

Board of Trustees

7th May 2021

Virtual Meeting

10.00 – 13.00

OPEN SESSION:10.00 – 13.00

Present:

Members:

Meri Huws (Interim President and Chair)
Eleri Twynog Humphries
Carl Williams
Mike Cavanagh
Anwen Jones
Elaine Treharne
Janet Wademan

Lee Yale-Helms (Treasurer)
Gwenllian Lansdown Davies
Quentin Howard
Elin Royles
Susan Davies
Lydia Rumsey
David Hay

Executive Team:

Pedr ap Llwyd	Chief Executive and Librarian
David Michael	Director and Deputy Chief Executive and Librarian
Owain Roberts	Director and Deputy Chief Executive and Librarian

Staff:

Annwen Isaac	Human Resources Manager
Emyr Phillips	Head of Finance and Enterprise
Illtud Daniel	Head of ICT (for item 2.3)
Rhian Evans	Senior Executive Officer
Carol Edwards	Governance Manager and Clerk to the Board

Observers:

Catrin Hughes	CyMAAL
Nia Wyn Dafydd	Partnership Council
Peter Florence	
Hannah Lindsay	

1.1 President's Welcome and Opening Remarks

The President welcomed all those present to the meeting and extended a special welcome to Trustees attending their first Board meeting.

1.2 Apologies for Absence

No apologies had been tendered.

1.3 Declaration of Interests

Meri Huws declared that she was 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.

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

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

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

Susan Davies declared that she was a consultant for the National Lottery Heritage Fund in Wales, a Group for Education in Museums Wales representative and ran an independent arts and heritage consultancy located in Wales that was involved in a project mentoring a team of junior staff from National Museum Wales.

David Hay declared that he was a Director of the Sainsbury Archive.

Janet Wademan declared that she was an independent member of the Council of the University of Cardiff.

David Michael declared that he was an independent member of the Heritage Lottery Fund Audit Committee.

Pedr ap Llwyd declared that he was a Non-Executive Director with Coleg Cymraeg Cenedlaethol.

1.4 To approve the minutes of the meetings held on 26th March 2021 and discuss matters arising

The minutes of the open meeting held on 26th March were approved as a correct record of the matters discussed and there were no matters arising that did not appear on the agenda.

1.4.1. Minutes of the closed meeting held on 26th March 2021

The minutes of the closed meeting held on 26th March were approved as a correct record of the matters discussed.

1.4.2 Action Points from the meeting held on 26th March 2021

2.1 Head of Estates Progress Report – a video of the building had been circulated to new Trustees.

2.5 Welsh Government Letter of Conditions – the Library's response had been sent to Welsh Government and would be shared with Trustees after the meeting.

Section 2 Matters for discussion and decision

2.1 Race Equality Action Plan

The Plan was discussed, and Members made valuable comments especially in the context of the relationship between this plan and the Strategic Plan, *A Library for Wales and the World*. The Governance and Performance Committee would be scrutinising the Plan's progress.

2.2 2021 - 2026 Strategy Draft Operational Plan

An early draft of the Operational Plan was presented, and Members offered valuable remarks. Members were pleased to see that a column had been included, following a suggestion by the Governance and Performance Committee, setting out considerations linked to the recommendations of the Tailored Review and Welsh Government's letter of conditions.

It was noted that there were many more details to be added, which included highlighting priority areas, and that discussions on achievement indicators were currently ongoing with Welsh Government.

The Executive Team would continue to develop the plan based on the comments made, and present a further draft to the next Board meeting on 23rd July. The plan would be finalised only upon receipt and consideration of Welsh Government's Remit Letter.

2.3 Tailored Review

2.3.1 Tailored Review Operational Plan Costs

Trustees had already agreed in principle to the direction of the delivery of the recommendations but would not release the funds until provided with a detailed breakdown

of expenditure by the Executive Team. Therefore, the breakdown presented at this meeting was welcomed.

In addition to the papers distributed amongst Members, an addendum had been distributed subsequently explaining how discussions with Welsh Government over the past few days had led to the presentation of alternative options to the Board which would reduce the risk of failing to spend the additional funding of £750K during that financial year. It was stated that Welsh Government was happy for the Library to use part of the specific grant to fund the voluntary redundancies as a result of the restructuring process as well as funding the digital transformation plans. These areas - restructuring and digital transformation - were priority areas that had been identified in the Tailored Review.

Members welcomed these intentions.

The Executive Team was asked to inform Audit Wales of this arrangement and to ensure that it was happy with the intention.

Other aspects of delivering on the recommendations would be funded from the Library's private funds. The Treasurer reminded Members that the Board had allocated £1M for the costs of restructuring, however as the additional grant tied in to the Tailored Review would now fund the redundancies, some of that £1M funding could now be used to fund other aspects of delivering on the recommendations. This discussion would continue and reports on the expenditure from private funds would be presented to the Financial Planning Committee on a regular basis.

A reference was made to the intention of appointing a Director of Promotion and Partnerships which will be discussed in detail at the Board meeting on 23rd July.

Members recognised that it would not be practical to expect all of the recommendations of the Tailored Review to be delivered in this financial year and that a number of them would be ongoing into the following year.

