

NATIONAL LIBRARY OF WALES

Minutes of the Meeting of the Board of Trustees

held at Aberystwyth

on Friday, 4th November 2016

Present:

Trustees:

Rhodri Glyn Thomas, President	Colin R. John, Treasurer	Iwan Davies
Hugh Thomas	Roy Roberts	Susan Davies
Roy Evans	Lord Aberdare	Huw Williams
Richard Houdmont		

Executive Team:

Linda Tomos	Chief Executive and Librarian
David Michael	Director of Corporate Resources
Pedr ap Llwyd	Director of Collections and Public Programmes

Staff:

Mererid Jones	Head of Finance and Enterprise [for Section 4]
Annwen Isaac	Human Resources Advisor
Carol Edwards	Governance Manager and Clerk to the Board of Trustees

Also in attendance:

Rebecca Johnson	MALD
Doug Jones	Partnership Council
Elaine Cabuts	Secretary, National Museum Wales

Section 1

1.1 President's Welcome and Apologies for Absence

The President, Rhodri Glyn Thomas, extended a warm welcome to all those present at the meeting.

Apologies for Absence

Apologies from Liz Siberry, Dyfrig Jones and Phil Cooper were noted.

Before commencing with the formal agenda, Rhodri stated that it was time to bid farewell to Roy Evans and Roy Roberts, as this would be their final meeting. He thanked them for their

commendable service during a difficult period, and for their expertise and contribution to the meetings of the Board and its committees.

Rhodri announced that the ARA (Archives and Records Association) awards ceremony would be held at the Drwm at 2.30 that afternoon, stating that there would be a warm welcome for Trustees wishing to attend. Linda thanked Gwyneth and her team for their work, and Rhodri reiterated these words of thanks.

The budget statement was welcomed, noting that the increase of 3.5% in revenue stemmed from discussion between Welsh Government and Plaid Cymru. The additional £7.5m in capital funds for the maintenance of the building was also welcomed. However, it continues to be a challenging period and the financial squeeze is likely to continue.

Following the announcement, it was agreed that Rhodri would send a note, expressing gratitude on behalf of the Board, to the Minister.

ACTION: Rhodri to send a note of thanks to the Minister following the budget statement

1.2 Declaration of Interests

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.

Susan Davies declared that she continues to be linked to Aberystwyth University for item 2.2 on the agenda.

Iwan Davies declared that he is a higher education lecturer in Trinity University, again for item 2.2 on the agenda.

1.3 To approve the minutes of the meeting held on 30th September 2016

It was noted that the following correction was required;

Under item 4.1, "from 2017" needs to be added to the sentence regarding payment of the Apprenticeship Levy.

The following correction is required only in the English version;

Under item 4.2, "Pension Scheme Board" is correct and not "Pension Scheme Committee".

1.4 Action Log

A discussion ensued on the action log from the meeting held on 30th September, stating that all actions had either been completed or were being discussed at the meeting on 4th November.

Section 2

2.1 The Library's 2017 – 2020 Strategy

Linda thanked everyone for the informal session held on 3rd November at Llety Parc, stating that it was an opportunity for Members to offer comments and discuss how to develop a consultation document.

The process regarding the schedule was outlined - 6 meetings have already been held with staff with the intention of collecting comments from a wider audience by the end of November. The consultation will also get exposure via social media, and a video will be published on YouTube. The consultation document will be completed by the end of November.

The need for wider consultation was discussed as well as the need to seek support from relatively easy to identify groups and organisations. It was also agreed to hold focus groups in areas of Wales, and Trustees were keen to know when these would take place, so that they could attend as observers. It was agreed that the timetable for the focus groups would be placed on the Trustees' website.

ACTION: AGREE UPON DATES TO HOLD FOCUS GROUPS, AND CAROL TO PLACE THE TIMETABLE FOR THESE ON THE TRUSTEES' WEBSITE

Following the consultation process, the resulting plan will be presented to the Board meeting in February for agreement and approval, before sending it to the Minister for his approval.

Rhodri also thanked Members for giving a day of their time to discuss the Strategy, adding that the discussions had been beneficial.

Linda and her staff were also thanked for initiating the consultation process with staff internally, as it is essential to gain support from staff; following the sessions, numerous staff have sent Linda comments on the document.

