

NATIONAL LIBRARY OF WALES

Minutes of the Meeting of the Board of Trustees

held at the National Library of Wales, Aberystwyth

on Friday, 28th April 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	Gwilym Jones	

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 (Section 4)
Carol Edwards	Governance Manager and Clerk to the Board of Trustees
Annwen Isaac	Human Resources Adviser

Also in attendance:

Mary Ellis	MALD
Doug Jones	Partnership Council
Geralene Mills	Natural Resources Wales (observer)

Introduction to Welsh Journals Online

Dr Dafydd Tudur, Manager of the Digital Access Division, gave an introduction to Welsh Journals Online.

Following the presentation, Members commented on the usefulness of this resource to them in their research, and that consideration should be given to using it as a resource for teaching research skills in secondary schools, and to get school children to realise that the digital isn't

always a true reflection of the original. It was noted that the option of downloading would be very useful, and that the Library should consider the possibility of using the resource as a commercial income stream.

It was asked what the current gap in provision is - 479 titles are included. Dafydd promised to research to discover what percentage this is of the total number available during that period.

ACTION: DAFYDD TO RESEARCH TO SEE WHAT PERCENTAGE OF THE TOTAL AMOUNT THE 479 TITLES AVAILABLE ON THE WELSH JOURNALS ONLINE WEBSITE REPRESENTS

Pedr thanked Owain and Dafydd for their work and for the time that has been committed to this project. The President reiterated these words of gratitude.

Section 1

1.1 President's Welcome and Apologies for Absence

The President extended a warm welcome to all those present to the meeting and wished Siân Thomas, Partnership Council, well on the birth of Thomas George.

Apologies

Dyfrig Jones, Tomos Dafydd Davies and Steve Williams had tendered their apologies.

1.2 Declaration of Interests

Huw Williams declared that he was a member of Geldards LLP and since 1st 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.

The President thanked Members for completing the annual declaration of interest forms in a timely manner and returning them to the Clerk to the Board.

1.3 To approve the minutes of the meeting held on 24th February 2017

One correction to the minutes was highlighted under Section 5.1. Having corrected this, the minutes were proposed as a correct record by Phil Cooper and seconded by Hugh Thomas.

1.3.1 Indemnity Insurance

Following the recommendation of the Audit and Risk Committee at its meeting held on 17th March, Members agreed that responsibility for indemnity insurance should be transferred to the Governance and Performance Committee.

1.3.2 Matters pertaining to the fire

Once again, following the recommendation of the Audit and Risk Committee at its meeting held on 17th March, Members agreed that responsibility for issues pertaining to the fire should be transferred to the Financial Planning Committee.

In both cases, it was agreed that any decisions which need to be taken should come before the full Board.

1.4 Action Log from the meeting held on 4th November

All actions have been completed, except for advising Trustees of the date of the Public Accounts Committee – the Library is still awaiting the date.

Section 2

2.1 Committee Membership / Establishment of other Committees

Wales Audit Office made a recommendation in *The National Library of Wales – A Review of Governance* (R4) "that the Board should establish further committees with clear terms of reference"; this needs careful consideration, as the Library has a limited number of Trustees, and there is a danger that the workload could become too much. It was agreed that this issue should be discussed further at the Governance and Performance Committee.

While discussing this issue, the President reminded Members that a Trustee is needed to join the Financial Planning Committee, and two Trustees to join the Audit and Risk Committee. Any interested Trustee should inform the Chairs of those Committees and the Clerk at the end of the meeting.

ACTION: TABLE THE ESTABLISHING OF FURTHER COMMITTEES ON THE AGENDA OF THE NEXT MEETING OF THE GOVERNANCE AND PERFORMANCE COMMITTEE

ACTION: INFORM THE CHAIRS AND CLERK OF ANY DESIRE TO JOIN THE AUDIT AND RISK COMMITTEE OR THE FINANCIAL PLANNING COMMITTEE

2.2 Publishing the papers of open meetings on the website

Another recommendation in the same report (R6) was that the Library should “publish on its website papers supporting agenda items in open sessions”. Members were happy to approve this.

ACTION: PUBLISH THE PAPERS OF THE BOARD’S OPEN MEETINGS ON THE LIBRARY’S WEBSITE PRIOR TO EACH MEETING

2.3 Calendar of Meetings for 2018

The Clerk will shortly prepare a calendar of the meetings of the Board and its Committees for 2018; any feedback with regards to the dates of the meetings, frequency etc. should be forwarded to the Clerk.

ACTION: CAROL TO DISTRIBUTE A CALENDAR OF POSSIBLE DATES TO TRUSTEES

2.4 Wales Audit Office Action Plan

It is a pleasure to note that all recommendations are being progressed and that Wales Audit Office has stated that it is happy with the progress made to date. The President and Librarian will meet WAO in May to discuss progress.

