

NATIONAL LIBRARY OF WALES

Minutes of the Meeting of the Board of Trustees

held at Aberystwyth

on Friday, 24th February, 2017

Present:

Rhodri Glyn Thomas, President	Colin R. John, Treasurer	Iwan Davies
Hugh Thomas	Susan Davies	Huw Williams
Lord Aberdare	Richard Houdmont	Phil Cooper
Liz Siberry	Steve Williams	Gwilym Jones
Tomos Dafydd Davies	Dyfrig Jones (via video conference link)	

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 Adviser
Carol Edwards	Governance Manager and Clerk to the Board of Trustees

Also in attendance:

Rebecca Johnson	MALD
Mary Ellis	MALD
Sian Thomas	Partnership Council
Ifor ap Dafydd	Partnership Council

Section 1

1.1 President's Welcome and Apologies for Absence

The President, Rhodri Glyn Thomas, extended a warm welcome to all those present, to the first meeting of 2017. A special welcome was extended to the new Trustees, Gwilym Dyfri Jones, Tomos Dafydd Davies and Steve Williams, to their first meeting. Dyfrig Jones was also welcomed, as he would be participating in the meeting via video link from Bangor University.

Apologies

There were no apologies to note.

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.

Gwilym Dyfri Jones declared that he is a member of Trinity Saint David University and is Director of Coleg Cymraeg Cenedlaethol.

Dyfrig Jones declared an interest in item 2.6 as he is a member of Bangor University, and retired from the discussion and the subsequent vote.

1.3 To approve the minutes of the meetings held on 3rd and 4th November 2016

Minutes of both meetings were approved as a correct record of the matters discussed.

1.4 Action Log from the meeting held on 4th November

Indemnity Insurance

The Library has received a letter from James Watkins, MALD, responding to the questions regarding the provision of indemnity insurance for the Trustees, and this has been shared with the Officers. Carol will upload the letter to the Members' website following the meeting.

ACTION: UPLOAD MALD'S RESPONSE WITH REGARDS TO INDEMNITY INSURANCE TO THE MEMBERS' WEBSITE

Section 2

2.1 The Library's 2017 – 2020 Strategy

The response to the consultation process has been very positive, and numerous useful comments have been submitted. There is an opportunity for Members to submit further comments before 2nd March, and these comments should be sent to the President at llywydd@llgc.org.uk. The Wavehill report on the consultation will be uploaded to the Members' website

Linda thanked everyone for their responses to the draft Strategy, especially Library staff who have appreciated the opportunities to express their opinions.

The Action Plan spans 4 years to correspond to Wales Audit Office's recommendation; this offers the Library more flexibility with regards to what can be achieved and has been drawn up to correspond to the requirements of the Remit Letter. Members welcomed the fact that the Plan corresponds to the Remit Letter, but Welsh Government must realise that the Library needs sufficient resources to achieve the requirements in the letter as well as its core duties.

In their meeting with the Minister on 1st February, Rhodri and Linda thanked the Minister for recognising the importance of the Library as a key national institution and for the additional funding received, however the financial squeeze continues. The Minister is aware therefore of the magnitude of what is required from the Library, which is huge.

The fact that Wales Audit Office has recommended that the Library prepare a three/four year Action Plan was highlighted, along with the fact that the Library has stated that this could be a problem, as the Library is only allocated funding on a yearly basis. Welsh Government is trying to introduce a 3 year budget, and this would be good news for the Library. We expect to hear about this in the summer. The Minister has recognised that an annual settlement makes it difficult to forward plan, but the pressures of Brexit and the referendum have created a difficult and unstable situation.

Members made numerous constructive comments and these have been incorporated into the latest version of the Strategy.

The Strategy and Action Plan will be presented to Welsh Government by 6th March.

Linda stated that the title needs to be changed, and that she'd appreciate any suggestions for improvements.

ACTION: UPLOAD THE WAVEHILL REPORT ON THE CONSULTATION PROCESS TO THE MEMBERS' WEBSITE

2.2 Wales Audit Office Report – Implementing the Recommendations

The President stated that the Minister had praised the Library for the substantial actions that have been taken to improve governance at the Library. He thanked those Trustees who had steered the Library through a difficult period over the last three years. It is great to be able to record the fact that the Government recognises that the Library is now on stable ground. The Audit and Risk Committee will monitor the progress of the recommendations and Rhodri and the Executive Team will meet Ann-Marie Harkin in May to discuss this further.

The Public Accounts Committee has asked the Library to submit evidence in response to the report in the Autumn. Rhodri, Linda and David Michael will attend but no date has been received as yet.

