

Board of Trustees

27th November 2020

Virtual Meeting

10.00 – 1.00

OPEN SESSION: 10.00 – 1.00

Present:

Meri Huws (Interim President and Chair)
Eleri Twynog Humphries
Gwilym Dyfri Jones
Carl Williams
Mike Cavanagh
Anwen Jones
Hugh Thomas

Lee Yale-Helms (Treasurer)
Liz Siberry
Lord Aberdare
Gwenllian Lansdown Davies
Quentin Howard
Elin Royles

Executive Team:

Pedr ap Llwyd	Chief Executive and Librarian
David Michael	Director and Deputy Chief Executive and Librarian (Corporate Resources)

Staff:

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

Observers:

Catrin Hughes	CyMAAL
Nia Dafydd	Partnership Council
Doug Jones	Partnership Council

1.1 President's Welcome and Opening Remarks

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

1.2 Apologies for Absence

Steve Williams, Steffan Roberts and Owain Roberts 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 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.

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 project, Haverfordwest.

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

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 18th September 2020 and discuss matters arising

The minutes of the open meeting held on 18th September were approved as a correct record of the matters discussed subject to the following amendments;

Under 2.3, Contingency Funds Policy, the following sentence should read as follows;

It was noted that regular reports are being provided by Investec, the investment managers, giving the Library assurance and mitigating *the risks* as far as is possible.

The Welsh version will also be amended accordingly;

Nodwyd bod adroddiadau rheolaidd yn cael eu darparu gan Investec, y rheolwyr buddsoddi, sy'n rhoi sicrwydd i'r Llyfrgell ac yn lliniaru'r *risgiau* gymaint ag sy'n bosibl.

In the English minutes, the minute under 7.1 needs to be corrected to read as follows;

It was requested that a progress report on the Operational Plan is placed on the agenda for the next Board meeting rather than Executive Plan.

Matters arising from the minutes of the meeting held on 18th September 2020

Policy Manifesto

The Chief Executive and Librarian provided an update on the manifesto and assured the Board that this was not a political manifesto, but rather a manifesto on the Library's policies for politicians' attention. However, due to the numerous meetings held with politicians and officials from all parties over the past months, it was decided not to send any written document to politicians, but that a document of this nature would be drafted for sharing with our stakeholders.

Minutes of the closed meeting held on 18th September 2020

Any comments on the minutes of the closed meeting held on 18th September should be presented to the President and/or Clerk to the Board.

1.4.1. Action Log 18th September 2020

The link to the NCSC's cyber security toolkit has not yet been circulated amongst Trustees. The Executive will ask the Head of ICT to follow-up on this as a matter of urgency.

From now on, the departmental risk registers will be placed on the agenda of the Audit and Risk Committee, and during the last meeting of the Committee a deep dive was conducted of the ICT Department's register.

It was requested that a paper is circulated with information on those projects that have received grant funding, and the Chief Executive and Librarian promised to do so following the meeting.

Section 2 Matters for discussion and decision

2.1 2021 – 2026 Strategy

A draft Strategy will be presented to Trustees based on the discussions and consultations held over the past months. The Chief Executive and Librarian thanked Owain Roberts and Dafydd Tudur for analysing the responses to the consultation process and assisting with producing the draft version that was presented today.

This is a high-level draft version, and we need to develop an operational plan to complement the strategy as well as agreeing on achievement indicators with Welsh Government based on the operational plan. The Strategy was being introduced early-on in the planning process to provide the Library with a foundation on which to operate, and to assist with the corporate

restructuring to ensure that there is a structure in place to achieve the requirements of the Strategy.

A brief, engaging summary of the Strategy would be designed for wide distribution amongst stakeholders, and this could be available in print and on film, however the full Strategy would only be available electronically.

