

NATIONAL LIBRARY OF WALES
Minutes of the Board Meeting
held at Aberystwyth
on Friday, 18th September 2015

Present:

Professor Sir Deian Hopkin, President	Colin R. John, Treasurer	Hugh Thomas
Tricia Carter, Vice-President	Enid Morgan	Huw Williams
Gareth Haulfryn Williams	Roy Roberts	Michael Trickey
Phil Cooper		

Members of staff:

David Michael	Director of Corporate Resources
Avril Jones	Director of Collections and Public Programmes
Pedr ap Llwyd	Secretary and Head of Governance

Also present:

Linda Tomos	MALD
Rebecca Johnson	MALD
Doug Jones	Whitley Council
Siân Thomas	Whitley Council
Annwen Isaac	Staff
Carol Edwards	Staff
Mererid Jones	Staff
Craig Duggan	BBC
Rhys Huws	Translator

1.1 President's Welcome and Apologies for Absence

The President extended a warm welcome to all those present at the meeting, and especially to Mark Wheeler and Piers Wilson from Investec, the Library's private financial investor. The President informed Members that Investec had given a presentation on the performance of the Library's two portfolios during 2014-2015 the previous day, and that they had been invited to provide a shorter presentation to this Board meeting. Both gave a short presentation and responded to some comments and questions from Trustees.

Mark Wheeler and Piers Wilson were thanked for their presentation and both left the meeting.

The President went on to note that the meeting would be Enid Morgan's last meeting before her term of office ends on 30th September 2015. The President thanked her for her excellent service over a period of eight years, and this was reiterated by all members.

Roy Evans and Wyn Penri Jones had apologised for their absence.

1.2 Declaration of Interest

Gareth Haulfryn Williams declared an interest in those matters which the Library discusses occasionally with the Heritage Lottery Fund as he occasionally undertakes an advisory role for the Fund.

Tricia Carter declared an interest in those matters which the Library discusses occasionally with Welsh Government as she is a Non-Executive Director of the Corporate Governance Committee, Department of Finance and Corporate Services, Welsh Government.

Dr Susan Davies declared an interest in those matters which the Library discusses occasionally with the Heritage Lottery Fund as she occasionally assists other organisations with applications.

Michael Trickey declared that he was married to a Welsh Government Cabinet Member.

Huw Williams declared that he is a member of Geldards LLP and that since 1 September 2015 Geldards has been one of a number of firms appointed to the National Procurement Service Wales' Solicitors Framework which the Library intends to use to source its legal services requirements. In addition Geldards continues to advise the Library on a number of on-going matters under a prior legal services agreement awarded by competitive tender.

Huw Williams also declared the following specific interests arising from the papers of the Open Meeting:

Agenda item 2.2 – Royal Commission on Ancient and Historic Monuments (RCAHM)

Huw Williams had already declared an interest in this matter on a precautionary basis in anticipation that Geldards LLP might be instructed to act for the RCAHM. It was noted that this is no longer the case as RCAHM have secured representation by other lawyers. Accordingly, Huw Williams no longer felt that he had a conflict of interest in this matter and proposed to remain for this item.

Agenda item 2.2 – Matters relating to the fire

Huw Williams noted that Geldards LLP advises the Library under the terms of a legal services agreement on matters relating to the April 2013 fire at the Library. The confidential legal report which was presented to members at the meeting did not relate to any issues concerning the terms of Geldards' appointment to advise the Library on this matter and accordingly, as in previous meetings, Huw Williams did not consider that it was necessary to withdraw during the consideration of this item.

Agenda item 2.6 – PwC Report

As noted in the PwC report Geldards advised the Library during the proceedings discussed in the external review. As the report before the Open Meeting appeared to be a progress report for information, Huw Williams did not intend to withdraw unless advised by the President under Regulation 9.4 that he should do so. The President did not ask Huw Williams to withdraw for this item.

Declarations relating to the Confidential Agenda

Task Force Report

In the absence of any papers, Huw Williams stated that he was unable to make any declarations of interest in advance, but that he would do so, and withdraw from the meeting, if matters arose in relation to Geldards and the PwC Report during the consideration of the Confidential Agenda.

1.3 Minutes of the previous meeting

The minutes of the previous meeting were approved.

Section 2 'Live' matters and matters arising from the minutes of the previous meeting

2.1 Royal Commission on the Ancient and Historical Monuments of Wales

Following a short discussion on the Memorandum of Understanding and heads of terms and the lease, both were approved. The Executive Team would now – in consultation with the Officers of the Board, if need be – go ahead with the arrangements that will lead to relocating the Commission at the Library.

Members were pleased to hear from managers that the relationship between the Library and the Commission is a very constructive one and that this has led to discussions that have been both expedient and beneficial to both sides.

2.2 Matters relating to the building

David Michael presented a report highlighting the fact that the Library is currently in discussion with Welsh Government regarding the possibility of securing capital funding through a Support Grant in order to tackle the deterioration in the condition of the building. David Michael further stated that the Library has submitted a report to the Government highlighting the key issues of most concern to managers in order for it to consider possible expenditure as part of the budget planning exercise. It appears that Welsh Government is currently considering those elements within the application relating to health and safety. It is true to say that funding sources are limited and that there will be some competition for the funding available. It was agreed that all opportunities to present the Library's case to the Deputy Minister should be seized.

