

## Board of Trustees

27th September 2019

Park Lodge Hotel

10.00 – 1.00

### Present:

Meri Huws (Vice-president)	Lee Yale-Helms (Treasurer)
Eleri Twynog Humphries	Hugh Thomas
Gwilym Dyfri Jones	Lord Aberdare
Steve Williams	Iwan Davies
Richard Houdmont	Carl Williams
Mike Cavanagh	Quentin Howard

### Executive Team:

Pedr ap Llwyd	Chief Executive and Librarian
David Michael	Director and Deputy Chief Executive and Librarian
Owain Roberts	(Interim) Director of Collections and Public Programmes

### Other members of Staff:

Emyr Phillips	Head of Finance and Enterprise
Carol Edwards	Governance Manager and Clerk to the Board of Trustees (Minutes)
Annwen Isaac	Human Resources Manager

### Observers:

David Moore	Partnership Council
Dr Nicky Guy	Deputy Director, CyMAAL
Aled Eurig	Tailored Reviewer
Emyr Williams	Tailored Reviewer
Efa Gruffudd Jones	Tailored Reviewer
Lindi Lloyd	Welsh Government Public Bodies Unit

## 1.1 Welcome and Opening Remarks

The Chief Executive and Librarian welcomed all those present to the meeting at the Park Lodge Hotel, stating that it had not been possible to hold the meeting at the Library due to the building works; he then referred to the absence of the President, Rhodri Glyn Thomas, who had fallen ill the previous week. Pedr reported that Rhodri would not be continuing with his duties as President, and the best wishes of all Trustees were conveyed to him for a speedy recovery.

The Commissioner for Public Appointments has confirmed the appointment of the current Vice-president as Chair of the Board for a period of three months, until 31<sup>st</sup> December 2019.

Pedr shared the sad news about the startlingly sudden death of a valuable member of staff at the Library, Meilyr Llwyd, on the previous Saturday. He was only 43 years old. Condolences were sent to Rheinallt and Mari, Mei's parents. Members were asked to stand as a mark of respect.

On behalf of the Trustees, Hugh Thomas welcomed Meri Huws, and expressed his best wishes to Rhodri. Meri was congratulated on her appointment and assured that she would be fully supported by the Trustees. Lord Aberdare reiterated Hugh's words.

Meri thanked Hugh and Lord Aberdare, and also wished Rhodri well; she thanked the Executive Team especially for the wonderful welcome, especially over the last fortnight in preparation for today's meeting.

Meri welcomed members of the Tailored Review Panel - Aled Eurig, Efa Gruffudd Jones and Emyr Williams, as observers, as well as Dr Nicola Guy, Deputy Director, CyMAAL. New Trustees Carl Williams, Mike Cavanagh and Quentin Howard, were also welcomed to their first meeting.

## **1.2 Apologies for Absence**

Dyfrig Jones and Liz Siberry had tendered their apologies.

## **1.3 Declaration of Interests**

Meri Huws declared that she is a member of the Council of the University of Aberystwyth, a Non-executive Director of Coleg Cymraeg Cenedlaethol, a member of the VTCT Board, and a Board member for Shelter Cymru.

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

Steve Williams declared that he is a member of staff at Swansea University and Chair of WHELP.

Richard Houdmont declared an interest as link tutor with Cardiff Metropolitan University.

Mike Cavanagh declared that he is Head of Cultural, Leisure, Tourism and Registration Services with Pembrokeshire County Council, that is working in partnership with the Library at the Riverside Gallery.

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 of Coleg Cymraeg Cenedlaethol.

## **1.4 To approve the minutes of the meeting held on 19<sup>th</sup> July and discuss matters arising**

The minutes of the meeting held on 19<sup>th</sup> July were approved as a correct record of the matters discussed, subject to the following amendments;

- a) Richard Houdmont's name to be added to the list of those present at the meeting.
- b) Under 4.1 in the English version, the sentence pertaining to the Annual Accounts 2018 – 2019 needs to be amended to read “*the surplus is due to the Library receiving £250k*”.