Trustees had numerous comments and questions on the content and format of the draft version;

- We need to emphasise the Library's unique skills as they are very difficult to replace
- We need to ensure consistency of voice and narrative in this document and the International Strategy
- Should the document refer to a commitment to seek alternative opportunities and alternative grant funding for projects? - the Library will seek additional funding from a variety of alternative sources as the funds received from Welsh Government are reduced
- We need less detail on the objectives, and more on how we will operate
- Has the Library benchmarked against other similar institutions in Wales, the UK and globally? - Yes, it has, within the UK, but we need further dialogue about comparing against other libraries on a global level
- Is there a Vision Statement for the Strategy? - the Chief Executive will include this in the next draft

The narrative surrounding where the Library fits with regard to other libraries, and where it can position itself for the greatest advantage, was greatly welcomed. It was agreed that this should form part of the discussion at the next informal meeting of the Board on 17th December.

Members were asked to present any further comments on this draft by 14th December, so that a revised version can be produced for circulation amongst Members before Christmas.

2.2 International Strategy

This is the first International Strategy to be adopted by the Library, and this draft version incorporates the comments made by Members. An operational plan will be drafted to complement the Strategy, and will seek to identify opportunities for income generation on an international level.

It was noted that consideration should be given to emphasising the international links that the Library already has and aligning with Welsh Government networks. We also need to refer to and focus on more specific things, rather than generalising, in this Strategy.

Members were urged to send any further comments to the Chief Executive and Librarian, and the final draft of the Strategy would be presented to the next Board meeting on 29th January.

2.3 Tailored Review – Operational Plan

This Plan was presented to the Governance and Performance Committee at its meeting on 2nd November, and this Committee will be responsible for scrutinizing progress and reporting back to the Board. The Chief Executive and Librarian is also meeting regularly with the Sponsorship Unit and the Public Bodies Unit, to discuss progress on behalf of the Library and Welsh Government.

We are able to action a number of the recommendations that do not have financial implications fairly quickly, and discussions are ongoing with Welsh Government on a number of the other recommendations. The Sponsorship Unit has sent informal comments on this Plan to the Chief Executive and Librarian, and this will be formalised before being shared with Trustees.

It was asked whether or not the following recommendation is being implemented, and it was confirmed that the Broadcast Archive Project was the only project of this nature that currently existed.

Recommendation 10: We recommend that business plans be submitted for each project that will incur a significant amount of expenditure, say of more than 5% of the Library's annual expenditure, and any development not included in the Library's business plan at the beginning of the financial year, as a matter of necessity.

It was noted that increasing commercial income is a big challenge faced by the Library, but we do hope that we will have other opportunities to increase this income with e-commerce. It was agreed that we need to address a commercial income plan in the context of a wider income generation plan.

Recommendation 28: We suggest that the Welsh Government offers support and advice to the Library to develop its commercial provision, in partnership with other bodies relating to heritage in Wales.

With a new Strategy being introduced, it was asked if the operational plan could be integrated with the action points in the Tailored Review Operational Plan to produce one comprehensive Operational Plan. The Chief Executive and Librarian agreed to consider this.

The Operational Plan was approved, and from now on the Governance and Performance Committee will report to the Board on progress.

2.4 Trustee Training Programme

The programme presented has been developed for new Trustees, and those who are already Members. This satisfies recommendation 10 of the Tailored Review report that recommends that an induction programme for new Trustees is delivered within six months of the commencement of their term.

It was suggested that the contact details of those whom Trustees should contact at the Library should be included, and it was agreed to include these as part of the induction programme.

The programme was approved, and will be in place from January 2021 and reviewed annually.

2.5 Redundancy Payments

This document was presented to the Board at its last meeting, however since that meeting one amendment has been agreed with the unions to recognise the feedback received during the consultation;

For those members of staff facing compulsory redundancy as a result of the restructuring process, the maximum payment will be 15 months until 30th September 2021. After this date, the maximum payment will return to 12 months.

Senior officers and union officials were thanked for the expedient discussions conducted to deal with this issue. The Board approved the revised redundancy terms.

