

## Board of Trustees

23 November 2018

Council Chamber

11.30 – 1.00

### Present:

Rhodri Glyn Thomas (President)	Lee Yale-Helms (Treasurer)	Liz Siberry
Gwilym Dyfri Jones	Steve Williams	Susan Davies
Dyfrig Jones	Iwan Davies	Hugh Thomas
Richard Houdmont	Yr Arglwydd Aberdâr	Eleri Twynog Davies

### Executive Team:

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

### Also present:

Carol Edwards	Governance Manager and Clerk to the Board of Trustees (Minutes)
Annwen Isaac	Human Resources Manager
Paul Jackson	Partnership Council
Doug Jones	Partnership Council
Nia Wyn Dafydd	Partnership Council
Mary Ellis	MALD
Peter Owen	MALD
Craig Duggan	BBC

### 1.1 President's Welcome and Opening Remarks

The President welcomed everyone present to the meeting, and extended a special welcome to Peter Owen, Head of MALD. The President apologised for having arranged a closed session, but there were matters to be discussed on this occasion which made it necessary to hold a closed session.

### 1.2 Apologies

There were no apologies to note.

### 1.3 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 1.4 on the agenda, Matters arising, where the Bangor University PhD was discussed, noting that he would leave the room if this matter was going to be raised.

Richard Houdmont declared an interest under item 6.2, Brexit Report, that he was chair of Poetry Wales Press Ltd.

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

#### **1.4 Approve the minutes of the meeting held on 21 September**

The minutes were approved as a correct record of the matters discussed, subject to the following amendments;

- a) Rephrase the section under 2.1, Bangor University PhD Scholarships
- b) Include a sentence to explain that Dyfrig Jones re-joined the meeting after the scholarships were discussed.

The minutes were proposed by Hugh Thomas and seconded by Iwan Davies.

#### **1.5 Action points from the meeting held on 21 September**

All have been actioned.

## **2. Matters which require discussion or a decision**

### **2.1 Broadcast Archive Project**

Following a discussion in the closed session, the following press release was agreed;

The Board of Trustees are disappointed with the Minister's decision not to support the Broadcast Archive project, and therefore, at present, we are unable to submit the Round 2 Heritage Lottery Fund bid. This therefore means that, as it stands, the Library is losing out on £5m, and public access to the most important collection of Wales' social history over the last 70 years is in jeopardy. The Library is of course ready to consider any other options to save the Broadcast Archive, and to ensure public access to this important national archive.

## **2.2 People Strategy and Workforce Development Plan**

The Strategy and Plan were presented by Pedr ap Llwyd.

Creating a People Strategy and Workforce Development Plan is a commitment which has been set out in our Strategic Plan and Operational Plan. The Public Accounts Committee also want to see a copy of the Strategy by the end of November, as this was one of the recommendations made by the Wales Audit Office in its governance review in 2016. Following drafting the Strategy and Plan, all the recommendations made by the Wales Audit Office in its report *National Library of Wales – A Review of Governance* will have been completed.

Comments were invited from the Trustees and the general consensus was that the Strategy is too detailed and too long, and Lee Yale-Helms and Liz Siberry offered, as both had drafted similar documents, their experience and expertise to Pedr to redraft the document before presenting it to the Public Accounts Committee. We will also have to consider ways of reporting on progress.

It was emphasised that this was only an initial draft before entering a consultation period with the staff and unions and this will begin on Monday 26 November.

## **2.3 Income Generation – update**

This report is being presented today following a request made by Richard Houdmont at the last Board meeting in September. The report is in three parts, commercial income, donations and project income. Since the report was drafted, the Library has received confirmation that the Wellcome Trust has awarded it £66,938 over a period of 12 months to undertake the project *Medicine and Health in Wales before the NHS: Welsh Print Collection*.

It was noted that the Accessions Day held in September was a success and that it should become an annual event. It gives us an opportunity to show our appreciation to our donors and sponsors, especially those who have contributed to the Collections Fund. At this point, Liz Siberry said that she had just received the latest edition of the Collections Newsletter and praised its content and design.

The capital works on the building will affect the Library's ability to reach some targets next year, and we must remain realistic. Linda agreed to explain the individual departmental targets to Trustees following the meeting.

It was agreed that a meeting to discuss income generation and ways in which the Trustees could assist with this work should be arranged. Richard Houdmont agreed to chair and Lord Aberdare

indicated that he was happy to join the group. The Clerk will circulate possible dates and an invitation to join the group following today's meeting.

