

Board of Trustees

21 February 2020

The Board Room, Visualisation Centre, Aberystwyth University

10.00 – 1.00

OPEN SESSION: 10.30 – 1.00

Present:

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

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)

Other staff:

Carol Edwards	Governance Manager and Clerk to the Board of Trustees (Recorder)
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Observers:

Anwen Jones	Future Trustee
Gwenllian Lansdown Davies	Future Trustee
Annwen Isaac	Human Resources Manager
Dylan Jones	Partnership Council

1.1 Chair's Welcome and Opening Remarks

The Chair welcomed everyone to the meeting, especially Gwenllian Lansdown Davies and Anwen Jones, two of the new Trustees appointed in December, who were attending the meeting as observers.

The Chair stated that CyMAAL was unable to send representation although they had been invited to attend. Trustees were informed by the Chief Executive and Librarian that Catrin Hughes would be the Library's sponsor officer from now on, following the restructuring of duties within CyMAAL, and Catrin was wished well in her new post.

1.2 Apologies for Absence

Rhodri Glyn Thomas, Mike Cavanagh, Carl Williams, Elin Royles (future Trustee), Nicola Guy and Catrin Hughes had tendered their apologies.

1.3 Declaration of Interests

Meri Huws declared that she is a member of the Council of Aberystwyth University, a Non-executive Director of Coleg Cymraeg Cenedlaethol, a member of the JTCT 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.

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, who are 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 meetings held on 28 November and 29 November and discuss matters arising

The minutes of the meeting held on 28 November were approved as a correct record of the matters discussed.

The minutes of the meeting held on 29 November were approved as a correct record of the matters discussed, with one comment, namely that the interests declared by Steve Williams needed to include Trustee of the CILIP Board.

Matters arising from the minutes

Appointment Process for New Trustees

The appointment process was completed during December 2019, following a very successful recruitment campaign. Three new members were appointed - Gwenllian Lansdown Davies, Anwen Jones and Elin Royles, and they will begin their four-year term on 1 March 2020. The Panel had hoped to recruit a fourth member in place of a current member whose term ends in October 2020, but did not succeed in doing so. Therefore, another appointment process will be conducted during 2020.

The Hay Festival

This year, for the first time in its history, the Library will have a presence at the Hay Festival. The Library intends to display the iconic Salem painting at the Festival, and Peter Lord will present a lecture on Salem and its historical context. Festival officials are very keen to develop a relationship and collaborate with the Library, and internal discussions are already underway at the Library with regard to our presence at the Festival in 2021.

Salem and the Nanteos Cup will also be displayed on the Eisteddfod field in Tregaron in August.

1.5 Action points from the meeting held on 28 November

All have been actioned or are included on today's agenda.

Section 2 Matters for discussion or decision

2.1 Pension Scheme

2.1.1 Transferring from a final salary scheme to a CARE scheme

This matter was discussed during the closed session, and will be referred back to the Financial Planning Committee for more detailed discussion.

2.1.2 To appoint Trustees to the Pension Scheme Board

David Michael informed Trustees of the need to appoint two new Trustees to the Pension Scheme Board, and that nominations would be required at the next Board meeting in April.

2.2 Progress Report on the Operational Plan

The Chief Executive and Librarian informed trustees that the Plan had been discussed during the quarterly monitoring meeting with Welsh Government officials recently, and that they are happy with this year's progress. There is regular liaison between the Library and Welsh

Government, and the Vice-president and Chief Executive and Librarian will meet the Deputy Minister on 24 February. The report was received by Trustees and there were no questions.

2.3 Trusted Digital Repository

Owain Roberts presented a draft paper to update Trustees on this issue.

In November 2019, the Chief Executive and Librarian informed Trustees that the Library, RCAHMW and Aberystwyth University were in discussion with the Arts and Humanities Research Council (AHRC) and United Kingdom Research and Innovation (UKRI) regarding the submission of a bid for funding worth approximately £30m over 10 years for the establishment of a Trusted Digital Repository for Wales for the arts, humanities and social sciences.