It was agreed that the consultation process should proceed and that the consultation document should be completed by the end of November.

2.2 Higher education partnerships

Linda stated that the paper that has been prepared focuses on the Library's principles and setting its priorities with regards to partnerships with higher education establishments. It was noted that this will mean working with several establishments and not being tied to one or two.

Members welcomed a partnership framework but stated that it was important that all contributions were recognised, and that it was aligned to the Library's Strategy.

Members were happy to receive the paper, and it will be placed on the Trustees' website

ACTION: CAROL TO PLACE THE HIGHER EDUCATION PAPER ON THE TRUSTEES' WEBSITE

2.3 Wales Audit Office Report

As the closed session would not be held today, the contents of the report could not be discussed due to the fact that it remains confidential.

Linda thanked the Governance and Performance Committee for its input on 3rd November to the response that will be provided on behalf of the Board, and the report will be distributed amongst Members with any comments before sending it to WAO on 9th November.

2.4 Financial Planning Committee Terms of Reference

Members were happy with the Terms of Reference, but the following necessary amendments were noted;

3.1 It needs to be noted that the Treasurer has to be one of the Members

3.2 It needs to be noted that the Treasurer should chair the Committee

11.1 Need to include "Support the Executive Team and Treasurer"

It was also agreed that Section 11 should be included earlier on in the document.

A further discussion ensued on reconciling the terms of reference of the other two standing committees so that there is consistency.

ACTION: CAROL TO AMEND THE TERMS OF REFERENCE OF THE FINANCIAL PLANNING COMMITTEE AND DISTRIBUTE TO MEMBERS

ACTION: CAROL TO RECONCILE THE TERMS OF REFERENCE OF THE THREE STANDING COMMITTEES

Following a discussion, it was agreed to change this Sub-committee to a Standing Committee and the terms of reference were endorsed, following the aforementioned amendments. This was proposed by Hugh Thomas, and seconded by Huw Williams.

The Committee Members are Colin John (Chair), Hugh Thomas, Huw Williams and Phil Cooper

2.5 Audit and Risk Committee – Election of Chair

Roy Evans was thanked for chairing this Committee for the last time on 21st October. As Roy's term as Trustee would be ending at the end of November, a new Chair needs to be elected for the Audit and Risk Committee to take his place.

Colin proposed that Huw Williams be elected as Chair, and this was seconded by Hugh Thomas. Huw Williams agreed to the nomination.

Roy Evans was thanked on behalf of the Audit and Risk Committee by Colin John for his sterling work as chair of this Committee.

It was also noted that Roy Roberts' term as Trustee would be ending at the end of November and that he represents the Board on the Pension Scheme Board. Colin, as Chair of the Pension Scheme Board, suggested that his term as Pension Scheme Board Trustee be extended, as continuity is important. Members agreed to this and Roy agreed to stay on for a period, but as an independent member, as he will no longer be able to represent the Board.

2.6 Treasurer's Post

Likewise, it was noted that Colin's term as Treasurer would be coming to an end in July 2017, and Colin is Chair of the Pension Scheme Board. Colin was therefore asked to consider staying on as Chair as well and he agreed to do so.

The Board will have to address the appointment of a successor to Colin, as the Treasurer is an appointment by the Library.

Section 3

3.1 Appointment of Vice President and Trustees

Interviews will be held for the posts of Trustees in the Library on 15th November and in Cardiff on 30th November. We look forward to welcoming the new Trustees to their first meeting in February.

The post of Vice President will be re-advertised in an attempt to attract more applicants.

3.2 Matters relating to the building

Huw Williams declared a specific interest in this item as Geldards has been advising the Library regarding the fire.

David Michael stated that there was one legal case currently live, which was the one against the architect's insurer. The member of staff dealing with this in Welsh Government hasn't been able to address this as yet due to family circumstances, therefore the Library is still awaiting the result.

3.3 Use of Library Seal

A report was presented to the Trustees on the use of the seal since the last meeting; this is in accordance with point 12.2 of the 2006 Regulations.

