

## Board of Trustees

21st September 2018

Education Room

11.30 – 1.00

### Present:

Rhodri Glyn Thomas (President)  
Gwilym Dyfri Jones  
Dyfrig Jones  
Richard Houdmont

Lee Yale-Helms (Treasurer)  
Steve Williams  
Iwan Davies

Liz Siberry  
Susan Davies  
Hugh Thomas

### Executive Team:

Linda Tomos	Chief Executive and Librarian
David Michael	Deputy Chief Executive and Librarian
Pedr ap Llwyd	Deputy Chief Executive and Librarian

### Staff:

Annwen Isaac	Human Resources Manager
Carol Edwards	Governance Manager and Clerk to the Board of Trustees

### Also in attendance:

Paul Jackson	Partnership Council
Doug Jones	Partnership Council
Nia Wyn Dafydd	Partnership Council
Mary Ellis	MALD
Catrin Hughes	MALD

## 1.1 President's Welcome and Opening Remarks

The President welcomed all those present to the meeting, and extended a special welcome to Catrin Hughes from MALD who was attending her first meeting of the Library's Board of Trustees. He also congratulated Doug Jones on his recent wedding on behalf of the Trustees.

As Wales Audit Office has stated in the governance report published on 5<sup>th</sup> December 2016 that the Board should try and avoid closed sessions as much as possible, the President stated that he was sensitive to the fact that two closed sessions had been held today, and ensured everyone that due to the matters for discussion on this occasion the closed sessions were absolutely necessary.

## 1.2 Apologies for Absence

Lord Aberdare had tendered his apologies. Eleri Twynog Davies had to leave at 11.00 and therefore could not be present for the open session.

## **1.2 Declaration of Interests**

Liz Siberry declared that she is a member of the Council of the University of Wales, a member of the Council of the University of Trinity Saint David and a Trustee with Gregynog Charitable Trust.

Susan Davies declared that she continues to have a connection with Aberystwyth University and that her son is a volunteer at the Library.

Steve Williams declared that he is a member of Swansea University.

David Michael declared that he is an independent member of the Heritage Lottery Fund Audit Committee.

Pedr ap Llwyd declared that he is a Non-Executive Director with Coleg Cymraeg Cenedlaethol.

Linda Tomos declared that she has been invited to join the Ysgwrn Trust once it has been established, and wished to declare this for information.

Dyfrig Jones declared an interest in item 2.1 on the agenda, stating that he would leave the room while this item is being discussed.

## **1.4 Approve the minutes of the meeting held on 13<sup>th</sup> July and discuss matters arising**

The minutes of the meeting were approved as a correct record of discussions at the meeting. The minutes were proposed by Hugh Thomas and seconded by Richard Houdmont.

It was stated that Gwilym Dyfri Jones was present at the meeting on 13<sup>th</sup> July, and the Clerk apologised for not recording his presence in the minutes.

## **1.5 Action points from the meeting held on 13<sup>th</sup> July.**

Following receipt of a letter from the Public Accounts Committee, a further response from the President has been forwarded to the Chair of the Committee stating that he welcomes the positive comments made regarding the Library's management of its Pension Scheme. It was also stated that the Library would share the Workforce Development Strategy with the Committee once it has been presented to the Board on 23<sup>rd</sup> November.

The President declared that Hywel Tudor had been co-opted a member of the Financial Planning Committee. Hywel was previously Director of Corporate Resources with the Arts Council of Wales. The President thanked David Michael and the Clerk to the Board for arranging for Hywel to visit the Library to meet the Executive Team. Hywel will attend his first meeting on 5<sup>th</sup> October.

## **Section 2 Matters for discussion or decision**

### **2.1 Bangor University PhD Scholarships**

Dyfrig Jones left the room for this item.

Pedr ap Llwyd presented a paper to the meeting, stating that it was being presented to the Board rather than the Financial Planning Committee as is usual with requests of this kind, as time is of the essence. The Library is asking Trustees to consider the possibility of permitting the Library to

establish a formal relationship with Bangor University and to support a student to study for a PhD based on the national collections held at the Library. This would be a further development of the Music Archive. Bangor University would submit the application but the student would be based at the Library.

