

NATIONAL LIBRARY OF WALES

Minutes of the Board Meeting

held at Aberystwyth

on Friday, 19th February 2016

Present:

Trustees

Tricia Carter, Chair and Acting President		Colin R. John, Treasurer
Hugh Thomas	Huw Williams	Phil Cooper
Roy Roberts	Roy Evans	Susan Davies
Liz Siberry	Lord Aberdare	Richard Houdmont
Iwan Davies		

Executive Team

Linda Tomos	Chief Executive and Librarian
David Michael	Director of Corporate Resources
Avril Jones	Director of Collections and Public Programmes
Pedr ap Llwyd	Secretary and Head of Governance

Also in attendance:

Huw Lloyd Jones	Wales Audit Office
Rebecca Johnson	MALD
Kate Clark	MALD
Doug Jones	Partnership Council
Siân Thomas	Partnership Council
Annwen Isaac	Staff
Carol Edwards	Staff
Mererid Jones	Staff

1.1 President's Welcome and Apologies for Absence

Tricia Carter, the Acting President, extended a warm welcome to all those present at the meeting.

Michael Trickey and Dyfrig Jones had tendered their apologies for absence.

1.2 Declaration of Interests

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; a Non-Executive Director of the Education and Public Services Corporate Governance Committee, Education and Public Services Group, Welsh Government; and a member of the Welsh Revenue Authority Programme Board, Government Finance and Business Department, 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.

Huw Williams declared that he was a member of Geldards LLP and since 1 September 2015 that Geldards has been one of a number of firms appointed to the National Procurement Service Wales' Solicitors Framework that 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.

In addition, Huw Williams declared a specific interest in item 5.1 on the agenda of the open meeting.

1.3 Minutes of the previous meeting

The minutes of the previous meeting were approved. It was noted that Phil Cooper was present at the previous Board meeting although his presence had not been recorded in the minutes.

Section 2 'Live' matters and matters needing a decision

2.1 Improving Marketing

Linda Tomos presented a paper entitled 'Outline for Improving the Library's Marketing and developing a Customer Focused Culture', that she had prepared. She stated that it is not a Strategy, but rather her intention is to lay a robust foundation for the development of such a strategy over the coming months.

This paper was welcomed by members and its contents were given careful consideration. The short term objectives were agreed upon, as a positive and practical way of progressing.

2.2 Income Generation Strategy

Linda Tomos stated that she was currently working with the Executive Team in consultation with the Head of Finance and Enterprise to develop a cross-departmental income generation strategy in the hope of presenting it to the Board soon. In the meantime, it was agreed that a core group of Trustees would join the Chief Executive and staff in order to further develop this strategy.

Action: Chief Executive, when appropriate, to convene a core group of Trustees and staff in order to further develop this strategy.

2.3 2016 – 2017 Operational Plan

Linda Tomos presented a draft 2016-2017 Operational Plan to Members and it was welcomed with great enthusiasm. A number of constructive and useful comments were made and the Chief Executive will consider them in the development of the Plan. It was stated that the Library is expected to present the Plan to the Deputy Minister by 19th March. Members were invited to submit further comments to the Chief Executive by the last day of February so that it may be further developed and shared again with the Board before presenting it to Government. The Chief Executive will also need to develop the relevant performance indicators in consultation with the Board and MALD.

Action: Linda Tomos to develop the relevant performance indicators in consultation with the Board and MALD.

Section 3 Information and updates

3.1 Focus document

The content of the document was noted.

3.2 Royal Commission on the Ancient and Historical Monuments of Wales

David Michael stated that the Commission will be issuing a statement during the next few days stating that they will move to the Library in mid-April. It was further stated that the lease is currently being considered by the Commission's solicitors and is on the verge of being agreed.

3.3 Public Accounts Committee

The content of the letter was noted, namely the Library's response to the Committee's report following the meeting of some of our officers with the Committee in September 2015.

3.4 Matters relating to the building

It was noted that Welsh Government has not yet responded to the request that was submitted for additional capital funding to tackle the essential maintenance work needed to the building, especially those matters pertaining to health and safety. Members were deeply concerned with the lack of response.

3.5 Departmental and Directorate Highlight Report

The content of the report was noted. A number of members felt that this report was very valuable.

3.6 Well-being of Future Generations Act

The Secretary will disseminate relevant information to Members in relation to this Act. Linda Tomos stated that the Well-being of Future Generations Commissioner will shortly visit the Library in order to discuss the implications of the Act. Members would be more than happy to welcome the Commissioner to a meeting of the Board and give her the opportunity to address Members on this important issue.

Action: Pedr to disseminate relevant information on the Well-being of Future Generations Act to members.
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3.7 Restructuring Programme

Linda Tomos stated that the restructuring programme must continue, especially as the Library faces further cuts to its budget and we face the need to review our business processes in order to be more efficient than ever in what we are trying to achieve. The Chief Executive paid tribute to staff for their commitment to the Library and the constructive advice and opinion expressed by the Unions on relevant issues pertaining to the workforce. It was noted that all posts that become vacant are currently being frozen, unless there is a strong case for filling them.

From now on, the Chief Executive will include in the Board's papers details of the essential financial efficiencies needed, as well as details on the savings made up until the date of each report.

Action: Linda Tomos to include the following in the Board's papers: details of essential financial efficiencies needed; details of savings up until the date of each report.

3.8 Analysis of Events Questionnaire – October/November 2015

This document was incomplete and was not discussed.

