

Meeting:	Board of Trustees - National Library of Wales Open Session
Date:	Friday, 26 January 2024 between 11.00 – 13.00
Location:	Council Chamber and online

**Present:**

**Board Members:** Ashok Ahir (President a Chairman)  
Andrew Evans (Vice President)  
Gronw Percy (Treasurer)  
Lydia Rumsey  
Janet Wademan  
Gwenllian Lansdowne Davies  
Hannah Lindsay  
Anwen Jones  
David Hay  
Susan Davies  
Lee Yale-Helms  
Quentin Howard  
Andrew Cusworth  
John Allen  
Elaine Treharne

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**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)

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**Also present :** Annwen Isaac, Human Resources Manager Human  
Mary Ellis, Welsh Government  
Prys Dafydd, Welsh Government  
Rhodri Llwyd Morgan, incoming Chief Executive

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**Minutes :** Carol Edwards (Corporate Governance Manager)

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**Apologies :** No apologies

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## **Section 1: General Matters**

### **1.1 Chair's welcome and opening remarks**

The Chair welcomed everyone to the meeting, extending a special welcome to Rhodri Llwyd Morgan, incoming Chief Executive, who was joining the meeting as an observer. One member of the public was present at the open session.

### **1.2 Declaration of interests relevant to the agenda**

The staff present declared an interest in item 3.3 as active members of the Library's pension scheme.

### **1.3 Minutes of the 24 November meeting and matters arising are not on the agenda**

The minutes of the sessions of 24 November were accepted subject to the inclusion of the following clause under 5.2 in the minutes of the second closed session;

*The Chair drew the Board's attention to the fact that if the audit on CIPFA's third report was not completed during the current financial year, then the internal auditors may have insufficient audit information to draft the Head of Internal Audit Annual Opinion and Report for the year up to 31 March 2024.*

**Cyber Essentials** – following the completion of the self assessment, it is a pleasure to announce that the Library has succeeded in the Cyber Essentials accreditation; we will continue with Cyber Essentials+ in the coming days where the accreditors will assess and confirm the self assessment.

**Audit of Annual Accounts 2022/23** - it will not be possible to meet the deadline of 31 January 2024 for filing the Annual Accounts with the Charity Commission, due to Audit Wales' staffing issues. The Library's main contact has left for another role and a new contact has been appointed, and he has highlighted new issues in the Accounts that need to be resolved. A new audit manager has also been appointed for the Library due to the previous manager's long-term illness, and all this has affected Audit Wales' timetable to complete the work. It is hoped that the Accounts will be signed by the end of February.

There will be no penalty for missing the deadline, but it was agreed that the Treasurer and Director of Finance should send a letter to Audit Wales expressing dissatisfaction and concern about the delay in auditing the Library's accounts.

**Regulations** - following the last meeting, the clause regarding the Officers Committee in the Regulations was revised to give clarity on the nature of Officers' meetings, and a clause was added to clarify the nature of other meetings between the Officers and the Executive Team.

## **2. Report of the Chief Executive and Librarian**

The Chief Executive and Librarian reported on issues that had occurred since he prepared the written report.

A voluntary severance scheme was launched on 24 January, and the Chief Executive and Librarian had met with staff to explain that this is an extremely challenging period, and that this is the reason

for the haste in introducing this scheme, and also the fact that the Welsh Government is willing to provide financial support if the redundancies complete before 31 March 2024. If the voluntary severance scheme is unsuccessful in attracting satisfactory applications, then the Library will have to consider compulsory redundancies.

Following the sale of a house in London which had been left to the Library as a bequest, it is expected to receive £1.2m to the private funds. The Library has also received another legacy this week of modern art, rare books, and a number of literary manuscripts from the late Ken Owen, Marian-glas, Ynys Môn, which will further enrich the collections.

The Deputy Minister declared in the Culture Committee that there would be changes to the Library's remit letter; when the Library has received the revised letter, we will have to revisit our strategic plan in the context of the changes.

PhD applications - Owain Roberts thanked David Hay for his help in assessing the applications; it is expected that 4 applications will be funded, and the Library will be part of the first pool. Owain will circulate the official statement once it has been published. The Chair reiterated his thanks to David Hay for his help with this project.

### **Section 3: Strategic Issues**

#### **3.1 Disciplinary process and recent reviews - lessons learned**

This item will be carried over to a future meeting.

#### **3.2 Audience engagement and Fourth Street update**

The Library has appointed Beaufort to carry out research on audiences; they will contact 1,500 people across Wales who use the Library and those who do not, and focus groups will be organized along with research into physical use/online use. They are expected to present a report in May which will set a course of action over the next two years, and provide a baseline and better direction for the Library's work. This report will also be presented to the Board.

The Library has received £48k from the Shared Prosperity Fund for the next phase of Mather & Co's work on the building, and a tender will be published at the end of February for this work. Another tender is underway to look at how people arrive at/enter the Library.

#### **3.3 Pension Scheme – update on the current situation**

Following a request at the last meeting, the Chair thanked Andrew Evans for agreeing to join the Pension Scheme Board (PSB).

The Chair of the PSB, Lee Yale-Helms, noted that the Board is in the process of appointing an independent trustee to the PSB, while the terms of other members have been extended to provide resilience and continuity to the PSB.

The consultation document has been completed, except for one issue that needs to be resolved. The Chair of the PSB, Treasurer and Emyr Evans will meet with Linklaters to discuss this.

At the Chair's request, Lee Yale Helms and the Treasurer agreed to send a draft of the consultation document as it stands to the other two officers, namely Ashok Ahir and Andrew Evans.

### **3.4 Board Committees**

Members' attention was drawn to the current gaps on the Board's committees and nominations were invited to fill them to ensure that a quorum is present at every committee meeting.