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

### **Matters arising from the minutes**

**Pay increase** - an update from David Michael.

Welsh Government has agreed on a pay increase with its staff and the unions, and it will cost 2.1%. The likely cost to the Library would be 3.8% or £300k, as Welsh Government has offered its staff an underpinning payment of £750 - this would mean that 90% of the Library's staff would be eligible for the underpinning payment. As the Library is expected to follow Welsh Government's example, a paper will be presented to the Financial Planning Committee on 11<sup>th</sup> October, recommending a request for additional funding from Welsh Government to be included in the baseline to fund a pay increase at the Library. The Library is grateful to Welsh Government for providing one-off funding in the past to fund pay increases, but going forward it is essential that this is included in the baseline.

The Chair stated that this issue, as well as future pension costs, had been discussed with the Deputy Minister during the meeting held at the Library the previous day, and that the Deputy Minister and Huw Davies, Welsh Government's Head of Finance, Culture, Sport and Tourism, recognised the challenges that the Library is faced with. Nicky Guy, Deputy Director of CyMAAL, added that she is aware of the fact that the Deputy Minister has presented a case on behalf of the arms-length bodies, and that the budget is expected in November.

**Income generation progress report** – the Chief Executive seized the opportunity to remind Trustees to contact him with the names of any contacts that they may have, or the names of trustees/organisations etc. that could be contacted regarding opportunities for income generation.

**Trustees' annual appraisals** - the President, Rhodri Glyn Thomas, had completed the majority of the appraisals, but hadn't had the opportunity to complete the appraisals for Lee Yale-Helms, Steve Williams and Hugh Thomas. Meri and Carol will undertake this work over the coming weeks, to ensure that the process is completed.

### **1.5 Action points from the meeting held on 26<sup>th</sup> April**

It was agreed to remove the reference to the provision of running costs for a Contemporary Art Gallery.

Due to building works currently underway, a tour of the Library will be conducted after the November Board meeting.

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

### **2.1 Contemporary Art Gallery**

Two feasibility studies were published in 2018 for a Contemporary Art Gallery for Wales and a national football/sport museum. Welsh Government allocated £10m in capital funds for undertaking both studies.

Nicky Guy reported that the Arts Council and National Museum Wales were seeking to identify 6 - 8 sites across Wales, and that it would be sensible to consider a site in Aberystwyth. There are several premises up for consideration, either utilising current spaces that are already suitable for the Government's plans, or sites that could reach this standard. She stated that the first step would be to assess the requirements of the identified locations, and assured the Library that it had been identified as one of the potential sites.

Concern was expressed with regard to the constitution of the Steering Group, that includes Welsh Government, the Arts Council and the Museum (as the main resource provider), and it was questioned why the Library was not a member of the Group. Lord Aberdare expressed his concern about this. Nicky Guy stated that she had questioned the membership of the Group and that the Arts Council is revisiting the remit. The Vice-president, Meri Huws, confirmed that the Library is keen to play a part in this, and that she had told the Deputy Minister this during yesterday's meeting. Nicky Guy will provide further information for Meri and Pedr with regard to the membership and role of the Steering Group, and how its establishment came about.

The Chief Executive informed Trustees that Welsh Government has allocated substantial funding of between £600k - £700k for the development and upgrading of Oriel Gregynog at the Library, and that this scheme is totally separate to any plans for a Contemporary Art Gallery. We hope to prepare the specification and appoint a contractor to commence the work as soon as possible.

The Chief Executive drew Trustees' attention to the fact that the famous painting, Salem, by Sydney Curnow Vosper, is on the auction list at Ben Rogers Jones auctioneers in Cardiff. The Library, along with several other bodies, has expressed an interest in this iconic painting that is of national significance, and Pedr was keen to hear Trustees' opinion on whether or not the Library should continue to express an interest in the purchasing of the picture, and, should the price be in excess of £60k, whether or not the Trustees would be willing to compensate the Library from the private funds. Also, should another national institution be interested, how do Trustees feel about bidding against them?

