

Board of Trustees

24th July 2020
Virtual Meeting
9.30 – 11.30

OPEN SESSION: 9.30 – 11.30

Present:

Meri Huws (Interim President and Chair)	Lee Yale-Helms (Treasurer)
Eleri Twynog Humphries	Liz Siberry
Gwilym Dyfri Jones	Lord Aberdare
Steve Williams	Anwen Jones
Mike Cavanagh	Gwenllian Lansdown Davies
Quentin Howard	Hugh Thomas
Elin Royles	

Executive Team:

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

Staff:

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

Observers:

Catrin Hughes	CyMAAL
Nia Wyn Dafydd	Partnership Council
Doug Jones	Partnership Council

1.1 President's Welcome and Opening Remarks

The President welcomed all those present to the third virtual meeting of the Library's Board of Trustees.

It is a very challenging time for the Library, between Covid-19 and the financial position, and the President and Chief Executive and Librarian have attended many virtual meetings with numerous politicians and have corresponded a lot with Welsh Government on several levels during this period.

It is also an exciting time as the consultation on our Strategic Vision draws to a close this week; we have received numerous responses, and we thank the various sectors that have joined us in virtual meetings to discuss the Vision.

The President and Chief Executive and Librarian have met several times with Roger Lewis, President of the National Museum, and David Anderson, Director General of the Museum to discuss the major challenges common to both organisations. The meetings were very helpful.

The Chief Executive and Librarian and his team were thanked for sustaining the organisation during this challenging time, and Emyr Phillips and his team were thanked for attending to the organisation's financial well-being. The porters were also thanked especially for maintaining the building, as they have been working throughout this period to ensure the security of the collections, and to ensure that the building is ready for both staff and public to return.

1.2 Apologies for Absence

Carl Williams and Steffan Roberts, CyMAAL 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, Chair of WHELP and Trustee on the CILIP Board.

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

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

Elin Royles declared that she is a member of paid staff at Aberystwyth University, and that her husband works for S4C.

Anwen Jones declared that she is a member of paid staff at Aberystwyth University.

Eleri Twynog Humphries declared that she is involved with the Children's Festival of Welsh History, that is being supported this year by the National Library's Education Department.

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 1st May 2020 and discuss matters arising

The minutes of the meeting held on 1st May were approved as a correct record of the matters discussed.

1.4.1 Matters arising from the minutes of the meeting held on 1st May

Trusted Digital Repository

Owain Roberts gave an update and stated that this matter had been discussed at the meeting held on 1st May, and that the intention was to prepare an explanatory paper for this meeting. However, HRC have now confirmed that applications for funding will not be open until spring 2021, therefore the President and Quentin Howard have agreed that it would be premature to present a paper to the Board at this stage. Members were assured that the paper would be presented at a more appropriate time.

Income Generation

The Chief Executive and Librarian stated that he would be presenting a report later on in the meeting, but that the intention was to reconvene the Income Generation Group during August and then following those discussions to present a report to the September Board meeting.

1.5 Minutes of the closed special meeting held on 4th June

This meeting had been organised specifically to discuss the draft Tailored Review report, and the minutes are a record of those discussions. The minutes were received as a correct record of the discussions, subject to the following amendment under 2.4;

As Hugh Thomas's term as Trustee will be extended until 31st March 2021 is the correct record, and not 31st March 2020.

It was stated that there have been numerous discussions between the Library and the Public Bodies Unit with regard to the inconsistencies between the Welsh and English text of the

report, however it is good to report that Julia Douch, Head of the Public Bodies Unit has now confirmed that the Welsh version is the correct version.

The Library has not received the final report as yet, neither has it been shared with the Deputy Minister.

Section 2 Matters for discussion and decision

2.1 Appointments to the Board and Independent Members of the Audit and Risk Committee

Elin Royles, a Trustee, was nominated to join the Audit and Risk Committee at the Board's closed meeting on 4th June, and Trustees unanimously approved the appointment in this open session.