ACTION: INFORM MEMBERS OF THE DATE OF THE PUBLIC ACCOUNTS COMMITTEE ONCE IT IS KNOWN

2.3 Historic Wales Steering Group Recommendations

Rhodri and Linda represented the Library at the meetings, and it's great to record that the Library's independence has now been safeguarded. A unanimous report on behalf of all partners has been presented to the Minister, proposing a way forward, but also safeguarding the independence of the organisations. The Library will look at working with the Commission on issues such as administration,

promotion and marketing as a starting point. Members agreed to this recommendation on the principle that there is a desire to work together on issues that are of mutual benefit to the organisations.

Linda stated that the Board of Trustees would have to agree to the remit of any working group established, and so the Library's interests will be given full consideration and the Trustees will need to be happy with everything agreed.

Susan stated that consideration should be given to including a reference to the Library's status as a registered charity and the fact that it was established under Royal Charter. Linda stated that this could be considered as part of the Partnership Agreement that will exist between the bodies.

Lord Aberdare thanked Linda and the team for turning this into something positive, and as an opportunity to be welcomed rather than a threat.

A formal vote ensued and it was unanimously agreed to accept the paper presented, but to note the point raised by Susan above.

2.4 Governance Framework and Regulations

Rhodri thanked Susan and Huw for all their work in drafting these documents. Susan also thanked Pedr and Carol for their input in preparing the amended versions.

It was noted that the Trustees' Code of Conduct has now been incorporated into the new Framework, and that reference should be made to this on the title page of the Framework. The Board agreed to approve the new Framework, and to approve that it replaces the 2007 Code of Conduct. The Framework will be amended annually under the guidance of the Governance and Performance Committee. It was also noted that the Library's current policies have also been included in the new Framework, and it was asked if it would be possible to also include a list of Human Resources policies.

ACTION: INCLUDE A REFERENCE ON THE FRAMEWORK'S TITLE PAGE STATING THAT THE 2007 CODE OF CONDUCT HAS BEEN INCORPORATED INTO THE NEW FRAMEWORK

ACTION: INCLUDE HUMAN RESOURCES POLICIES IN THE CORPORATE GOVERNANCE FRAMEWORK

At this point, Rhodri referred to the Trustees' appraisal, as this is one of the requirements of the post. Rhodri will conduct a soft appraisal of Members following a period of two years, and then a full appraisal following a term of four years. Members were happy to approve this plan.

2.5 Private Funds Investment Policy

This Policy was presented by the Treasurer for the Board's approval, and it has already been discussed by the Financial Planning Committee. It should be noted that the private funds are intended to add to the Library's budget and not replace it. Colin also stated that private funds aren't used for revenue expenditure.

Susan stated the need to include a reference to the Charter at the beginning of the document and to refer to the Library's objectives under "actions".

Members agreed to approve the Policy subject to the inclusion of a reference as stated by Susan.

ACTION: AMEND THE POLICY TO INCLUDE A PHRASE ON THE LIBRARY'S STATUS AND CHARITABLE OBJECTIVES

2.6 National Collection of Welsh Music

Dyfrig Jones declared a particular interest in this project as he is a member of Bangor University.

This application was unanimously approved by the Financial Planning Committee on 17th February, and was identified as an appropriate use of private funds.

Pedr outlined the project that will involve the Library's core objectives and is a very important project. The Dr Meredydd Evans and Phyllis Kinney collection is of national significance and the family are eager to ensure public access to it. The Library has identified legacies - Geoff Powell and John Legonna, and the suggestion is that the Trustees consider using the private funds in the name of both these legacies to fund the project. This will send out a message that the Library is using its private funds to promote its core objectives.

This also gives us an opportunity to work with the School of Music at Bangor University in particular, and we foresee that this will be able to open the door to the rest of our musical collections.

Members were supportive of this request and recognised the expertise in this field that exists at Bangor University; developing the volunteering element is also a welcome move and this is obviously one of the Library's strengths. It was agreed that this should be considered as a pilot scheme that could lead to providing access to more of our collections than are currently available to the public. This was identified as an opportunity to hold a launch and invite the families; this would draw a lot of publicity because Mered is such a prominent name. It was suggested that the project could be launched at the National Eisteddfod.

The project was unanimously approved by Members, but Dyfrig did not vote due to his interest as a member of Bangor University.

Section 3

3.1 To Appoint a Vice President and Treasurer

The job description for the post of Treasurer was approved by Members; the post will be advertised w/c 27th February, with a closing date of 31st March. Rhodri Glyn Thomas and Huw Davies (Welsh Government) will sit on the interview panel, but we need to identify an independent member and one of the Trustees to join the panel.

The sifting panel and the interview panel for the post of Vice President, which is an appointment by Welsh Government, will include Rhodri Glyn Thomas, Hag Harries (Independent member) and Sioned Rees (Welsh Government).