Section 3

3.1 Appointment of a Treasurer – process update

Two applicants were interviewed on 27th April, and another will be interviewed on 5th May; there will be an announcement the following week.

3.2 Appointment of a Vice President – process update

One applicant has come forward for the post of Vice President but the process had to be postponed due to a technical issue. The post will be re-advertised, with interviews in the Autumn. A meeting to discuss the process has been arranged for 9th May between MALD officers, members of the Executive Team and the Clerk to the Board.

3.3 Historic Wales

A report and recommendations were presented to the Cabinet Secretary, who has received the recommendations. The bodies' first formal meeting will be held on 18th May; a remit is being prepared and will be distributed to the Board for comments

ACTION: DISTRIBUTE HISTORIC WALES TERMS OF REFERENCE TO BOARD MEMBERS FOR COMMENTS

3.4 The use of the Library seal

A report was presented on the use of the Library seal according to article 13.2 of the Regulations.

3.5 Report on the 2016 – 2017 Highlights

The report has been published on the Members' website, and hard copies were distributed before the meeting started. Linda gave a PowerPoint presentation, highlighting the following areas – Love Art – we hope to extend this to include other items from the collections, Girlguiding Cymru sleepover, Nanteos Cup, Mametz, ARA volunteering award, Cynefin, Canolfan Penfro, Fusion Programme, WW1 Project, marketing and income generation, estates and the preservation work. Questions/comments were asked/made on the following

NLW@Cardiff

For the first time in the Library's history, it has a presence outside of Aberystwyth; since the start of 2017, there is a presence at Cardiff University, providing access to electronic legal deposit materials, and this is available to the public as well as students at the University, and is an important resource for researchers. It is too soon yet to state how much use has been made of the site but there will be a review in six months. Linda stated that she would be happy to organise a visit to the University for any Trustees interested in visiting the site.

Linda drew Trustees' attention to the JCLD (Joint Committee on Legal Deposit) which is a joint committee of the copyright libraries and publishers. Publishers weren't happy with widening access to electronic legal deposit materials, and so as a compromise, there had to be an agreement not to promote the access available in Cardiff; this is very frustrating for the Library, and the National Library of Scotland is in the same situation with its access at Kelvin Hall.

ACTION: LINDA TO ORGANISE A VISIT TO CARDIFF UNIVERSITY TO VIEW THE SITE OF THE ELECTRONIC LEGAL DEPOSIT MATERIALS.

National Assembly Records

Trustees asked whether or not there were additional funds available to consider relocating the Assembly's records to Aberystwyth. There are resources available to fund 2 posts for a period of six months. The twenty year rule will come to effect in 2019, and at that time all papers will need to be moved to Kew or arrangements made for them to stay in Wales. Planning for the possible options of establishing a National Archive for Wales is one of the Librarian's priorities for 2017/2018 and it could be argued that the Library is the rightful home for these records. There would need to be legislation to achieve this, but it is important that discussions commence as soon as possible so that we are ready for 2019.

Lord Aberdare stated that he is Vice Chair of the All-Party Parliamentary Group on Archives, and that this Group would be very happy to be involved in any discussion on this issue. The President and the Librarian agreed to talk to the Group to gain their support.

ACTION: PRESIDENT AND LIBRARIAN TO TALK TO THE ALL-PARTY PARLIAMENTARY GROUP ON ARCHIVES REGARDING THE ESTABLISHMENT OF A NATIONAL ARCHIVE FOR WALES

Communication Strategy

It was asked whether or not there is an External Communication Strategy in place to promote the institution to stakeholders. It was stated that such a Strategy is being prepared, and will be presented to the Board in July.

ACTION: TO PRESENT THE EXTERNAL COMMUNICATION STRATEGY TO THE BOARD IN JULY

Section 4

4.1 Budgetary Accounts until end of March 2017

The President thanked the Treasurer, Colin John, David Michael and Mererid Boswell for ensuring that the Library has reached the end of the financial year in a satisfactory position. There was an opportunity to thank Colin for his work in the celebration meal at Pendinas the previous evening, and the President also thanked the staff at Pendinas for their sterling work in preparing the meal.

Mererid stated that the report had been presented to the Financial Planning Committee on 21st April, and that the figures hadn't changed a lot since then. The following issues were highlighted; the Library hasn't spent as much on salaries due to the fact that posts have remained vacant for a period or have been funded from project funding; most departments managed to stay within budget apart from the Estates department, but underspend in some departments made up for

this; the target for income generation was achieved, and it was noted that there is £10m in the investments portfolio

A question was raised with regards to the Library's ability to continue to leave posts vacant considering the work that needs doing to achieve the new Strategy, and it was stated that 3.5% needs to be kept in the baseline grant, but the Library hasn't yet been assured that this is in the baseline.