Rhian Evans and Janet Wademan were nominated as independent members of the Audit and Risk Committee following recent interviews, and both appointments were also approved by Trustees. Biographies of both candidates had been shared with the Trustees prior to the meeting.

2.2 Pension Scheme Board – nomination of Trustees

Hugh Thomas's term ends in March 2021, and Colin John's term ends in July 2021. Two Trustees need to be nominated to take their place on the Pension Scheme Board, with a period of overlap between the terms of those leaving and those being appointed, to ensure a degree of continuity - one appointment would therefore serve their term from November (replacing Hugh Thomas) and the other would serve from March (replacing Colin John).

Members were assured that sufficient training opportunities would be offered by the actuary, and that the appointments would require a time commitment of 3 meetings a year.

Anwen Jones offered to serve as Trustee on the Pension Scheme Board, and Trustees approved this appointment. Anwen will begin her term in November 2020. As there were no further nominations, the President will discuss the matter informally with Trustees in an attempt to encourage one of them to offer their services.

2.3 The Impact of Covid-19 on activities and events

The report was presented by Owain Roberts, who explained that the paper expanded further on the paper presented to the Board in May, and in presenting this paper, Owain thanked staff for their work and their commitment during this challenging time.

The main points to be highlighted were:

- Access to digital services has continued, with an increase of 21.2% in visits during April - May (compared to the same period last year), and an increase of 5.2% in June. The increase in social media generated traffic was 80.9% higher and the increase in organic traffic was 24.6% higher
- A programme of virtual events was launched on 21st May - until 7th July, with 10 events held via Zoom Webinar and 3 events broadcast via Facebook Live. The *Curaduron yn Cyflwyno - Curators Present* series attracted a positive response with, on average, 1,000 views on Facebook Live for the 3 events
- 5 new digital learning resources published on Hwb
- *Casgliad y Werin - People's Collection Wales'* community work continued by providing Web-based training and support (Zoom)
- Crowdsourcing platform continues to operate, and 2 new projects have now been prepared for release

Staff involved in preservation have started back at the building since 20th July, and as the Legal Deposit Agency intends to supply items from 28th July, we intend to ensure that there are staff on the premises to process items from that date.

Public access to the Reading Rooms will commence in September; due to the restrictions, we will have to adapt the service with a limited number of readers allowed to visit having booked ahead.

Trustees asked the Library to consider the following;

- to expand the digitisation on request programme, as there is potential for income generation
- to continue to offer virtual events as there is potential to reach new audiences
- to encourage donations for free events
- to build further on the provision of educational resources
- to be more confident with regard to the Library's ability to influence the life of communities

2.4 The Impact of Covid-19 on the financial position

The Chief Executive and Librarian referred to the additional costs arising from Covid-19, namely;

- £75k for laptops so that staff can work from home, and the cost of adapting the building ready for their return
- Loss of £70k a month in commercial income
- In year cut of £200k

The Presidents and Chief Executives of both the Library and National Museum have presented a joint letter on behalf of the two major cultural institutions in Wales to the Deputy Minister with regard to the £59m apportioned to Wales by the UK Government in support of the culture and arts sector. The letter stresses the value of both organisations not only to the cultural sector but also to the health and education sectors and their value to the Welsh economy.

In response to a question by members about the percentage of cultural funding the Library receives, Catrin Hughes, CyMAAL stated that there was not a specific amount of funding for culture in Wales, and that it came from the Government's central funds.

Should the Library be awarded funding, the Executive Team has recognised the need for substantial investment in the digital library. Illtud Daniel is preparing a paper to be presented to Jeremy Miles, who is responsible for post-Covid-19 reconstruction, on how the information infrastructure can be strengthened and the investment necessary to deliver this.

The furlough scheme has meant more income for the Library than the commercial income lost, however the furlough income will come to an end in the autumn, and the Library will then face a substantial loss in its commercial income. One member asked whether or not the Library's commercial services were making a profit, especially Pendinas, and David Michael agreed to discuss this with the member following the meeting.