Hugh suggested that Colin's contribution as Trustee should be acknowledged, and, particularly, his contribution as Treasurer, over the past eight years. Members agreed that this should be commemorated in a special event.

ACTION: CAROL TO ORGANISE AN EVENT TO RECOGNISE COLIN'S CONTRIBUTION

3.2 Capital Programme

David presented a report briefing members on major capital work on the building. It was noted that the £7.75m includes contingency money for unexpected events.

Members were happy to receive this report.

3.3 HLF Bid

Gwilym Dyfri Jones declared an interest at this point in that the University was part of the project before he was appointed Trustee.

The Library expects to hear the outcome on 23rd March, but it was noted that the Lottery in Wales sees this as a priority in the next round. However, it is possible that we will have to re-submit for the third time.

Mererid was thanked for all her work in preparing this bid

3.4 Canolfan Penfro

Pedr gave an update on the site in Haverfordwest. Pembrokeshire County Council is building a new library, gallery and information centre. The Library will be responsible for the art gallery, and plans for exhibitions for the next few years are being prepared. The exhibitions will change twice a year. It was noted that the Tourist Information Centre would be located in the same building, which will increase visitors to the building.

A bid has been submitted to the Foyle Fund for £50k to furnish the area and has been successful.

It was asked if there was an intention to extend such partnerships to include other councils, but this is a matter for the Board to consider if the resources are available. It was agreed that we should look at this as a pilot scheme and weigh it up to see how it works to see what the possibilities are for the future.

3.5 Performance Indicators

These were presented to the Governance and Performance Committee on 27th January. Explanatory notes were prepared on the behest of the Trustees and the above mentioned Committee was happy with the comments made.

3.6 Breach of Data Protection

Linda presented a report on a breach of data protection that occurred in May 2016, with apologies that this hadn't been presented to the Board sooner. Members were happy with the report, and that the relevant action had been taken following the breach of data protection to remedy the situation.

3.7 Wellbeing of Future Generations Act

This paper was also presented to the Governance and Performance Committee at its meeting on 27th January, and Committee Members were happy with the report.

David has been attending meetings with other bodies discussing how to satisfy the requirements of the Act, and the Library is trying to show where it can satisfy the requirements. In April, Dr Einir Young from Bangor University will be looking at the Library's plans and holding staff workshops at the Library.

Section 4

4.1 2017 – 18 Budget

Mererid presented the budget for 2017 - 18, drawing Members' attention to those points that needed further clarification. Colin stated that the budget was discussed by the Financial Planning Committee on 17th February, and that this budget is much better than anticipated 12 months ago.

Rhodri expressed his thanks to the Executive Team for realising all of the new projects under the strain incurred by an increasing lack of resources, as the Library has lost around 60 members of staff, and the Executive Team has reduced from 6 to 3. Looking at the context, the Library is now in a safe situation.

Mererid, David and Colin were thanked for their work in preparing the budget; the Board was happy to approve the budget and no questions were raised.

4.2 Budgetary Report until end of December 2016

It was noted that the targets for income, commercial and project income for the period had been achieved and expenditure has remained within budget. The results are better than anticipated for this period of the year.

Members were happy to receive the report and no questions were raised.

Section 5

5.1 Draft Minutes of the Governance and Performance Committee held on 27.01.17

It was noted that the Framework Document with MALD needed reviewing and this has been identified as one of the tasks for this Committee.

The Board also needs to note various issues with regards to appointments and joint appointments. Members were urged to read section 5 of the minutes so that the issue can be discussed at the next meeting.

5.2 Draft Minutes of the Financial Planning Committee held on 25.11.16 and the minutes of 17.02.16

Members' attention was drawn to the fact that discussions to change terms of redundancy and address the deficit in the Pension Scheme were going ahead. A presence in Cardiff will be discussed at the next meeting of the committee and included as a fixed item on the agenda. It was noted that the committee is happy to be able to consider opportunities for using private funds. The plan for the Dictionary of Welsh Biography was also discussed, but this will be discussed later on in the meeting.

Colin thanked Committee Members for being so willing to scrutinise and challenge.

Section 6

6.1 The Librarian's Business

The Dictionary of Welsh Biography

Linda presented a paper on developing the Dictionary of Welsh Biography for current and future users, and as noted by Colin, the request was considered by the Financial Planning Committee on 17th February, and the use of £60k from the Maxwell Fraser legacy was approved for upgrading the technical system.

Members unanimously agreed to support this request to use the money from the Maxwell Fraser fund.

Report on the Highlights October - December 2016

This report has been uploaded to the Trustees' website.

6.2 The President's Business

Rhodri thanked Members for their useful contributions and comments during the meeting.

The translator was thanked for his sterling work.

Sian Thomas was wished well in her last meeting for the time being, ahead of her maternity leave.