This paper explains what the plan involves, the benefits to the Library, the nature of the bid and the implications for the Library. The plan has four pillars:

1. A sustainable digital repository - this would involve creating, developing and maintaining a technical infrastructure that enables digital data to be collected, preserved and stored and to be accessible in the long term. The Library would lead, developing the work that it is already doing even further.
2. Content and digitisation - this pillar would focus on ensuring a flow of content into the Repository. From the Library's point of view, the contents of digitised collections and born-digital collections would be a priority and would be costed to the programme. The two parts of this pillar include cataloguing and providing access to the Library's Welsh Collection, that would be the basis of the Repository, and the second part involves outreach and engagement with communities as sources and content users. The Library would lead on both aspects.
3. A Centre for Digital Research - the establishment of a digital research centre that, by using the contents of the Repository, would enable alpha and beta testing, as well as demonstrating the value of digital repositories by producing the findings of new research. This centre would engage in three strands of research;
 - i) The conservation of digital material
 - ii) Developing new methodologies for use
 - iii) Research on the data collectedAberystwyth University would lead this pillar.
4. A Digitally Skilled Nation - developing a digitally skilled Wales through a programme of professional skills training and community engagement.

The potential benefits to the Library include;

- Providing the Library with an opportunity to improve its reputation even further as a trusted information institution of national and international significance with a key role in supporting research and innovation in the academic world and further afield
- Pioneering, strengthening and developing a core infrastructure and realizing our current strategic vision of establishing a Trusted Digital Repository.
- Improving access and greater use of national collections and other collections, both nationally and internationally.
- Developing and strengthening links with the research communities
- Providing an opportunity to serve and influence a range of sectors, (including the education, business, public service and government sectors and the public) and fulfilling our obligations under the Well-being of Future Generations Act in safeguarding our nation's memory and its intellectual output.

Trustees agreed that this was an exciting plan and one that should certainly feed into the next Strategic Plan. There is huge potential for the plan, especially with a new educational curriculum in the pipeline. We must seek to build on the work that has already been done, ensure forward thinking and seek to prepare for the future.

The Board agreed that an internal panel should be established, including a member of the Board to support Owain and assist him with the preparation of a paper to take the plan forward to the next stage. Quentin Howard was nominated, and he will be facilitating/chairing panel meetings. Other Trustees are welcome to join the Panel, however in doing so any interests in the plan will need to be declared.

Steve Williams and Gwilym Dyfri Jones wished to declare an interest in the discussions, the former as a member of Swansea University and the latter as a member of Trinity Saint David University.

The next step will be to fine tune the current bid and produce more detailed costings, and present a more detailed bid to UKRI. Before long it will be necessary to secure formal support from Welsh Government and other key stakeholders, and present a 4-page bid in April 2020, for consideration by the UKRI Evaluation Board in October 2020.

Owain was thanked for his thorough and informative paper, and Trustees look forward to seeing the next stages implemented through the panel that will be established.

2.4 Service Performance Indicators

Trustees were pleased to see that only one indicator under-performed during the last quarter, and that indicator was *Number of participants at on-site events organised by the Library*. This

can be attributed to the building work currently underway on site, which means that there is less space available for events.

Trustees asked if there were further statistics available not currently presented to the Board that could possibly be more meaningful than the current indicators. In response, the Chief Executive and Librarian stated that there would be an opportunity to produce a new set of indicators that would be more meaningful, following agreement on the next Strategic Plan.

2.5 President's Remuneration

The Chair, Meri Huws, withdrew from the Chair for this item, and the Chief Executive and Librarian, Pedr ap Llwyd, took the Chair. The Chair asked the Treasurer, Lee Yale-Helms to present the paper that he had prepared for the meeting.

In the Board meeting held on 28 November, Trustees decided not to remunerate the Library's President, although the chairs of other public bodies in Wales are remunerated.

Welsh Government has expressed its disappointment with this decision and asks Trustees to reconsider their decision. The Board decided against remunerating the President due to the Library's fragile financial position and the fact that the staff pay increase offer was a challenging issue at the time. The Library has since received £400k in additional funding from Welsh Government in its budget for this year, which means that we are in a position to provide the pay increase for staff from our contingency funds. The Treasurer therefore asked Trustees to reconsider their decision.

The Chair thanked the Treasurer for presenting the paper, adding that he was keen to see a change in the relationship between the Chief Executive/Executive Team and the President from a sinecure to a more active relationship where the President has more of a "presence" at the Library, and is within the reach of the Chief Executive and his Executive Team. When the role is advertised, it is likely that the expected time commitment will be 2 days a week, which is a heavy commitment. Currently the post-holder is expected to undertake this work for free.

In remunerating the role, the nature of this commitment would then become semi-professional with regard to our expectations. The Chair added that the regular presence of the current Vice-president at the Library was an asset and had significantly improved the relationship that exists between the Officers and the Executive Team.