2.4 Launch of the 2021 – 2026 Strategic Plan, *A Library for Wales and the World*

Rhian Evans reported that Four Cymru had been appointed to design and launch the Strategy. A digital, interactive document had been designed for the full strategy, as well as both a digital and printed document for the summary. The next step would be to organise an interactive launch in June, and discuss with Four Cymru the need to produce versions in alternative formats for a variety of different needs.

2.5 The Board's Assurance Framework

The Framework was presented to the Audit and Risk Committee at its meeting on 30th April, with the recommendation that it would be presented to the Board for approval. It was approved by Members.

2.6 Broadcast Archive Programme Board - verbal update

For the benefit of new members, Owain Roberts explained the governance of the Programme;

Owain Roberts was the Programme owner and Dafydd Tudur was its Director. Quentin Howard represented Trustees on the Programme Board that was chaired by the Chief Executive and Librarian. This public, high-profile project had many interested stakeholders, such as BBC, ITV, S4C, Welsh Government and the National Lottery Heritage Fund, and there was a high level of risk to the Library's reputation. It was therefore agreed that the Library had to ensure that it had the right mechanism in place with regard to the project's governance and assurance, and it was agreed that the President, the Chief Executive and Librarian, Quentin Howard and Owain Roberts should discuss this following the meeting and report back to the Board meeting on 23rd July.

It was noted that staff were currently confident that the Lottery would give the Programme 'Permission to Start' during the next few weeks, once the Library had put in place:

- 1) A legal agreement with S4C (an agreement had already been drafted)
- 2) Leases with local record offices to provide access / extend presence in the Clip corners (this is in hand)
- 3) A legal agreement with Wales Millennium Centre

2.7 Corporate Restructuring – verbal update

Annwen Isaac presented a verbal report, reminding Members that she had stated in the Board meeting in January that transition projects had been established in 6 specific areas to ensure that functions and work sat in the correct places and were running smoothly with regard to work processes. It was reported that this was happening and that it was hoped that this work would be completed by the end of June.

The Clerk to the Board would provide a copy of both the current and proposed structures for Members.

The President thanked the Executive Team for working to ensure that the restructuring process had gone well.

Section 3 Chief Executive and Librarian's Report

The report had been distributed amongst Members beforehand.

Section 4 Conformance and Risk

4.1 Corporate Risk Register

The register was presented by Emyr Phillips, and it was stated that the Register had not changed since its presentation to the Board in March.

It was reported that the Audit and Risk Committee that had met recently had requested that the Executive Team review the register by the next Committee meeting on 9th July. A copy would be distributed to Board Members at their next meeting.

Section 5 Financial Matters

5.1 Management Accounts March 2021

The Management Accounts were presented by Emyr Phillips.

It was stated that the March management accounts showed a positive picture with a surplus of £362k in public funds for the 2020-21 financial year.

The Annual Accounts currently being prepared would be circulated to members of the Audit and Risk Committee during June, and presented to the Board at its meeting on 23rd July.

GWENLLIAN LANSDOWN DAVIES LEFT THE MEETING AT 12.35

Section 6 Committee Reports

6.1 and 6.4 Draft Minutes of the Governance and Performance Committee held on 19.03.21 and a Verbal Update on the meeting held on 30.04.21

The minutes were presented by the Chair, Meri Huws, who stated that this was a special meeting convened to discuss the requirements of the Tailored Review and Welsh Government's letter of conditions. There were no comments on the minutes.

The main areas discussed at the meeting held on 30.04.21 were the Diversity Plan, Operational Plan and performance indicators, the Operational Plan for the Tailored Review and the intention to revisit the remits of Board Committees

6.2 Draft Minutes of the Financial Planning Committee held on 22.03.21

The chair was not present to present the minutes, however Members had no comments.

6.3 Verbal Update on the Audit and Risk Committee held on 30.04.21

The Chair, Janet Wademan, updated the Committee and highlighted the main issues discussed, which were to receive a detailed report from the Chief Executive on the appointment of the services of Effectus HR, the 2020-21 Governance Statement, information security and cyber security, the corporate risk register, and an update from Welsh Government's internal audit service.

Section 7 Any Other Business

7.1 2020 and 2021 Business Cycle

For the benefit of new members, it was explained that the Business Cycle set out the standing issues that the Board discussed at each meeting, as well as any other business, and that it was updated following each meeting.

7.2 To Appoint Vice Chairs for Board Committees

It was agreed that the chairs of the standing committees should discuss with committee members and identify a Vice Chair for each committee.

7.3 Trustee Training Programme

The programme was approved by the Board in November 2021; however, it would be appropriate to revisit the programme following the appointment of five new Trustees, and in light of issues that had emerged recently as areas that should be recognised as training needs. Once the programme was revised and updated, it would be published on the Board's website, and members should direct any further comments or recommendations on its contents to the Clerk to the Board.

7.4 Use of the Library Seal

The use of the Library seal was reported to comply with Regulation 13. It was recently used on two contractual documents for work on the fourth building.

8. Any other business

The Chief Executive stated the intention to attempt to hold "hybrid" meetings from July, and that there was currently research underway to adapt provision at the Council Chamber so that these meetings could take place. However, it was decided to continue to hold committee meetings via Zoom.

As this was Eleri Twynog Humphries' final meeting as Trustee, she was thanked sincerely by the President and Chief Executive for her contribution over the last four years.

**** END OF MEETING ****