Nicky Guy confirmed that the Museum is also interested in the picture. Trustees felt that the picture should remain in Wales, and that the Executive Team should continue their discussions with Ben Rogers Jones, however they were not keen for the Library to bid

against another national institution at auction. A decision was made to delegate responsibility for negotiating an additional sum to the President and the Treasurer should the need arise.

## **2.2 Appointments to the Board**

**Iwan Davies and Richard Houdmont retired from the meeting for the duration of this item.**

It was stated that the terms of 3 Library appointed Trustees will end during the next two months - Dyfrig Jones on 31<sup>st</sup> October, and both Iwan Davies and Richard Houdmont on 30<sup>th</sup> November.

The paper presented by the Chief Executive emphasised the concern regarding a lack of variety, especially the gender imbalance, on the Board of Trustees, and asked Trustees to consider whether or not they wished to 1) offer those Trustees whose terms will end a second term or 2) not offer them a second term and conduct an appointments process that would encourage applicants from communities currently under-represented, including women. The contributions of all three Trustees to the Board's activities over the last four years were acknowledged, and they were thanked for their sterling service.

Before deliberating further, it was stated that Dyfrig Jones had decided to resign and that he did not wish to consider a second term.

The Vice-president stated that it was essential to ensure a balance in terms of background, age and gender, and that there was now an opportunity to attempt to address this balance. The Chief Executive reiterated this, and encouraged Trustees to seriously consider conducting a new appointments process.

There was a mixed response from amongst the Trustees, and a question was raised about how the Library could ensure more of a variety in the next process, and in response it was said that the Library would target specific cohorts and individuals, and encourage them to apply. Pedr has also spoken to the Head of the Public Appointments Unit, and Julia Douch has confirmed that the Unit has a pool of suitable candidates who could be considered, who were not successful during recent appointment campaigns for the boards of other bodies.

The Trustees stated the requirement to ensure consistency with last year's process, when the contracts of two Welsh Government appointed Trustees were not renewed. Thus it would be difficult for the Library to act differently and justify its actions.

Concern was also expressed with regard to losing the skills and experience of the current members, however Trustees were assured that a skills audit would be conducted before embarking on a recruitment campaign.

Trustees asked whether or not the terms of those two members whose terms are ending, could be extended for a lesser term. As a compromise, the Chief Executive suggested that their terms could be extended until new Trustees are appointed, but that this would be subject to the agreement of those two members. The Trustees agreed with this suggestion, and also agreed that any new appointments would be for only four years.

Iwan Davies and Richard Houdmont re-joined the meeting following a short rest break.

### **Section 3 Chief Executive and Librarian's Report**

The Trustees thanked the Chief Executive for providing a brief report with a complete and clear picture of the Library's strategic activities. The following matters were highlighted;

#### **3.1 Outreach**

##### **3.1.1 Llanrwst**

It was asked whether or not the Eisteddfod in Llanrwst had been an opportunity to recruit volunteers, and the response was that this was not practical due to the requirement to travel to Aberystwyth. However, we did succeed in attracting some online volunteers.

This year, the Library had an individual presence in a separate unit, and had opted not to join Lle Hanes. This arrangement had not saved the Library any money, but had been a better opportunity to engage and network than was possible at Lle Hanes. The Chief Executive was on the stall every day, and it was an opportunity to welcome the First Minister and numerous members of the Assembly and Welsh Government during the week. Although the Library continues to be a part of the Lle Hanes discussion group, we will continue to have our own individual unit again next year in Tregaron.

##### **3.1.2 Ceredigion**

For the Eisteddfod in Tregaron, we intend to hold activities at the Library as well as a presence on the Eisteddfod pitch.

##### **3.1.4 Hay Festival**

The Board has asked the Executive Team to consider the Library's presence at the Hay Festival, and although we have not had these discussions as yet, Elizabeth Treasure, Vice-chancellor of Aberystwyth University has alluded to the establishment of a lesser Hay Festival in Aberystwyth, subject to the agreement of the organisers of the original festival.