It was further noted that the Library, at the Finance Minister's invitation, had submitted a bid for £100k to be invested in photovoltaic cells in order to increase energy efficiency, as this has been highlighted by the minister as a priority area for the Government.

A bid for £2.8M has also been submitted to develop the forecourt. This plan was part of a substantial, unsuccessful earlier bid.

David Michael was also pleased to note that the project to develop the Technical Block and infill the courtyard for the relocation of the Royal Commission was coming along very well and that the contractor was on schedule.

2.3 Outreach Programme - Merthyr Tydfil

Avril Jones presented a progress report on the current status of the community programme in Merthyr. She stated that the Programme's aim is to establish, through partnerships, the Library's physical presence in strategic locations across Wales. She said that developing a sustainable and co-operative presence would quickly promote easy access to cultural content and material and would unlock information for the benefit of communities and individuals.

During the discussion, several members expressed the fact that while they welcomed the developments in Merthyr, they were concerned as regards to the sustainability and costs associated with this Programme. One member also expressed his concern with the range of services local service providers could ask the Library to provide, considering the fact that local authorities are finding it more and more difficult to provide information services: he said that it was important that the provision is additional to those services normally provided by local authorities.

Action: Avril Jones to provide Members with a further progress report at the next meeting of the Board.

2.4 Internal Audit Report (Marketing / Promotions)

A copy of the action plan to tackle the key issues leading to the red report presented by the internal auditors was presented to the meeting. The key issues were (a) lack of marketing strategy (b) fundraising. The report had been prepared by the Head of External Relations. The report was welcomed and it was agreed that progress now needs to be seen. However, the report didn't mention the necessary resources for the implementation of the plan. A progress report will be presented to the next meeting of the Board, along with draft copies of the marketing and fundraising strategies.

Action: David Michael to arrange for draft copies of the marketing and fundraising strategies to be presented at the next meeting of the Board.

2.5 PwC Review

The Vice-President presented the progress report on the PwC recommendations, prepared by the Secretary. Members were pleased to note the progress and to see that the Task Force was currently addressing all the recommendations.

Pedr ap Llwyd noted that the new policies and procedures prepared had been presented to the Unions and members of staff as part of the consultation process, and that they had also been shared with staff on the Library's intranet.

Pedr ap Llwyd also noted that the aim was to complete the bulk of the work on the recommendations by the next meeting of the Board in November.

Action: Pedr ap Llwyd to provide Members with a further progress report at the next meeting of the Board.

Section 3

Strategic matters and main papers

3.1 Progress of the Restructuring Programme

A report was presented by David Michael. It was noted that the savings made were still short of the target of approximately £200k, with the costs of future pay increases to be added to this sum. As a result, the Library is short of some £300k of the savings needed to balance the baseline budget. It was noted that the Finance Department is starting a budgeting process in order to re-evaluate the situation and that the projections for the new situation will be produced by the next meeting of the Board. As part of the Restructuring Programme, it was agreed that several areas of the institution's business should be reviewed in order to improve efficacy and reduce costs. These areas are: (1) exhibitions; (2) reading rooms; (3) staff dealing with the public, to include porters; (4) National Screen and Sound Archive (5) the Library's Management System. A progress report on these areas will be presented to Members in the meeting of the Board in November. It is hoped that these areas will yield savings that will contribute significantly to the target of £300K.

Action: David Michael and Avril Jones to present progress report and in particular on the areas reviewed to improve efficacy and reduce costs.

3.2 Focus document

The Secretary presented a document or focus list that could be useful to Members in reminding them of the key issues of the day. Members were glad to receive this document and saw it as a very useful tool for the future.

3.3 Performance Indicators April – June 2015

The contents of the indicators were noted.

3.4 Departmental and Directorate Progress Report

The contents of the report were noted. It was suggested that it is placed on the Library's website and that public access to it is granted.

3.5 The Board's Business Cycle

The Board's Business cycle was noted and it was agreed that careful consideration should be given to arranging an additional meeting of the Board in December and allocating the time to discuss strategic issues such as next year's action plan and revising the current performance indicators.

Action: Pedr ap Llwyd and Officers of the Board to consider the appropriateness of holding an additional meeting of the Board before the end of the year.

Section 4 Financial Matters

4.1 Budgetary Report to 31/08/15

The financial situation as it was on 31st August 2015 was noted. The budget will be re-profiled fully by the next meeting of the Board.

4.2 To Appoint a Chairperson for the Audit Committee

It was agreed that Wyn Penri Jones be reappointed as Chair of the Audit Committee. Although he was absent from the Meeting, he had expressed his willingness to continue as Chair for a further twelve month period only.

4.3 To Appoint Independent Members to the Audit Committee

It was agreed to advertise to appoint independent members to the Audit Committee. It was also noted that it would be appropriate to encourage competent individuals to apply.

Action: Pedr ap Llwyd to put arrangements in place for the appointment of independent members of the Audit Committee.

5.1 The President's Business

The President noted that his term of service would come to an end on 30th November. The President also noted that he had held numerous discussions with the Officers of the Board and legal representatives on a number of issues since the Board last met in July. He also expressed his gratitude to the Vice President and to the Secretary for keeping him informed as to the progress of the Task Force which was set up following the publication of the PwC report.

Section 6 – End of the open meeting

Lunch – 12.00pm – 12.30pm