

Board of Trustees

17 September 2021

11.00 - 1.00

Present:

Members:

Lee Yale-Helms (Treasurer and acting Chair)	Susan Davies
Carl Williams	Elaine Treharne
Quentin Howard	Elin Royles
Mike Cavanagh	Lydia Rumsey
Janet Wademan	David Hay

Ashok Ahir (Interim President was present for part of the meeting)

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

Observers:

Nicky Guy	CyMAAL
Catrin Hughes	CyMAAL
Illtud Daniel	Head of Digital Infrastructure
Sally McInnes	Head of Unique and Contemporary Content
Manon Foster Evans	Head of Published Content and Research Services
Mark Stevens	Head of Estates and Support Services
Dafydd Tudur	Head of Engagement and Digital Content
Emyr Phillips	Head of Finance and Enterprise
Nia Dafydd	Partnership Council
Doug Jones	Partnership Council
Annwen Isaac	Human Resources Manager
Rhian Evans	Senior Executive Officer
Carol Edwards	Governance Manager and Clerk to the Board

1.1 Chair's Welcome and Opening Remarks

The Chair welcomed all those present to the meeting and extended a special welcome to Ashok Ahir, interim President, who would be attending the meeting until 11.30.

The Chair made reference to Meri Huws's resignation, and expressed his gratitude for her commitment and dedication to the Library over the past two years, and wished her well for the future.

At the Chair's invitation the incoming interim President introduced himself and gave a brief description of his current position. He noted that he was currently a Trustee of Sport Wales and President of the National Eisteddfod Court and Chair of the Eisteddfod Management Board. As regards to his employment, he is currently deputy director of Cabinet Office communications for the UK government, having previously ran a successful bilingual communications agency based in Cardiff. During his term as interim President, he said that he will focus on delivering the strategic plan, *A Library for Wales and the World*, and fulfilling the recommendations of the Tailored Review in addition to providing the necessary support to the Chief Executive and Librarian and to his Executive Team.

1.2 Apologies for Absence

Gwenllian Lansdown Davies and Elaine Treharne had tendered their apologies.

1.3 Declaration of Interests

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

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 Trustee Director of the Sainsbury Archive.

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

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 of Coleg Cymraeg Cenedlaethol and a Trustee and Board member of the UK's Friends of the National Libraries.

1.4 To approve the minutes of the meetings held on 23rd July and discuss matters arising

The minutes were approved subject to the following amendment under 5.1.

Audit Wales was completely satisfied that the treatment of monies from the furlough scheme was accurately represented in the accounts, and treatment consistent with how other organisations in Wales have treated furlough monies. They also made the Library aware that the furlough scheme is administered by HMRC and not themselves.

Revised minutes will be circulated to Trustees following the meeting.

1.5 Action Log from the Meeting held on 23rd July 2021

It was confirmed that all points had been actioned.

1.5.1 IRO Briefing Note

Owain Roberts presented a briefing note in response to Trustees' enquiry at the last Board meeting. The note informed Trustees that the Library does not meet the criteria and currently lacks the capacity to achieve Independent Research Organisation (IRO) status, and this is not something which we are aiming for in the short to medium term.

However, the Library will continue with its current arrangements of taking advantage of the opportunities to collaborate with universities and HEIs in Wales and beyond, and also to work with other partners via the Historic Wales partnership.

Trustees noted that the Library could have a more structured approach to research, considering its status as a foremost research institution, and it was agreed that this discussion be continued at the Governance and Performance Committee meeting on 29 October.

PRESENTATION:

Mark Stevens, Head of Estates and Support Services

At this point, the Chair welcomed Mark Stevens to give an overview of the progress on the capital programme and other building works.

The critical challenge facing the Library at present is meeting the capital spend for March 2022. Mitigations include bringing forward work from next year, but should this not be sufficient and there's likely to be an underspend, then Welsh Government will have to be informed in a timely manner. Supply chains following Brexit are also problematic causing an increase in lead-in time and increased costs.