2.6 The Implications of Covid-19 for Future Activities and Events

This paper focuses on events and activities to be held before the end of the financial year, and gives the Board assurance that business is continuing, albeit virtually and online rather than at the building.

The Chief Executive and Librarian advised Trustees that a good relationship is developing between the Library and the Hay Festival, with discussions ongoing with regard to holding a second festival in Aberystwyth in partnership with the University. As the Library has sponsored the Festival's programme this year, it has been able to access around 50k e-mail addresses; this is a very exciting opportunity for the Library to broaden its contacts. It was stated that there has been 10k of sales since re-establishing the online shop, however our ability to access the contacts on the Hay Festival e-mailing list will provide us with an opportunity to increase this figure.

The Library has also partnered with the Welsh Books Council, to present Gwales content; the Council will process the orders and the Library will profit from sales; it is too early yet to predict the impact on the Library's income.

Staff were thanked for the recent events, and a question was raised as to whether or not past lectures could be published online - the Chief Executive and Librarian promised to investigate this.

Any further comments or questions on this document should be referred to Owain Roberts through the Clerk to the Board.

RECESS OF 5 MINUTES BEFORE RECOMMENCING THE MEETING

Section 3 The Chief Executive and Librarian's Report

The Chief Executive and Librarian presented his report, providing a summary of progress since writing the report.

National Broadcast Archive

The Chief Executive and Librarian attended a meeting this morning with HLF officers. Although they continue to be supportive of the project, they had concerns about the budgetary situation, especially in light of the cuts that the Library is facing to its funding, and how this could impact the project. They were assured that this project is extremely important to the Library and will enhance the Library's activities over the next five years, and that a lack of funding will not affect it. HLF expressed their satisfaction with the Board's decision to allocate £5.5m of private funds to ensure the project's sustainability.

Governance Framework and Regulations

Minor amendments have been made to the Governance Framework and Regulations, and these have been published to the Board's dedicated area and on the Library's website. The Clerk to the Board has a list of the amendments.

Progress Report on the Operational Plan

This report has been discussed at the Quarterly Monitoring Meeting with the Sponsorship Unit and at the Governance and Performance Committee, and they were satisfied with progress. This report has also been published on the Board's website.

Main Hall Exhibition

The work on setting-up this exhibition will commence in December; there will be a dedicated area for children and young people in this space, with the hope of improving visitor experience at the Library. This idea of providing enhanced facilities for youth and children was inspired by the provision at the Riverside Gallery in Haverfordwest. Discussions on the development of the quad are ongoing, and the Library is awaiting Welsh Government's

response. Should there be funding available for its development, the Library will seek sponsors for the youth and children area.

Gregynog Gallery

A video showing the work on the building has been shared with Members, and Gregynog Gallery can be seen on the video restored to its former glory. Over the coming months, we will need to consider how to use this space, and one option is using this space, or a part of it, as a hub for the National Contemporary Art Gallery.

Section 4 Conformance and Risk

4.1 Corporate Risk Register

The Risk Register was presented by Emyr Phillips, who stated that the Register had been presented to the Audit and Risk Committee on 6th November, however following that meeting and a discussion with the Executive Team, a revised version was presented to the Board today.

Emyr and the Executive Team were thanked for revising the Register; the Board was happy to note the contents.

Section 5 Financial Matters

5.1 Current Financial Position and Forecast for 2021 – 2022

The Chief Executive and Librarian explained that this paper sets out the Library's current budgetary position and also the challenges going forward, and provides assurance that the Executive Team is taking steps to reduce revenue costs.

With regard to the private funds, the Board has agreed that they should not fall below £10m, and assurance was provided that these funds would not be used to offset the lack of revenue.

The Board has already agreed not to award a pay increase next year, unless Welsh Government provides additional funding, and this could make it difficult for the Library to compete in the jobs market.