The PhD would be part funded from the private funds, and specifically from the Geoff Powell legacy that already supports the Music Archive. The Archive Manager's remit would include searching for other sources of funding for further research opportunities, while the Academic Supervisor would also note additional funding opportunities for similar research while liaising with the student remotely and providing supervisory guidance and academic oversight.

The Treasurer stated that he would prefer for this paper to be discussed at the Financial Planning Committee meeting on 5<sup>th</sup> October and brought back to the Board on 23<sup>rd</sup> November with a recommendation. The President agreed to the Treasurer's request.

Dyfrig Jones rejoined the meeting at this point.

As Phil Cooper's term as Trustee has ended, the Financial Planning Committee is short of members, and as Iwan cannot attend on the 5<sup>th</sup> October, there will be no quorum at the meeting. The President stressed the need, therefore, to appoint members to the Committee today, and Susan Davies and Gwilym Dyfri Jones were duly elected as members - proposed by Hugh Thomas and seconded by Dyfrig Jones.

### **Section 3 Information and Updates**

#### **3.1 Risk Register**

Following the meeting of the Audit and Risk Committee on 6<sup>th</sup> July, R3 has been updated to include a reference to the requirement to prepare a financial plan post-2023 on funding for the Broadcast Archive.

Two new risks have been added in light of Brexit;

#### *R4 Hard Brexit or no agreement - threatening supply chains for importing food, goods and services*

This is a high risk and although the Government is publishing guidelines for the outcome of a Brexit with no agreement, the Library has not yet had an opportunity to consider this. A non agreement Brexit could affect contract provisions for capital work and also Pendas

#### *R5 Brexit's Effect on the Pension Scheme*

This is another high risk. There could be a substantial effect as a result of changes in interest rates, currency and investments. The Pension Scheme will be assessed on 31<sup>st</sup> March 2019, but in the meantime the Library can request advice from the actuary on actions to reduce the effects.

It was asked whether or not Brexit would have any implications for European funding or contracts, and it was agreed that a report should be presented to the next Board meeting outlining any implications. This should also be discussed at the next meeting of the Financial Planning Committee.

It was asked whether or not an Action Plan has been drawn up for R7 (income generation activities). Linda Tomos agreed to present a paper to the Board meeting in November on this subject.

### **3.2 Annual Report on the Welsh Language Standards 2017 - 2018**

The Welsh Language (Wales) Measure 2011 sets a legal framework that places a duty on the Library to conform to standards in relation to the Welsh language. All standards explain how the Library is expected to use the Welsh language in various situations.

The Library is required to prepare an annual report by 30<sup>th</sup> September 2018 in accordance with the Standards. This is the first report prepared by the Library since introducing the Standards, and its focus is the period 1<sup>st</sup> April 2017 - 31<sup>st</sup> March 2018.

The report has been published on the Library's website, and has been highlighted via social media.

It was stated that Gwynedd Council is the only other body to have received standards as high as those set for the Library.

## **Section 4 Financial Matters**

### **4.1 Management Accounts until the end of August 2018**

David Michael stated that it is likely that there will be an overspend of £50k - £100k this year, and that this is mainly due to the difficulty in raising more income. The capital works on the building are likely to affect the ability to generate more income even further. There was a problem with the standard of the work undertaken to clear the asbestos, and it is likely that the Library will take legal action against the contractors. As the Accounting Officer, Linda Tomos will decide whether or not this is the case, but the Library has already sought legal advice on this issue.

In Appendix 3 - Commercial Income, a breakdown of the costs under Estates and others was requested. It was also noted that the loss of £19,090 includes £8k of rent for the lodge. It was agreed that the situation with the lodge needed to be revisited.

Four companies have tendered for the capital works on the main building, and a decision will be made as to the successful company next week.

Linda Tomos and the President thanked David for shouldering this additional burden.

The new Head of Finance and Enterprise will be in post on 1<sup>st</sup> October.