A tender process has been completed for the design and installation of a new Post Room, and planning and listed building permission submitted with the planning notice, but the RCAHMW have raised an objection on the grounds that the visual nature of the proposed structure is not in keeping with that of the main Library building – this is not a concern which is shared by CADW. We are now in the process of discussions to resolve this issue.

A full fire risk assessment has been undertaken by BPW Fire Safety Ltd. The assessment concluded that the likelihood of fire occurring is low, the potential severity of harm is moderate harm, and the current risk to life is tolerable. The Library has a comprehensive emergency action plan in place which covers fire procedures and practice; regular fire tests are undertaken.

The original contract for legionella monitoring had ended, but has been extended for an initial period of six months; it is our intention to procure this collaboratively with Ceredigion County Council, and we are currently waiting for them to articulate their requirements.

Trustees were informed that the Library has submitted a bid to Welsh Government for five year funding for maintenance of the building and decarbonisation; the bid also covers developing the courtyard infill to provide a new reception and shop and to facilitate better access, and also the development of Bookstack 4 storage facility. These bids will be discussed further at the Financial Planning Committee meeting on 5 November.

It was agreed that Mark Stevens be invited to the Audit and Risk Committee meeting on 8 October to brief members on the capital spend programme.

Section 2 Matters for discussion and decision

2.1 Draft Operational Plan for 2021 – 2026 Strategy

The Library is still waiting to receive the final version of the Remit Letter, and until then, the five year operational plan cannot be approved. However a 2020-2021 operational plan has been included in this version to enable the Library to move forward with its work.

It is expected that performance indicators will be applied across all public bodies in the Deputy Minister's portfolio reflecting the priorities of the Programme for Government. Any plans will also need to align with the recommendations of the Tailored Review as well as the new Library strategy. It is hoped to present the five year plan to the Board at its meeting in November, subject to receiving the remit letter from Welsh Government.

It was stressed that the Library needed to be focused with regard to its performance indicators, and that clarity was needed between staff duties, which were operational, and those of the Board, which was to scrutinise. To enable staff to fulfil their duties the Operational Plan needs to be as clear and straightforward as possible, and this will facilitate the Board to track progress at each meeting.

The Board noted the five year draft plan and approved the actions noted under the 2020-2021 Operational Plan.

2.2 Tailored Review Action Plan

Recommendation 3 is still the main concern – *We recommend that urgent attention should be given to the Library's financial situation...* The Library welcomes the fact that the £1m allocated at the beginning of the year is to be included in the baseline, and while this will enable the Library to continue its work, it doesn't allow scope for further development.

The budget will be discussed at the next meeting of the Financial Planning Committee on 5 November, but it was agreed that the Library will have to lobby the Welsh Government for additional funding if it is to avoid a repeat of the situation in which it found itself in January 2021.

2.3 National Broadcast Archive – update

Owain Roberts provided an update following a meeting on 17 August to discuss the project's governance. At that meeting the Project Execution Plan (PEP) was discussed in detail and as a result the terminology was standardised, and the delegated responsibility and roles of external partners were clarified. Owain thanked both Quentin Howard and Lydia Rumsey for their input to this work.

At its meeting on 15 September the Programme Board approved the PEP, with minor changes, and National Heritage Lottery Fund (NHLF) have also responded positively to the revised document. The PEP had been shared with Trustees in advance of the meeting for information.

It was noted that the Chief Executive and Librarian would now remain as the Chair of the Programme Board.

2.4 Board Committees' Terms of Reference – verbal update

It was reported that the Chairs of the three standing committees have worked, with the Clerk of the Board, to develop new terms of reference for all three committees, which also reviewed the remit of all three. These will now be discussed further with the new interim President, and will be presented to the Board at its November meeting.

The Clerk of the Board will circulate all three terms of reference to all Trustees for their comments.

2.5 Welsh Government Framework Document – verbal update

Catrin Hughes confirmed that a draft copy of the Framework Document will have been presented to the Library before the next Board meeting.