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

#### **3.1 Y Gen July – September 2018**

There were no comments or questions from Trustees regarding the content of Y Gen, and Linda thanked Carys Evans for designing this edition.

#### **3.2 Trustees' Training Programme 2018 – 2019**

A training programme has been drafted, which is based on comments made in the Trustees' annual appraisals. The programme was approved and the Clerk of the Board will begin arranging training in the new year.

#### **3.3 Use of the Library Seal**

The Library's Regulations state that use of the Library seal must be reported to Trustees, therefore Trustees are asked to note that the seal was used on a deed to appoint and remove Trustees of the staff pension scheme on 11 October 2018.

### **Section 4 Financial Matters**

#### **4.1 Management Accounts up to the end of October 2018.**

David Michael presented the accounts, and drew attention to the deficit of £150k - £200k forecast for 2018/19 based on the figures so far. This overspend will be set against the £600k in the public unrestricted funds. The fact that the Library won't achieve its target of £700k commercial income this year was also highlighted.

There were no comments or questions by Trustees regarding the accounts.

#### **4.2 Corporate Risk Register**

The Register has been completely revised following the meeting of the Audit and Risk Committee on 26 October. No comments or questions were received from the Trustees.

##### **4.2.1 Broadcast Archive Risk Register**

Following the press release agreed under Item 2.1, this item no longer needs to be discussed.

## **Section 5 Reports from Committees**

### **5.1 Draft Minutes of the Governance and Performance Committee meeting on 07.09.18**

The Committee Chair, Susan Davies, highlighted the following.

The Committee felt that it would be beneficial if someone experienced in this field conducted an independent review of the Board's effectiveness every three/four years; this can be included in the Committee's operational plan for next year.

Well Being of Future Generations (Wales) Act 2015 – David Michael noted that there is still uncertainty as to how progress should be reported.

Delivering Together – Strengthening the Welsh Government's Sponsorship or Arms-length Bodies – there had been no progress on this at the time of the meeting, and this has delayed the work of reviewing the Framework Document.

### **5.2 Draft Minutes of the Post 16 Education Task and Finish Group meeting on 13.09.18**

The Chair, Dyfrig Jones, noted that he had already given a verbal report to the Board meeting on 21 September, and that he had nothing further to add, as the meeting on 8 November had been cancelled.

### **5.3 Draft Minutes of the Audit and Risk Special Meeting held on 19.09.18**

### **5.6 Draft Minutes of the Audit and Risk Committee Meeting held on 26.10.18**

The Chair, Hugh Thomas, had nothing to add to the minutes which were being presented to the Board meeting.

### **5.4 Draft Minutes of the Buildings Advisory Panel meeting on 20.09.18**

The Chair, Liz Siberry, had nothing to add to the minutes. The next meeting of the Panel will be held on 12 December 2018.

### **5.5 Draft Minutes of the Financial Planning Committee meeting held on 05.10.18**

The Chair, Lee Yale-Helms, drew Trustees' attention to the following;

The scenario for forward financial planning has been extended from 3 to 5 years.

The Committee has agreed to allow funding from the Library's private funds, and Geoff Powell's legacy in particular, to fund the Bangor University PhD scholarships.

In response to a question about the commercial opportunities arising from digitising the Red Book of Hergest, it was noted that there were as yet no definite plans in place, and that further discussion was required.

In response to a question regarding the pension scheme, David Michael reassured Trustees that the pension investments were performing satisfactorily, and that it isn't likely that there will be an historical deficit in March 2019 but that the cost of future service is likely to increase.

To conclude, the President noted that he had attended the Audit and Risk Committee meeting on 19.09.18 and the Financial Planning Committee meeting on 05.10.18, and wanted to thank the officers for the thorough work being undertaken. The Library is in the process of drafting a strong financial plan, and the officers are to be commended for their diligence in moving this forward.

## **Section 6 Librarian's Matters**

### **6.1 Event in London 2019**

Pedr ap Llwyd provided an update, and thanked Lord Aberdare for the invitation to the House of Lords. The Library will also have a presence in the Emporium during Wales in London Week. The event at the House of Lords will take place on 5 March 2019 between 6.00 – 8.00 p.m., and Trustees should contact the Clerk of the Board if they would like to attend. The Trustees should also forward the names of any people which they consider should be invited to the Clerk.