## **Section 5 Committee Reports**

### **5.1 Draft Minutes of the Audit and Risk Committee held on 06.07.18**

The Chair, Hugh Thomas, had nothing to add to the minutes of the meeting held on 06.07.18.

The President thanked the Chair for convening an emergency meeting of the Committee on 19<sup>th</sup> September, and also thanked the members for convening at short notice.

The Chair stated that this is the first time that he has called an emergency meeting, and that the reason for this was that he did not feel that Trustees had enough background information on the Broadcast Archive to allow them to take an informed decision on 23<sup>rd</sup> November. The Executive Team needs to prepare that information for the Financial Planning Committee by its meeting on 5<sup>th</sup>

October so that recommendations can be made to the Board on 23<sup>rd</sup> November based on thorough knowledge.

The President stated that he had asked the Executive Team to prepare a paper on the financial situation up until 2024, and had asked the Librarian to prepare a paper on the various options for reducing costs.

## **5.2 Draft Minutes of the Financial Planning Committee held on 19.07.18**

The Chair, Lee Yale-Helms provided an update. Investec gave a presentation during the meeting. Investec manages the Library's investment portfolio. The company wished the Library to consider changing the Library's range of asset categories - to change the UK equity and equity outside the UK to 20% - 40% from 25% - 45% (UK) and 15% - 35% (outside the UK). The Committee was happy to recommend this change to the Board, and the Board unanimously agreed to change it.

## **5.3 Verbal update on the Governance and Performance Committee meeting held on 07.09.18**

Susan Davies stated that there was no quorum at the meeting, but that this had not hampered business, as there were no decisions or recommendations to be made.

The following were discussed - Trustee Performance Review, Action Plan for delivering on the Wales Audit Office recommendations, annual report on the Wellbeing of Future Generations Act, Delivering Together, considering remuneration of the President, Framework Document and performance indicators.

Susan proceeded to say that she had received a letter from the Minister stating that her term as Trustee would end on 31<sup>st</sup> December this year. Susan expressed her disappointment in this respect, but also stated her concern about the process followed by Welsh Government. Iwan Davies reiterated remarks that he had made at the Governance and Performance Committee meeting on 7<sup>th</sup> September, stating that he was disappointed that Welsh Government is not engaging in dialogue with the Library on reappointment, and that informing Trustees by letter, with no prior notice or discussion, is unacceptable.

Pedr ap Llwyd stated that there is dialogue between the Library and Welsh Government on Welsh Government appointments, and this was reiterated by the Clerk, and the Clerk thanked Mary Ellis, who was present, and Tracy Jermin from the Public Appointments Unit, for their support and cooperation in discussing and implementing joint appointments.

The President thanked Susan Davies, the Chair of the Committee, and all Trustees, for their voluntary work in support of the Library.

## **5.4 Verbal update from the Post-16 Education Task and Finish Group**

The Chair, Dyfrig Jones, provided an update. The Group's final Remit was agreed. An Action Plan will be presented to the Board at its November meeting, and Pedr is leading on this on behalf of the Library. A Memorandum of Understanding will be signed shortly with Swansea University, and discussions with regard to drafting agreements with other universities will need to be pursued. An initial discussion was also had on Bangor University PhD Scholarships, which has been discussed further today.

## **5.5 Verbal update on the Buildings Advisory Panel meeting held on 20.09.18**

The Chair, Liz Siberry, provided an update and stated that the first draft of the Conservation Management Plan prepared by Donald Insall Associates conveyed a positive feeling of celebrating the building, which was to be welcomed. It was also stated that CADW is happy with the plans to restore Oriel Gregynog to its original splendour.

## **Section 6 The Librarian's Business**

### **6.1 London Event 2019**

The Clerk to the Board and Lord Aberdare are coordinating an event in London to promote the Library during 2019. The event will take place in the House of Lords on 5<sup>th</sup> March between 6.00 and 8.00pm. An internal working group has been established to discuss practical arrangements, and it would be nice if some Trustees were willing to assist with ideas etc. Liz Siberry and Hugh Thomas agreed to assist. Trustees were asked to pass on any ideas about the event to the Clerk to the Board, who will send out information about the date shortly.