It was agreed that an additional meeting of the Financial Planning Committee should be held in August to discuss all of these financial issues.

2.5 Update on Income Generation

The report was presented by the Chief Executive and Librarian and it contained a summary of the income generation activity from May - July. It is a challenging period in the context of Covid-19 and during this period the Library has realised the dangers of over-dependence on public funds, which are getting scarcer by the day. We therefore intend to reconvene the Income Generation Group during August - the current members are Lord Aberdare and Eleri Twynog Humphries, and it would be great if we could add another two members to the group. Any member interested in joining the Group, should contact the Clerk to the Board.

2.6 April - June 2020 Performance Indicators

Owain Roberts presented the indicators, and drew attention to the two indicators that had been underachieved and indicators with no information against them;

- (i) The number of responses to enquiries is down as staff are unable to access the collections during lockdown.
- (ii) Satisfaction with digital visits has fallen short of the target by only 1%
- (iii) The grey boxes are the ones where activities could not be conducted during lockdown

Section 3 Chief Executive and Librarian's Report

The Chief Executive and Librarian presented his report; some of the matters have already been addressed, however the following were noted in addition;

- The discussions ongoing with politicians from the major parties surrounding the Library's financial position.
- The Hay Festival - the Library is in discussion with Peter Florence, Chief Executive of the Hay Festival, with the intention of developing a partnership or collaboration agreement between us and the Festival. Amongst the issues discussed were the Library's presence at the Festival in Hay-on-Wye and the possibility of jointly organising an alternative festival halfway through the year here in Aberystwyth with the emphasis on Welsh issues. The President is currently organising a further meeting with Peter Florence.
- Broadcast Archive - the Chief Executive and Librarian thanked those members who had responded to the changes included in the revised plan. The plan has been sent to HLF and a meeting will be held on 30th July during which there will be an opportunity to offer further explanation and seek their opinion on the revised plan. The BBC Management Board has responded positively to the revised plan, and several members of that Board feel that the new plan is superior to the original plan. The partners in Wrexham, Cardiff and Carmarthen are also happy to support the revised plan. It is absolutely essential that Welsh Government continues with its support. £1m of capital funding has been allocated to the project, however as there is no longer an intention to erect the building, Welsh Government will need new evidence demonstrating how the funding will be spent on capital.

The Chief Executive and Librarian asked member to approve the statement pertaining to Black Lives Matter as a mark of respect for the campaign. Trustees agreed to approve and support the statement, but subject to a programme of work being drafted outlining what the Library will be doing, to go hand in hand with the statement.

Trustees expressed concern with the fact that the fire brigade had been called to deal with an incident in October 2019 where equipment had overheated; the infrastructure is of great concern, and there are many pieces of equipment that fall short of modern standards, and this is a risk to the Library. The Executive Team will meet Welsh Government next week to

discuss capital requirements, and officers will stress the importance of reinstating the annual capital grant.

The President asked officers to report back on those discussions to the Financial Planning Committee in August.

Section 4 Conformance and Risk

4.1 Corporate Risk Register

The Register was presented by Emyr Phillips, who stated that one new risk had been added *Reopening plans for the Library following Covid-19 pandemic are ineffective. Covid-19 transmission occurs within the Library requiring RIDDOR notification or in extreme circumstances, possible corporate manslaughter.*

Trustees were happy with the contents of the Risk Register.

The President stated that she had asked for the departmental risk registers also to be presented to the September Board meeting to update the Board on the risks that have arisen during the pandemic.

4.2 Cyber Security – Update

Illtud Daniel presented a report outlining the additional cyber security activity that has arisen as a result of the Covid-19 pandemic in response to a request by the Audit and Risk Committee in June.

Illtud stated that the National Cyber Security Centre has a support package for Board members on cyber security. The Clerk to the Board was asked to coordinate a meeting between Illtud and Trustees to discuss this.