There is currently no mechanism in place for the appraisal of the President, however remunerating the role would make it more accountable, and a 360 appraisal would be conducted, with the input of Welsh Government, the Board of Trustees and the Chief Executive and Librarian. It was also stressed that the 2 days a week would not necessarily be spent at the Library every week, as the President would be expected to represent the Library

in external events and meetings. It was noted that there would be a discussion on the exact sum of the remuneration between Welsh Government, the Treasurer and the Chief Executive and Librarian and that it would be benchmarked with other public bodies in Wales.

Following a discussion, Trustees voted on the matter and agreed in principle that the President would be remunerated, subject to scrutiny of the role description and performance measures that are currently being prepared by Welsh Government. There were 8 votes in favour, and 3 abstained.

The Chief Executive and Librarian stated at this point that Rhodri Glyn Thomas' term as President would end on 31 March 2020, and that the intention was to ask Welsh Government to extend Meri Huws' role in this post until a new President is appointed.

Section 3 Chief Executive and Librarian's Report

The Chief Executive and Librarian presented his report, and highlighted the following;

Tailored Review

The Vice-president and Chief Executive and Librarian have seen an initial draft of the report. The report includes a number of positive messages and both were pleased with the direction that the report offers the Board. When the final draft has been completed, it will be shared with Trustees and there will be an opportunity for discussion in the special meeting on 20 March.

2021 – 2026 Strategy

In addition to the Library's main Strategy, discussions are underway with Welsh Government with regard to the development of an International Strategy and Cultural Strategy. The emphasis of the International Strategy will be on fundraising, whilst the Cultural Strategy will buy into cultural tourism, with emphasis on developing the building.

Capital Funding

Welsh Government has suggested that there may be capital funding available to the Library in 2020/21 for funding specific projects, and following careful consideration, the Executive Team has decided to develop three capital projects.

- i) Library Decarbonisation
- ii) Developing the courtyard that is currently empty into a tourist information centre, gallery and commercial centre with the intention of developing the Library as a cultural tourism destination.
- iii) Collections storage

More information about these projects will be shared as they develop into detailed plans.

The Chief Executive and Librarian thanked Liz Siberry for chairing the Buildings Advisory Panel, that discusses all developments in the building and those that will commence during the year.

Millennium Centre

The Chief Executive and Librarian reported that he will be meeting the Artistic Director and Development Officer of the Centre next Tuesday with the to discuss the possibility of establishing a presence at the Centre.

Section 4 Compliance and Risk

4.1 Risk Management Policy, Strategy and Process

In the Board meeting held on 28 November, the Audit and Risk Committee was asked to scrutinise the Policy, and following some amendments suggested by the Committee, the amended version is presented for Trustees' attention today.

The Board approved the Risk Management Policy, Strategy and Process.

4.2. Risk Register

David Michael highlighted the main risks. The Board was happy that appropriate mitigation measures were in place for these risks, and the rest of the risks on the Register. The Board approved the Register.

Section 5 Financial Matters

5.1 2020 - 2021 Draft Budget

David Michael thanked Emyr Phillips for preparing the Draft Budget.

The Draft Budget was presented to the Financial Planning Committee on 5 February, and the Committee asked for the 2020/21 pay increase impact assessment to be included. The amended budget is therefore presented for Trustees' attention.

Following a discussion on commercial income, Trustees agreed to approve the budget solely as a draft version, on the basis that the Library could receive additional funds in the next period; an amended budget will be presented to the June meeting of the Financial Planning Committee.

5.2 Management Accounts until the end of December 2019

These accounts were presented to the Financial Planning Committee on 5 February. David Michael informed Trustees that the Library is not allowed to carry forward more than 2% at the end of the financial year, and therefore it is important that we ensure capital expenditure so that this target is achieved.

Trustees approved the accounts.

5.3 Fundraising Report

The Chief Executive and Librarian presented the report, stating that there would be opportunities for fundraising in various events during the next quarter, such as the event in London and The Hay Festival. A new legacy leaflet and a new Collections Fund leaflet will be prepared in time for these events.

Slides from Rhian Evans' presentation in a fundraising workshop at the Museum are included in your packs. The Library is recognised as a successful establishment amongst public organisations with regard to legacies, and to corroborate this the Library is awaiting receipt of approximately £800k from the estate of Allan Perry. Following the publication of the Tailored Review report, the Executive Team will consider whether or not to procure an external service to assist with fundraising, or to consider collaboration with the Museum on fundraising campaigns.