Members agreed to approve the two suggestions in the paper, which are;

- 1) the intention of commencing a consultation process on the new Pension Scheme during December, and;
- 2) to commence delivering the revised Redundancy Plan in January 2021

The President thanked the Executive Team for providing a clear paper, and asked if it could be amended and presented to the January meeting, once the budget is announced in December.

5.2 Management Accounts October 2020

Emyr Phillips presented the Management Accounts. He stated that £200k GIA and £50k for Covid-19 outlay had been received, and thanked Catrin Hughes, Sponsorship Officer, for preparing evidence to enable the Library to draw down this funding. There is a challenge with regard to spending the capital grant within the financial year, and discussions are currently ongoing with Welsh Government in this respect, with the situation being monitored carefully. Approximately 85% of the work has been completed, however there remains £2m to be spent before the end of March 2021.

The President thanked Emyr for presenting the Accounts, and Members had no further comments or questions.

5.3 Revised Budget 2021 – 2021

The revised budget was presented by the Treasurer, who stated that it had been presented to the Financial Planning Committee at its meeting on 16th October. The Treasurer recommended that the Board approve the budget, and this was done unanimously.

RECESS OF 5 MINUTES BEFORE RECOMMENCING THE MEETING

Section 6 Committee Reports

6.1 Draft Minutes of the Financial Planning Committee held on 16.10.20

The Chair, Lee Yale-Helms stated that the major issues arising from the meeting had already been discussed during today's meeting, and thanked the Executive Team for its work in producing the paper outlining the current financial position and the forecast for 2021 - 2022.

With regard to the options for Pen Dinas, it was noted that it is important to look at commercial income across the Library, and not just in one specific area. We must also consider developing the conservation service, document digitising service etc. A report on commercial income will be drafted for the Financial Planning Committee.

6.2 Draft Minutes of the Governance and Performance Committee meeting held on 02.11.20

The Chair, Meri Huws, noted that there was no quorum at the meeting, and therefore that it was agreed to transfer the matters for discussion to the Board meeting. These issues were

the Governance Framework and Regulations, Trustee Training Programme, and Progress Report on the Operational Plan.

6.3 Draft Minutes of the Audit and Risk Committee held on 06.11.20

The Chair, Hugh Thomas, did not have anything to add to the minutes. He wished to note that the new internal audit service arrangements provided by Welsh Government Internal Auditors was working extremely well. The Executive Team will pass on the Chair's comments to Helen Morris, Laura Peel and Grant Vernon.

6.4 Draft Minutes of the Buildings Advisory Panel meeting held on 06.11.20

The Chair, Liz Siberry, congratulated the Executive Team on its achievements with the building, in challenging times and difficult circumstances. She stated that we needed to consider celebrating the building in some way when circumstances allow.

Section 7 Any Other Business

7.1 Business Cycle 2020

The following changes will be made to the Business Cycle Plan;

- Annual reports of the three standing committees to be presented to the meeting on 26th March 2021
- External Audit Plan – to be presented to the next Audit and Risk Committee

7.2 Board of Trustees Appointments Campaign

The President asked Catrin Hughes, Sponsorship Officer, to update the Board on the process.

16 applications had been received for the Trustee posts, and 2 for the President's post - due to the number of applications, the Deputy Minister had been advised to re-run the campaign for the President's post. Following a discussion with the interim President, the Public Appointments Commissioner had been advised to extend Meri Huws' term as President for a further period from the end of March until the end of September 2021.

The sifting panel will convene to discuss a short list for the Trustee posts on 9th December, and interviews will be held on 25th and 26th January 2021.

7.3 Trustee Performance Appraisal Process

A schedule for this process will be drafted by the Clerk to the Board, with the hope that the appraisals will be completed during January 2021.

8. Any Other Business

The Chief Executive and Librarian thanked Trustees for a beneficial and constructive meeting and stated that he was grateful for their support during these challenging times. He also thanked Meri for maintaining regular contact.

He also thanked Catrin Hughes, Sponsorship Officer, and Jo Thomas from Welsh Government Finance Department for their support.

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