it might be possible to assist with private money if this project and some others were packaged as special projects.

The Welsh Government will consult on its Culture Strategy in May, and it was agreed that the Board should consider this at its meeting on 10 May - Clerk to place it on the agenda.

Rhian was thanked for a positive and interesting report.

3.2 Pension Scheme – update on the current situation

Emyr Evans provided the Board with an update;

- The agreement with WTW has been signed and they will start formally administering the scheme on 1 April
- Transfer of documentation to WTW in progress
- Need to discuss investment strategy with WTW
- Investments transfer from Blackrock to WTW over the next year
- A draft consultation document on the plan is available, but a lot of further work is needed to update it - to happen when Rhodri Llwyd Morgan and Mererid Boswell have started

3.3 2024 Regulations

Changes to the Regulations were presented by the Clerk, and were approved by the Board.

3.4 Voluntary Redundancy Scheme

Discussed in the closed meeting.

Section 4 Corporate Affairs

4.1 Financial Reports

4.1.1 Statutory Annual Accounts 2022/2023

The Annual Accounts were presented to the Board for approval by the Treasurer.

A special meeting of the Audit, Risk and Assurance Committee was held on 18 March to scrutinize the Accounts which Anthony Veale, Audit Wales attended to present the Audit Report and Management Letter. Audit Wales intend to provide an unqualified opinion on the 2022/2023 Annual Accounts, which is to be welcomed. Some changes were made to the narrative following the meeting on 18 March.

Thanks were given to Emyr Evans and the team, Anthony Veale and Audit Wales for their work.

The Treasurer was happy to recommend that the Board approve the Accounts, and they were unanimously approved by the Board.

4.1.2 Management Accounts February 2024

These were presented by Emyr Evans, and it was noted that the figures were as expected and better than what had been budgeted for.

4.1.3 Budget 2024/2025

Following discussions with Rhodri Llwyd Morgan, Emyr Evans will present a draft of the budget to the Board in May. A special meeting of the Finance and Resources Committee is expected to scrutinize the draft budget before it is presented to the Board.

4.1.4 Private funds commitments

The spreadsheet has changed due to the following commitments;

- Cost of living payment
- £500k for the Broadcast Archive
- Communications, Engagement and Partnerships directorate salaries
- Costs of the Tailored Review
- £1m to ensure that the cash flow is correct (it will be easy to repay it following receipt of additional funding from the Welsh Government)
- £1m voluntary severance scheme - also to be repaid as the Welsh Government is fully funding this

In response to a question from one of the members, it was confirmed that the Charter allows the Library to borrow money against its private funds.

Clarity is needed on the ongoing commitment of the Broadcast Archive. It was suggested to look back at the original decision regarding the funding of the Broadcast Archive, and reconsider if the ring fenced £5.5m is still required.

4.1.5 Private Funds Policy

The current policy was presented to the Board for information; this is valid until 2025. It will be revised over the next year and a new policy will be presented to the Board at the end of the calendar year.

4.1.6 Financial update

The Chair gave a summary of the financial matters;

- 24 staff have received VSS which costs £1,143M (cost of leaving, PILON and the shortfall to the pension scheme). The Welsh Government has fully funded this
- Staff will leave between March and December - financial savings of c£750k in 2024/2025 but c£1M in 2025/2026
- £650k of additional end of year funding received [details in Section 2]
- £342,500 of transformation funding received for 2024/2025
- Around £1.2M of money to come to the private funds following the sale of a house in London that had been left to the Library

4.2 Compliance and Risk

No issues to report.

Section 5: Committee Reports

5.1 Audit, Risk and Assurance draft minutes, 13.02.24

The Chair, Janet Wademan highlighted the following for the attention of the Trustees

- full quota of members following the appointment of 2 Trustees to the Committee
- by agreement on both sides, the Library's new auditors, RSM, will carry out one audit which will feed into the annual opinion of WGIAS, the Library's current auditors
- effectiveness audit of the committee has identified areas of training to be considered
- everyone was thanked for attending the extraordinary meeting on Monday night at short notice

5.2 Performance, Quality and Governance draft minutes 27.02.24

Nothing to add to the minutes.

5.3 Finance and Resources draft minutes 06.03.24 – verbal summary

Matters already discussed during the meeting.

Section 6: Any other matters

Library Seal - in accordance with the Library Regulations, it was reported that the seal had been used on the Pension Scheme Trustee's Deed.

Artificial intelligence - Owain Roberts reported that the Library collaborates on projects in the field, and has contributed to case studies with the University of Glasgow.

Thank you - this is Pedr ap Llwyd's last meeting as Chief Executive and Librarian. He was thanked by the President and presented with a gift on behalf of the Board. The Chief Executive and Librarian wished the new Chief Executive, the Board and the staff well for the future, thanking them for the help and support he has received over the years.

Closed Meeting - summary of issues discussed

1. Financial Matters
2. Legal Matters
3. Staffing Matters

**** END ****

MATTERS TO BE ACTIONED/ ISSUES NEEDING FURTHER ATTENTION			
Action	Responsibility	By	Completed
Revised Terms of Reference letter - President and Chief Executive to discuss with the Cabinet Secretary	President / Chief Executive	April / May	Meeting to be held 07.05.24
Draft a Trustee training programme	President / Clerk	10.05.24 meeting	On agenda
Appointments to the Board - discussion with the Welsh Government	President / WG	October 2024	To be actioned
Draft an introductory paper on creating a family history hub	Rhian Gibson	10.05.24 meeting	On agenda
WG Cultural Strategy – place on agenda of next meeting	Clerk	10.05.24 meeting	Not yet received
Present the 2024/2025 budget to the Board	Treasurer / Emyr Evans	10.05.24 meeting	On agenda
Private Funds Policy – present revised policy to the Board	Mererid Boswell	29.11.24 meeting	To be actioned