Pedr went on to explain that Y Lle Hanes at the National Eisteddfod was no longer satisfactory, and that the Library wanted to suggest an alternative proposal to the partners. The President also stated that he had received a number of complaints regarding the Library's presence in Y Lle Hanes, and Trustees were therefore happy to support the Library's proposal to hold discussions with the partners regarding an alternative plan, but not to dismiss having to have a stand-alone presence if that was required. Hugh Thomas had already suggested to Linda Tomos that the new Chief Executive of the Eisteddfod, Betsan Moses, should be invited to the Library and Linda thanked Hugh for his suggestion. At this point, Hugh declared an interest as a member of the Eisteddfod's Board.

It was also suggested that the Library could further highlight its work by attending the Hay Festival and asking the London Welsh Centre whether the Library could display items from the collections there.

### **6.2 Brexit Report**

This report is presented as information to show the preparatory work which the Library is undertaking in light of the impending Brexit. The Library is also in touch with other organisations in

Wales and beyond, especially where there are mutual benefits and/or interests. The Executive Team were thanked for a comprehensive report across all the Library's areas of work. A further update will be provided to the Board in February 2019.

### **6.3 Delivering Together – Strengthening Welsh Government's Sponsorship of Arms-length Bodies**

Julia Douch visited the Library on 15 November and Linda Tomos is waiting for a letter from her which will summarize their discussion; this letter will be placed on the Trustees' website.

Julia mentioned a "light touch" sponsor scheme whereby Welsh Government acknowledge that the Library is responsible for managing its own money; this would do away with the present system whereby the Library has to obtain the Minister's permission to spend, and doing away with this bureaucracy is welcomed. However, it's important that any future relationship recognises and acknowledges the Library's areas of work, and Linda thanked Peter Owen and Mary Ellis for the good relationship which exists at present between the Library and the sponsor body.

## **Section 7 President's Matters**

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

Unfortunately the timetable which had been arranged for the appointments has slipped once again. The process will now begin w/b 26 November and run until the end of the year, with interviews being held in March. The President stated that this is totally unacceptable, as it's almost three years since the Vice President left. Failing to appoint Trustees also means that it's difficult to get a quorum in committee meetings. The President wanted to emphasise however that all the current vacancies are Welsh Government appointments and that it is they who are responsible for the delay in appointing.

### **7.2 Culture, Welsh Language and Communications Committee**

The Committee will meet in the Arts Centre in Aberystwyth on 6 December, and the President and Librarian will appear before the Committee at 10.00 that morning. Following the meeting, some of the committee members will visit the Library to see the *Tra Môr yn Fur: Wales and the Sea* exhibition and will be given a presentation by Maredudd ap Huw to some of the Library's treasures.

### **7.3 9<sup>th</sup> Shanghai Library International Forum**

The President reported that the visit to Shanghai had been a success, and thanked Douglas Jones for his assistance during the visit. Doug will continue discussing with Shanghai Library how the relationship can be developed, and a report will be presented to the next meeting.

#### **7.4 National Eisteddfod 2020**

It's a pleasure to confirm that the Library will be presenting the Prose Medal at the Eisteddfod in 2020. The Eisteddfod Office will contact the Library nearer the date to make further arrangements.

Pedr ap Llwyd and Carol Edwards are members of the local Fundraising Appeal Committee, and the committee is keen to stage events at the Library to raise money towards the Eisteddfod. Suggestions for events include a garden fete, coffee morning, afternoon tea and a talk by a well-known person. The Trustees supported this and there was no objection to holding events at the Library to raise money for the Eisteddfod.

#### **Section 8 Any other matters**

##### **Thank you**

This is Dr Susan Davies' last meeting as a Trustee, and the President thanked her for her service. The Board and Library have both benefited greatly from Susan's experience and knowledge in many fields over the years, and we are indebted to her. Susan is dedicated and supportive of all aspects of the Library's work, and this is evidenced in the committees which she has been involved with during her term of office – Chair of the Governance and Performance Committee, Chair of the Broadcast Archive Expert Panel, member of the Post 16 Education Task and Finish Group, member of the Marketing Sub Group and more recently as a member of the Financial Planning Committee. In addition to her work on committees, Susan has also offered her expertise and knowledge in other areas to Library staff, and no one can argue that Susan hasn't been 100% committed to the Library during her time as a Trustee, and both the Board and the Library will miss her greatly.

On behalf of the Executive Team, Linda reiterated the President's sentiments, and thanked Susan for always being so willing to volunteer her time and expertise to the Executive Team.

##### **Christmas Shopping Event**

Trustees are reminded that there will be a late night Christmas shopping event taking place at the Library on 6 December, and everyone is warmly welcomed to come along.

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