### **3.3 Cloud Storage of Digital Assets**

The British Library has decided to proceed with this alone. The Library will keep an eye on the situation, and report back on any further developments with regard to the storage of digital assets. This involves only electronic legal deposit materials.

### **3.4 National Broadcast Archive**

The Library is awaiting permission to start the project from the Lottery Heritage Fund. During the meeting held on 23<sup>rd</sup> September, Lottery Heritage Fund officers requested more information, as there is a significant gap in the evidence provided to them. This will be discussed further in a short closed session at the end of the open meeting.

### **3.5 People Strategy and Staff Development Plan**

#### **3.5.1 Staff Recruitment, Appointment and Retention**

In response to a question raised regarding the Library's record of staff with disabilities, it was stated that it was not mandatory for staff to advise of any disabilities that they have. However, it was confirmed that the number of staff with disabilities was low, and less than 10%

#### **3.5.2 Mental Health**

It was stated that 20 members of staff will be attending a mental health first aid course to be held in November.

### **3.6 Building Works**

#### **3.6.1 Buildings Maintenance Capital Programme**

The possible action against Lucion and /or Kaefer (the original consultant and contractor) is still under consideration. Solicitors are considering the strength of dispute against Lucion and/or Kaefer. It is likely that legal action will be pursued but will be reviewed on a regular basis to ensure that the expected recovery justifies the legal costs and other costs. There will be a consultation with Board officers seeking their opinion, before taking any legal action.

Contractors are on site to undertake remedial work on the stonework that has deteriorated substantially and is in need of urgent attention. This work is part of the Envelope of the Main Building, which is divided into three stages. The work mentioned above is Stage 1 (Southern Wing and Administration Block) and will be completed by Spring 2020.

Naturally, the Executive Team is concerned about any hot works on the roof or on any other part of the building, in case there is a repeat of the incident that occurred in April 2013. Unfortunately, hot works will be necessary on the roof in order to undertake the restoration work, however a Specialist Fire Consultant has advised the Library and is of the opinion that the risk is being managed satisfactorily.

### **3.7 Fostering a Relationship**

Richard Houdmont wished to express his gratitude to the Chief Executive and staff for the excellent welcome given to some of his friends recently; as a result they were saying that they may bequeath their collection of pictures to the Library.

The Chief Executive reported a highly beneficial meeting with The Chief Executive of S4C recently, with regard to the possibility of transferring the Authority's archive to the Library. This possibility will be explored and considered by both parties over the coming months.

### **3.8 Operational Plan**

The tender for a new interpretation space in the Main Hall has been prepared. The work will commence once the maintenance work has been completed and the space cleared. The Board has committed £70k from the Geoff Powell legacy to undertake this work.

### **3.9 National Archive for Wales**

This was discussed with the Deputy Minister during yesterday's meeting, and it was noted that Welsh Government would be publishing a consultation shortly, with various options for the National Archive for Wales. Library officers were under the impression that this was not a matter of priority for the Minister.

### **3.11 International Strategy**

It was emphasised that the Library does not have an International Strategy, and the Chief Executive stated his intention to draft a strategy, in consultation with the Board; an initial draft will be presented to the November Board meeting, with the hope of adopting the strategy at the February 2020 Board meeting. It was also stated that Eluned Morgan, Minister for International Relations and the Welsh Language, would be invited to visit the Library.

## **Section 4 Risk Register**

The register was presented to the Board by Emyr Phillips, who noted that there had been no change since the Register was presented to the Audit and Risk Committee in July.

The following were noted for consideration;

- Increasing the score of R4 - *Hard Brexit or no agreement - threatening supply chains for importing food, goods and services.*

Concern was expressed with regard to the requirement to ensure that agreements are in place for sharing data with partners in the EU. The UK will continue to share data with Europe, but there is no certainty that Europe will continue to share data with the UK. Nicky Guy stated that cultural arms-length bodies meet every fortnight to discuss issues such as this one, and to monitor the situation.