It was also noted that reprographics processes at the Library need to be looked at, to make it easier for researchers and others to use images, as this does generate income for the Library. The Librarian agreed that consistency was necessary in order to improve user experience.

ACTION: REVIEW THE REPROGRAPHICS PROCESSES ESPECIALLY IN PROVIDING IMAGES TO BE PUBLISHED BY RESEARCHERS

The Treasurer stated that he is happy with the financial year end situation. The Library did not have to use private funds at all, but we must ensure that we can maintain the 3.5% in the baseline grant. Colin gave a special thanks to the Library staff for succeeding in achieving everything under such difficult financial circumstances. He also expressed his gratitude for the celebration meal at Pendinas and reiterated his gratitude to the staff at Pendinas, stating that evening meals could be a possible opportunity for income generation in future.

4.2 Risk Register

The register was presented by David Michael, and Members were happy to see that there were no red areas. Huw stated that the Audit and Risk Committee had scrutinised the register at its meeting on March 17th, and had suggested amendments, which have been incorporated into this version. Members were happy with the way the information is presented, especially the column that sets out the risks against the strategic aims.

Section 5

5.1 Draft Minutes of the Audit and Risk Committee held on 17.03.17

The Chair, Huw Williams, presented the Draft Minutes. He stated that the agenda headings for the meetings of this Committee had now been aligned with the Committee's terms of reference. The Chair highlighted the following issues.

Indemnity insurance is currently in the hands of the Executive Team, and a copy of the letter from James Watkins has been sent to the Charity Commission, but no response has been received to date.

The Committee had discussed and agreed that it would be a good idea to move resources from the internal audit on data security to verifying the collections, and following the fire, there is a strong case for doing so. We must remember that the General Data Protection Regulation comes to effect in 2018, and robust enough systems to cope with this will have to be in place. It was therefore requested that the Executive Team give careful consideration to the implications of drawing resources away from this audit.

Wales Audit Office is considering the auditing methodology for the Well Being of Future Generations Act.

5.2 Draft Minutes of the Financial Planning Committee held on 21.04.17

The Chair, Colin John, presented the draft minutes. Phil Cooper was thanked for allowing the Committee to meet at the Venture Wales offices at Abercynon. The following issues were highlighted;

It was agreed to distribute a list of items purchased at the Glyn Cywarch auction to Members.

ACTION: DITRIBUTE A LIST OF ITEMS PURCHASED AT THE GLYN CYWARCH AUCTION TO MEMBERS

The conditions of the Maxwell Fraser fund aren't as restrictive as was originally thought, and the money can be moved from the restricted fund to an unrestricted fund, which provides more flexibility with regards to the use of the funds. There is currently around £700k in the fund.

Pension Scheme – current and future issues regarding the scheme and any necessary changes are live and currently being discussed.

Medium term budget – this has been uploaded to the Members' website for information.

Presence at Cardiff – this is a standing item on the agenda of each meeting.

Investec valuation- the company will be giving a presentation at the next meeting of the Financial Planning Committee in July.

Capital Programme Works – an update was provided by David Michael. The Project Board had met on 27th April, and Welsh Government was keen to spend as much of the money as possible during the current financial year. We need 3 agreements - asbestos, bookstack 1 and the front of the building; the cost will be £8m for three contracts, but Welsh Government is keen to get one tender for all of the work.

In response to questions from Members, David stated that it is easier to budget with three contracts, but that getting one contractor (as opposed to three), to supervise the work poses less of a risk with less of a chance of claims being made against the Library.

It was asked how the appointment of an architect would be scored with regards to expertise in preservation; the Library will use the Welsh Government framework arrangements and there is no requirement for expertise in preservation in the framework, however the Library will research this for everyone submitting a tender.

CADW has expressed an interest in the shelves in stack 1, and the Library will have to present a very strong business case for taking these out of the building. Listed building consent will also need to be secured from Ceredigion Council, and any work will have to be approved by the Fire Service, and will have to conform to fire regulations.

Section 6

6.1 The Librarian's Business

Linda thanked the Board for its support, and thanked David, Pedr and all the staff for ensuring the Library's success.

It is exactly a year since the Royal Commission moved into the building, and Linda wanted to wish them well.

The Cabinet Secretary has approved the Strategy and Action Plan for 2017 - 2021; Dr Susan Davies stated that she had some comments on the Action Plan, and that she will send these directly to Linda.

6.2 The President's Business

The President stated that the Board has agreed to extend the Librarian's contract until the end of November 2018.

The President also thanked all of the staff for their commitment in ensuring the Library's success.

7. Any other business

There will be an event at the Senedd at mid-day on the 18th October to celebrate William Williams, Pantycelyn, and artwork by Ifor Davies will be unveiled. The First Minister and Elin Jones will be present.