4.3 Annual Report on Health, Safety and Well-being

This report was presented to the Audit and Risk Committee in June, and achieves one of the recommendations made by the internal auditors during the Health and Safety audit.

The report was approved by Trustees.

4.4 Charity Commission Regulatory Alert

An e-mail was received from the Charity Commission, and shared with Trustees via e-mail, drawing Trustees' attention to governance requirements during the pandemic; it is good to report that the Library is in conformance.

Section 5 Financial Matters

5.1 Draft Statutory Annual Accounts and the Accounts Audit Report (ISA260)

The Accounts were presented by Emyr Phillips, who stated that they had already been presented to and scrutinised by the Audit and Risk Committee. David Michael highlighted the following;

- On page 31, please note that unrestricted public funds have reduced from £692k to £338k, and that the Library will need to use its private funds to continue as an active business
- Deficit of £24,490k in the pension fund - the Treasury's discount rate has been used to assess this
- Building indexation - the value of the building has decreased £3,393k following revaluation

The President thanked Emyr and his team for succeeding in completing the Accounts in time during a challenging time, and for ensuring an unqualified opinion by the Wales Audit Office. The Statutory Accounts were approved by Trustees.

Emyr offered to hold a session with Trustees to look at the Accounts in more detail and offer explanations for specific aspects. Trustees welcomed this and Emyr and the Clerk to the Board will arrange a date for this session.

5.2 Management Accounts June 2020

The Management Accounts were presented by Emyr Phillips, who stated that it had been a very quiet period due to Covid-19, the fact that there were no staff in the building, and that the building works had not gone ahead due to the pandemic.

Emyr was thanked for preparing the Management Accounts, and they were approved by Trustees.

Section 6 Committee Reports

6.1 Minutes of the Financial Planning Committee held on 21.04.20 and 12.06.20

The minutes were presented by the Chair, Lee Yale-Helms, who stated that he had given a verbal report on the minutes of the meeting held on 21.04.20 at the Board meeting on 01.05.20.

One item had arisen from the Committee meeting on 12.06.20 needing the Board's approval, which was a request to approve a contribution of £110k from the private funds to extend the Music Archive project for a 12 month period from December 2020 until December 2021. Following discussion, members voted, with the majority of Trustees in favour of approving the contribution of £110k, which would mean that the project would be completed.

6.2 Minutes of the Audit and Risk Committee held on 26.06.20

The Chair of the Committee, Hugh Thomas, had nothing to add to the minutes, other than noting that Committee members had held a private session, without the Executive Team, with the internal and external auditors, for the first time, and that the auditors welcomed this exercise.

6.3 Minutes of the Buildings Advisory Panel held on 03.07.20

The minutes were presented by the Chair of the Panel, Liz Siberry, who did not wish to highlight any issues, however she wished to state her satisfaction in seeing that the work on the building had recommenced.

She was also eager to have a prioritised list for the capital work for the next Committee meeting.

6.3.1 Update on Building Works

David Michael gave the following update on the building

- (i) Outstore roof is leaking - this will have to go out to tender
- (ii) The fire brigade has stated that we need a fire detection system in the ducts under the old building
- (iii) The Library is currently negotiating with the current contractor with regard to the upgrading of the electrical system in the Gregynog Gallery

The President was grateful for the update, and asked for a report to be presented to the next Board meeting with regard to the building work.

Section 7 Any Other Business

7.1 2020 Business Cycle

The content of the Business Cycle, updated in view of Covid-19, was noted.

7.2 Delegated Authority Scheme

The Scheme was presented by the Chief Executive and Librarian, who assured Trustees that the Scheme and Regulations would be amended on an annual basis, starting in September 2020.

7.3 Public Appointments

The President referred to a message from Siân Bryant, about recommencing the recruitment campaign, that was for members information only.

8. Any Other Business

There were no other issues for discussion.

**** END OF OPEN MEETING ****