Section 4 Financial Matters

4.1 Budgetary Report to 31/12/15

The budgetary report was presented by Mererid Jones and the financial situation was noted by Members.

4.2 2016-17 Budget

Details of the Budget for 2016-17 were presented by Mererid Jones and were agreed upon by Members.

Linda Tomos stated that she did not wish to present instant cuts to the budget without first having more time to consider all options available to the Board with regard to reducing the running costs of the Library.

As noted in the budget, the Executive Team would like to see Members consenting to a contribution of £480k from the private fund for the Library's running costs during 2016-2017 as plans to reduce the costs are planned for 2017-18.

Concern was expressed with the reduction shown in the investment portfolio and the intention to use the Library's private funds for the everyday running of the Library. It was agreed that this matter of making appropriate use of the Library's private funds was of the greatest importance and that more time should be allocated to discuss it. Because the Board's time is limited and these key issues need to be discussed before the Board's next meeting in April, it was agreed to establish a Financial Planning Sub-Committee, which would meet shortly. It was agreed that the Treasurer, Phil Cooper, Hugh Thomas, Huw Williams and Michael Trickey will be the members of the subcommittee and that Linda Thomas, David Michael and Mererid Jones would join them in their discussions. The Sub-Committee should draft its own Terms of Reference for approval by the Board of Trustees. The Treasurer will report back to the Board on these discussions.

Action: Arrange a meeting of the Sub-Committee as a priority.

4.3 Electricity and gas costs

The contents of the paper were noted.

4.4 Procurement Strategy

Members were pleased to note the Strategy.

4.5 Fundraising Financial Report

The content of the report was noted. Once again, what had been achieved was disappointing. A Fundraising Strategy will be presented to Members at the next board meeting.

Action: (1) Pedr to table the item on the agenda for the next Board meeting; (2) Mererid Jones to prepare a Fundraising Strategy to be included in the papers for the next meeting.

Section 5 Governance and Performance Committee

5.1 Minutes of the Meeting held on 1st February 2016

The minutes were presented by the Chair of the Committee, Dr Susan Davies.

The chair noted that several substantial items had been included in the Board papers, starting with the minutes of the first Committee meeting on 1st February. Time would not allow full consideration, but it was necessary to highlight particular points from the minutes and explain the context of the other documents.

First, the title of the Committee had been established as the Governance and Performance Committee, as this clearly reflected its Terms of Reference. It was also obvious that at least one additional member was required from among the Trustees, given that the Committee's quorum required three and the current membership was only four. These, and minor amendments to wording in the Terms of Reference, as noted in the minutes, should be addressed.

Contributions at the meeting were particularly constructive. Progress in addressing PwC's Recommendations was reviewed; the complex nature of NLW's status, accountabilities and governance was recognised; the draft revised Governance Framework was discussed, together with the Performance Indicators based on the 2015 Remit Letter.

Useful suggestions included: conducting a skills audit of Board members to identify existing gaps and those that will occur with retirements; revising the Library's outdated Regulations so that the draft Governance Framework and revised Regulations could be considered by the Board at the same time, and finding opportunities for Board members and the Executive Team to meet outside Board meetings.

The Committee also welcomed improved communication both internally and externally; considered potential training opportunities for the Board; began to explore how the Committee might support the Executive in staffing matters, and how better understanding of the Library's work and role can be conveyed to politicians, the public at large, and potential donors and funders. Concerns over the current risk to the purchase grant were also discussed.

Among the papers in Item 5, the chart indicating progress made in addressing PwC's recommendations reflected the huge effort made by those who worked through August on the Taskforce and the continued momentum has been maintained, alongside support from ACAS and time given by the unions to make useful comments. The Discussion Paper reflects PwC's rather

broad comments on governance issues and the relationship between the Board and Executive; it is recommended that Board members should read and absorb this paper before starting on the draft Governance Framework and revised Regulations. Neither of these substantial drafts was yet ready to be finalised, but broad comments would be most welcome immediately. All specific comments on detail should be sent to the Committee chair and Pedr by the beginning of March, to assist with the next 'edition' for consideration. The Performance Indicators were largely self-explanatory and had been updated since the Committee meeting.

In conclusion, the Board was asked to agree to the small changes to the Committee's Terms of Reference, nominate additional Members of the Committee; and discuss any further matters arising from these papers.

Following a short discussion, Iwan Davies and Huw Williams were elected to serve on the committee.

Section 6 The Acting President and Chief Executive's Business

6.1 The Acting President's Business

The Acting President was grateful to the Chief Executive and Librarian, members of the Executive Team and Library staff for their cooperation during the past months. She stated that her weekly formal conversation with Linda Tomos was extremely useful and constructive and she appreciated the way in which the Library contacts her regarding to relevant issues.

Tricia Carter also referred to a meeting of the Advisory Body that had convened lately and felt that, as an organisation, we could make better use of the members' skills.

6.2 The Chief Executive and Librarian's Business

In exactly the same way, Linda Tomos appreciated the support and wise advice of the Acting President and also members of the Board. She stated that the Executive Team needs to take a critical look at the Advisory Body's constitution and terms of reference in order to ensure that it fulfils its purpose of being the Library's main vehicle for engaging with the public.

Action: Members of the Executive Team to consider the constitution and terms of reference of the Advisory Body in order to ensure that it fulfils its purpose.
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Section 7 Any other business

As this would be Avril Jones's last meeting before her retirement at the end of March, she was presented with a gift by the temporary President and thanked for her excellent service to the Library and the Board over an extensive period of time.

End of the open meeting