3.4 Advisory Body

Pedr presented a paper on the Advisory Body stemming from discussions at the Governance and Performance Committee on 17th October. The paper notes the strengths and weaknesses of the current Body, and Members were invited to submit comments on paper to Pedr by 30th November, so that a further paper could be prepared for the Governance and Performance Committee by their meeting on 27.01.17

Members stated that no input from this Body had ever reached the Board, and that this was one of the flaws. It was suggested that there was an opportunity to identify new ways of engaging people while the Library is consulting on the new Strategy, and it was agreed that this was worth considering.

ACTION: MEMBERS TO SUBMIT COMMENTS ON THE ADVISORY BODY TO PEDR BY 30.11.16

ACTION: PEDR TO PREPARE A FURTHER PAPER FOR THE GOVERNANCE AND PERFORMANCE COMMITTEE BY 27.01.17

Section 4 Financial Matters

4.1 Budgetary Report

Mererid Jones was welcomed to the meeting to present the budgetary report.

The news that Welsh Government is offering an increase of 3.5% in revenue funds to the Library and £7.5m of additional capital funding, was welcomed. However, this continues to leave the Library in a worse situation compared to 2015- 2016 following the decrease of 4.7%.

The Minister has stated that the £7.5m has to be spent within a year, and the Library will certainly be able to commit to spending the funds within a year.

The challenges with regards to maintaining the number of staff continue, and losing staff when contracts come to an end is a matter of concern, but is unavoidable in this current climate.

The budgetary report up until the end of September will be uploaded to the Board's website, with apologies that it was not presented today.

ACTION: CAROL TO UPLOAD THE SEPTEMBER BUDGETARY REPORT TO THE TRUSTEES' WEBSITE

4.2 Pension Scheme Evaluation– update

The report was presented by Colin, Chair of the Pension Scheme Board.

Currently, the Scheme is funded 99%, but there is a deficit of £400k to be resolved.

Colin was thanked for presenting the report and Members stated that they were happy with the performance of 99%. The Pension Scheme's three year valuation was further discussed, especially the options under 3.3 for shouldering the costs; this will be discussed with the Partnership Council at their next meeting. The Library will have to consider whether or not it can allow new staff to join the current scheme, as this could harm the interests of current members. At the same time, a beneficial scheme must also be created for new members.

Section 5 Committee Reports

5.1 Draft Minutes of the Governance and Performance Committee held on 17.10.16

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

It was noted that comments were made on the report by Wales Audit Office in the meeting on 3rd November, and had been recorded separately.

The work on the Governance Framework and Regulations is nearly complete, and Huw was thanked for his substantial work with this. It was suggested that a separate Code of Conduct was no longer necessary, as it was included in the Framework – the document will be recognised as Governance Framework and Code of Conduct.

Rhodri thanked the Committee for its work. Members had no questions.

5.2 Draft Minutes of the Audit and Risk Committee held on 21.10.16

The minutes were presented by Roy Evans, Chair of the Committee.

Members continue to wait to hear from Welsh Government about the indemnity insurance, and it was agreed to proceed with this, and get a response from Welsh Government as soon as possible, and certainly before the new Trustees start.

ACTION: LINDA TO TRY AND GET A RESPONSE FROM WELSH GOVERNMENT ABOUT THE INDEMNITY INSURANCE

It was noted that the internal auditors, RSM had been reappointed, following a joint process with the Museum.

Section 6 The President and Librarian's Business

6.1 The President's Business

Rhodri thanked Members for their commitment to the work of the Library, stating that he looked forward to a period of stabilizing following the announcement of the budget.

The Library expects to hear on 15th November whether or not the HLF/BBC bid has been successful.

6.2 The Librarian's Business

Linda stated that there are current talks with Welsh Government regarding extending the Welsh Wikimedia.

The Library has received a request to exhibit parts of the art collections at Tŷ Hywel in Cardiff, and the Library is happy to provide them with facsimiles. Elin Jones, President of the Assembly, has already chosen pictures to be displayed in her office.

To finish, Linda thanked Members for completing the 360 review; a report has been prepared for the President and he will discuss this with Linda.

Section 7 Any other business

It was asked whether or not the Private Funds Investment Policy had yet been translated into Welsh – it was confirmed that it had been translated, and would be presented at the next meeting of the Board on 24.02.17.