Linda Tomos stated that Cheryl Dennis, Head of Welsh Government's London Office, is keen to assist with the Library's work, and arrangements are being made to display some of Kyffin's works in the London office.

Linda attended an event at Highgate School in London last Friday evening, where Sir Kyffin Williams had been a teacher, and it was a very successful evening. Items of Kyffin's work, from the Library's collection, were on display there.

### **6.2 Appointments to the Board of Trustees**

The President outlined the timetable for the next round of appointments that has been agreed with MALD officers. Advertise end of September, closing date 19<sup>th</sup> October, shortlist early November, and interviews 5<sup>th</sup> December for Vice President, and 6/7<sup>th</sup> December for Trustees.

### **6.3 Gregynog Gallery**

It was nice to see that the Minister, in his letter dated 15<sup>th</sup> August, supports and welcomes the Library's plans with regard to Gregynog Gallery. Linda Tomos thanked Mary Ellis and Peter Owen for the opportunity to discuss this and the opportunity to show them around the Gallery. It is still early days with regard to the strategic direction for this, but discussions have commenced.

### **6.4 Coleg Harlech**

Linda Tomos thanked Rob Phillips and Martin Jones for collecting the archive from Coleg Harlech on 20<sup>th</sup> September. It has now been transferred to the Library on the condition that we own it, rather than it being deposited. This archive will enrich our political archive and will be an asset to our collections. Linda has asked Adult Learning Wales for funds to catalogue the collection; we have already received £4.5k from them to transfer the archive to the Library. There will be an auction to sell the rest of the stock and/or distribute it to other centres. Pedr ap Llwyd thanked Linda for her perseverance in ensuring that the archive has reached the Library, otherwise, the archive may well have been destroyed.

## **Section 7 The President's Business**

### **7.1 9<sup>th</sup> National Forum of the Shanghai Library**

The President and Doug Jones, the Library's expert on the Hawkes Collection, will represent the Library at this conference, held on 17<sup>th</sup> - 19<sup>th</sup> October. Dafydd Tudur has prepared a presentation entitled *Beyond these walls: A National Library for Wales*, and the President will deliver the presentation during the conference.

### **7.2 Recruitment process to the post of Librarian and Chief Executive**

The timetable for the appointment process was discussed during the closed session. The post will be advertised in October, and interviews will be held in December, with the aim of appointing before Christmas. It is hoped that there can be a period of collaboration and transferring information before Linda's retirement in March 2019.

### **7.3 National Broadcast Archive**

The next steps with regard to the Archive were discussed in the closed session. Financial information will be presented to the Financial Planning Committee at its meeting on 5<sup>th</sup> October, and there will be a further discussion on the risks at the Audit and Risk Committee on 26<sup>th</sup> October, with a final discussion and a decision on whether or not to proceed to submit the bid in December at the Board meeting on 23<sup>rd</sup> November.

### **7.4 Financial Forward Planning**

**Please see 7.3**

## **Section 8 Any Other Business**

Pedr ap Llwyd took great pleasure in announcing that the Elis Gruffudd Chronicle had been formally added to the UNESCO Memory of the World Register in a ceremony in London on 19<sup>th</sup> September.

Susan Davies stated that she is currently working on preparing information about the books and manuscripts that were transferred from the British Museum to the Library during the First World War.

Richard Houdmont expressed his disappointment with regard to Y Lle Hanes at the Eisteddfod in Cardiff Bay this year, and the lack of prominence for the Library brand. Linda Tomos stated that the Library was not allowed to place its brand on the stall, and expressed the fact that the Executive Team shared the Trustees' disappointment with this year's stand. Although the Library has collaborated and cooperated for three years, other ideas need to be considered, with the possibility of a joint presence with the Friends, in Llanrwst next year. Hugh Thomas proposed that the Executive Team invites the Chief Executive, Betsan Moses, to the Library to discuss collaborating with her for the future.

**\*\* END \*\***