2 members are needed to join the Audit, Risk and Assurance committee, 1 member to join the Finance and Resources Committee, and one to join the Buildings Panel. The Chair noted that there is also an opportunity for members to change committees if they wish to do so.

Expressions of interest should be sent to the Chair and the Clerk within the next two weeks.

## **Section 4: Corporate Matters**

### **4.1 Financial Reports**

#### **4.1.1 December 2023 management accounts**

The management accounts were presented by Emyr Evans.

The budget continues to show a deficit, but this is less than previously predicted and it is hoped that the budget will be in a position where it will have recovered costs by the end of the financial year.

Members noted that a "zero based" funding exercise would be valuable, and that the Board had agreed to fund additional resources to implement this.

#### **4.1.2. Private Funds Commitments**

The spreadsheet was presented by Emyr Evans, which set out the commitments of the private funds between 2023/24 and 2029/30. Emyr was thanked for his work on this, as this information is very useful for the members.

### **4.2 Compliance and Risk**

No issues to report.

## **Section 5: Reports from Committees**

### **5.1 Performance, Quality and Governance Committee draft minutes 14.11.23**

Members' attention was drawn to the following issues by the Chair, Ashok Ahir;

- performance indicators - these will be discussed at the quarterly meeting with the Welsh Government at their meeting on 29 January.
- operational plan 2023/24 - a draft of the plan with progress on achievement to date will be presented to the Board at its next meeting on 22 March 2024

- training and Trustee performance - the Chair is very keen to develop a training programme for the members, and he encouraged everyone to send ideas about any training they would like to receive to him as soon as possible.

The possibility of having quarterly presentations by Library staff on specific areas of work at the start of Board meetings was discussed, to develop members' awareness and knowledge of the Library's core work. It was agreed to have a presentation on outreach work as one of the first - date to be decided. It was also agreed that it would be useful for the Board to receive a document setting out which activities are recognized as statutory in the charter and which are not.

It was suggested that these presentations on different areas of work/departments could form part of the Trustees' Handbook, and the Clerk will look to develop this further over the coming months.

It was agreed to place skills development/skills transfer on the agenda of the committee's next meeting on 27 February, and to investigate available courses for new Trustees.

## **Section 6: Any other matters**

### **Internal audit service**

The Clerk reported that the Library, following an open and transparent process, had appointed RSM as the Library's internal auditors from April 2024 for a period of 3 years to succeed the current auditors, the Welsh Government's internal audit service. The members of the panel who assessed the tenders were Gronw Percy, Huw Lloyd Jones (independent member of Audit, Risk and Assurance) and Pedr ap Llwyd. The Chair of the committee, Janet Wademan, was not involved in the process, due to a perceived conflict of interest.

The chair of the Audit, Risk and Assurance Committee noted that a self assessment of the committee had been completed, and that a number of constructive comments had been made. The chair will consider these results and decide how to proceed following a discussion at the next meeting of the committee.

**The member of the public who was present left the meeting at this point.**

### **Board meetings - attendees**

The Chair said that he was meeting with trade union representatives following the Board meeting to update them on matters discussed, emphasizing that this does not happen in other organisations. This is as a result of asking them and members of the Delivery Group not to attend Board meetings from now on.

Apart from the Museum, the Library is the only organization in the sector that allows members of the public to attend open sessions of the Board's meetings and this is set out in the Regulations. The Chair noted that he had had a conversation with the Deputy Minister and asked her if there was a policy across the public bodies regarding this, but she had indicated that there was not.

The Library is also transparent in publishing the minutes of its open sessions on its website.

It was agreed to act as follows from now on;

- ask members of the public who wish to attend open sessions of Board meetings to inform the Clerk 48 hours in advance of their intention to attend
- invite one union representative to open sessions at each Board meeting
- hold the open session first, followed by a closed session, where necessary, for Trustees and the Executive Team only

### End of an era

This is Gwenllian Lansdown Davies' last meeting as a Trustee, as her time as a Trustee comes to an end on 29 February 2024. She was presented with a gift on behalf of the Library by the President, as he thanked her for her presence and her valuable contribution to meetings the Board and also on the Audit, Risk and Assurance Committee.

### Closed Session - summary of issues discussed

1. Approving the appointment of Rhodri Llwyd Morgan as the next Chief Executive of the Library
2. Approve the 2023/24 pay award
3. Budget 2024/25
4. Legal Matters

POINTS TO BE ACTIONED / ISSUES NEEDING FURTHER ATTENTION			
Action	Responsibility	By	Completed
Send a letter to Audit Wales expressing concern about the slowness in examining the Annual Accounts	Treasurer and Emyr Evans	Following the Board meeting	Verbal update to be given 22.02.24
Circulate an official statement regarding the PhD scheme	Owain Roberts	When an announcement has been made	Awaiting statement
Circulate a draft of the pension plan consultation to Ashok Ahir and Andrew Evans	Lee Yale-Helms	Following the Board meeting	Awaiting to receive consultation
Declarations of interest to join the Board's committees to be sent to the Chairman and the Clerk	Trustees	9 February 2024	✓
Operational Plan 2023/24 to be presented to the Board at the next meeting	Owain Roberts	22 March 2024	Deferred to later date
Presentation to staff on outreach work [as part from a series of presentations to the Board]	Rhian Gibson	22 March 2024	Deferred to later date
Include details about the Library's areas of work in the Trustees' Handbook	Clerk	Ongoing	Ongoing
Board to receive a document setting out which activities are recognized as statutory in the charter and which are not.	Clerk	Members referred to Charter in Trustees' Handbook	✓
Include skills development/skills transfer/training/induction on the Performance, Quality and Governance agenda	Clerk	On the agenda for the 27 February 2024 meeting	✓

**\*\*END\*\***