## **Section 5 Financial Matters**

### **5.1 Management Accounts until the end of August**

Emyr Phillips presented the accounts, and stated that there is a positive variation of £10k against the budget for the five months until August 2019. David Michael stated that the Library has budgeted an overspend of £257k, and that there will be further additional costs with the increase of approximately £400k in pension scheme costs, and a cost of £300k for the pay increase due from 1<sup>st</sup> April 2019. A similar pay increase in 2020 would commit the Library to costs of approximately £1m.

#### **Appendix 8 - Private Funds**

The figure for the five months until August 2019 looks low, due to the large sum received in the previous year, but it was confirmed that the Library would be in receipt of a substantial legacy shortly.

### **5.2 Medium Term Financial Plan**

In the Spring, the Board agreed on a medium term financial plan, and, at the time, regular reports on any changes were requested. A report will be presented to the Financial Planning Committee on 11<sup>th</sup> October, and the Treasurer will update the Board following that meeting on 29<sup>th</sup> November.

The biggest concerns are pension costs and salary costs, and to date there is an overspend of £250k (please see Appendix 1 of the Management Accounts). There is £685k in the public funds and the Library will have spent £300k of this by March 2020. Should the Library continue to spend at this level, the funds will be down to £200k by September 2020, and this is the minimum allowable. There is therefore increasing pressure to secure an agreement with Welsh Government on how to fund pay increases in future.

David Michael is a member of the sponsored bodies group that discusses salaries and pension, and they are currently gathering data around aligning these with Welsh Government terms and conditions. Considering that the Library's wages are on average 40% less than Welsh Government, this could add substantially to the Library's wages bill.

### **5.3 Income Generation Report**

A legacy scheme has been re-launched and letters sent to numerous individuals. The Chief Executive is following up on these with a phone-call and a personal invitation to visit the Library.

The Chief Executive is eager to review the exact role of the Friends in the income generation context over the next six months, as this role has not been successful in the past. Trustees were reminded that the Friends are a separate charity, and were therefore outside the scope of the Board of Trustees' remit.

Income generation is one of the Chief Executive's major duties, but the Library has only a small team to deliver this function. It is possible that the Library will have to consider using external consultants and attending workshops etc. organised by the Museum for example, to learn lessons.

Trustees enquired about the paper on the cost-effectiveness of appointing more staff, to work on income generation for the Library, and the Chief Executive acknowledged that this had slipped, but that it would be presented at the next meeting.

It had also been promised that a "pop up" would be incorporated into the Library's web pages to encourage people to donate, and it was reported there was a similar button on the Dictionary of Welsh Biography website and that the Library would experiment with this before extending it further.

It was also confirmed that an application had been presented to register as a Google charity and that the Library was awaiting confirmation from them.

### **5.4 "Major Projects": choosing future plans for funding and delivery**

The Executive Team has produced and evaluated a number of "major projects" that could be delivered at various times. These projects will be considered again in a dedicated Board meeting in November.

## **Section 6 Committee Reports**

### **6.1 Draft Minutes of the Audit and Risk Committee held on 05.07.19**

These were presented verbally at the Board meeting held on 19.07.19 and are tabled today as a formality.

The Executive Team assured that the electricity tests noted under 8.2. (Health and safety issues) had now been completed.

## **Section 7 Any Other Business**

### **2.1 Staffing the Broadcast Archive Project**

It was asked whether or not the Library intended to backfill the posts of the staff appointed to the Broadcast Archive Project posts. It was confirmed that this was the intention and that it was one of the conditions stipulated by Welsh Government before confirming the funding of £1m towards the project.

### **Board Committees**

Members were urged to consider joining one of the three standing committees, and to contact the Clerk to the Board to express an interest.

### **Board Papers**

It was requested that the papers for the next Board meeting be circulated electronically, and the Clerk to the Board agreed to do so.

### **Training Session**

The training session on the Annual Accounts scheduled for after lunch today, has been postponed and will be held following November's Board meeting.

**\*\* END OF MEETING \*\***