In response to a question about the Friends, the Chief Executive and Librarian stated that the Friends are a separate charity; the intention is to revisit the future of the Friends in light of the new Strategic Plan that will be developed over the coming months.

Section 6 Committee Reports

6.1 Draft Minutes of the Audit and Risk Committee meeting held on 31.01.20

The minutes were presented by the Chair, Hugh Thomas, who wished to praise the high standard of service provided by the internal auditors, having received their first two reports in the meeting on 31 January.

6.2 Draft Minutes of the Buildings Advisory Committee meeting held on 03.02.20

The minutes were presented by Liz Siberry, who noted that much of what was in the minutes had already been discussed, and that there was nothing further to add. Liz stated that David Michael, Hugh Thomas and John Fraser would be meeting Hugh James Solicitors the following

Tuesday to discuss the latest on the asbestos dispute; unfortunately, Liz was unable to be at that meeting due to other commitments.

Liz stated that the Conservation in Construction Course referred to was an excellent opportunity to celebrate the building, and that there was quite a lot of enthusiasm amongst the builders and CADW with regard to recording the work.

The Chair also thanked John Fraser for ensuring that the work was on schedule over the past months.

6.3 Draft Minutes of the Financial Planning Committee meeting held on 05.02.20

The Treasurer, Lee Yale-Helms, presented the minutes and stated that the Budget and Pension Scheme had already been discussed, and that David Michael would be having further discussions with the actuary about changing the terms of the Pension Scheme.

The Treasurer confirmed that the staff pay offer had been discussed during the closed session that morning, and that the Trustees had unanimously agreed to pay staff the pay increase for 2019/20. It was hoped that this could be paid with the March wages, once permission had been granted by Welsh Government and following a vote amongst the unions.

The Financial Planning Committee discussed the amendments to the GOWA (Budget Motions and Designated Bodies) Order 2018, and as Chair of the Sponsored Bodies Finance Group, David Michael had coordinated the process of drafting the bodies' response to the consultation, and had highlighted some matters that needed addressing. The Library has been included with Sport Wales and National Museum Wales (cultural bodies including charities) for designation and alignment for consolidation purposes, however Welsh Government has concluded that this exercise is more complicated than initially anticipated and has said that working groups will be established to engage with the bodies involved. The Treasurer suggested that it may be necessary to ask the Charity Commission for its opinion on these issues.

It was explained to Trustees that the Financial Planning Committee had discussed additional work to refurbish the Gregynog Gallery by June this year; the estimated cost is £100k. The Committee was asked to consider authorising the Library to go ahead and extend the scope of the contracts currently underway for architectural and building services with Darnton B3 and RL Davies Ltd. Recently, the Library went out to open tender for both architectural and building services required, and therefore we can demonstrate that the tender rates offer value for money.

The Committee recommended asking the Board to approve this expenditure, and the Board agreed to approve it, and to authorise the Library to go ahead with the completion of the additional work.

Section 7 Any Other Business

7.1 Business Cycle 2020

This is provided for Trustees' information, to ensure that standing issues are properly addressed.

7.2 Providing Board papers electronically – members' feedback

Following a request from some members, the papers for this meeting were published electronically in the Board's dedicated area. The Members who had opted to receive the papers in this format were satisfied; however it was asked if Trustees could be enabled to change their passwords. The Clerk to the Board agreed to look at this matter and report back to the next meeting.

7.3 Governance and Performance Committee

As this Committee does not currently have a standing chair, it was asked if one of the Members would be willing to chair the meeting on 28 February. Eleri Twynog Humphries stated that she would be happy to chair, but would confirm this with the Clerk to the Board the following week.

Thanks and Farewell

Both Iwan Davies and Richard Houdmont's terms end on 29 February, and the Chair thanked them for their service over the previous four years. Both have also served on the Board's Committees; Iwan as a member of the Governance and Performance Committee and Financial Planning Committee, and Richard as a member of the Audit and Risk Committee, and also recently as chair of the Fundraising Sub-group.

This would also have been Rhodri Glyn Thomas' last meeting as President, but Rhodri has apologised for not being present. Rhodri will join the Board for supper on the evening of 30 April, and this will be an opportunity to thank him for his contribution over the last four years. There will also be an opportunity that evening to formally thank Iwan Davies and Richard Houdmont for their contribution.

**** END OF MEETING ****