2.6 Income Generation Consultants – update

David Michael reported that Richard Newton from Cardiff had been appointed as consultant and had met with staff in August to begin scoping the work. Any interested Trustees were urged to contact David Michael should they wish to provide input into this work. The Library

expects to receive the completed report by the end of October, and it will be presented to the Board at its November meeting.

2.7 Staffing Matters

2.7.1 Revised Organisational Chart

The Chair thanked Annwen Isaac, Human Resources Manager, for providing Trustees with an updated organisational chart.

2.7.2 Director of Communications, Marketing and Partnerships – verbal report

The Chief Executive will further develop the role description once he has received comments from Trustees and will also consult with Ashok Ahir.

2.8 Board Appointments

2.8.1 Appointment of President and Vice President

The advertisement for the President's role went live on 13 September and will close on 13 October. Goodson Thomas have been appointed to assist in promoting the vacancy. As part of the process, candidates will appear before a stakeholder panel, and the successful candidate will appear before one of the Senedd committees before the appointment is confirmed.

The advertisement for the role of Vice President will go live on 20 September and will close on 13 October.

2.8.2 Appointment of nominal deputy to the Board of Trustees

The appointment of a nominal deputy to support the interim President was considered at the closed session, and following a show of hands by Trustees, Quentin Howard was appointed and approved as lead Trustee.

2.8.3 Appointment of Trustee

There is currently a Library appointed Trustee vacancy on the Board, and Trustees approved that the Clerk to the Board undertake an appointment process in cooperation with Welsh Government.

2.8.4 Chair and Member of the Governance and Performance Committee

This item was deferred so that Ashok Ahir can provide input into the process, but it is hoped that a Chair can be nominated before the Committee meeting on 29 October.

2.8.5 Trustee of the Pension Scheme Board

There is a Trustee vacancy on the Library's Pension Scheme Board, which is chaired by the Treasurer. The other Trustees are Anwen Jones and Carl Williams. Any Trustee wishing to join the Pension Scheme Board should contact David Michael by 1 October.

2.8.6 Independent member of the Audit and Risk Committee

Two applications have been received, and interviews for the role will be held on 30 September. The interview panel will consist of Janet Wademan, Chair of Audit and Risk, Lee Yale-Helms, Treasurer and David Michael, Deputy Chief Executive and Director, Corporate Resources.

Section 3 Chief Executive and Librarian's Report

The Chief Executive highlighted the following in his report to Trustees.

The Deputy Minister, Dawn Bowden MS, will be visiting the Library on 14 October. An agenda is currently being drawn up for her visit, but it is hoped to launch the strategic plan, *A Library for Wales and the World* during her visit. Trustees are asked to inform Rhian Evans should they wish to attend the launch.

In response to a query as to whether the Library intended to return to the practice of publishing a quarterly programme of events, the Chief Executive confirmed that this wouldn't happen in future, but it was agreed to consider publishing a one page flyer of future events.

Section 4 Compliance and Risk

4.1 Corporate Risk Register

Janet Wademan, Chair of Audit and Risk, David Michael and Emyr Phillips met on 16 September to discuss the corporate risk register in advance of the next Audit and Risk Committee meeting on 8 October.

David Michael reported that R2 – National Broadcast Archive, had gone down as conditional permission to start had now been received. R7 –capital programme, had already been discussed; this is a developing risk and further work is required on the mitigations.

Trustees were assured that the process for escalating risks from departmental risk registers to the corporate risk registers was by means of discussions between heads of departments and the directors at monthly management meetings. All departmental risk registers would be presented to the Audit and Risk Committee at its meeting on 8 October and the Committee could then scrutinise these and consider if there needed to be further alignment with the corporate risk register. It was also agreed to hold a separate session where the departmental risk registers could be scrutinised in more detail.

Section 5 Financial Matters

5.1 2021 – 2022 Budget

Nicola Guy, CyMAAL, reported that she was currently working with the Executive to produce a bid for a three year revenue, and four year capital budget, hoping that a multi-year settlement could be achieved. Welsh Government will be announcing their budget on 1 March 2022.

Emyr Phillips presented the final budget for 2021 - 22 and noted that this had not changed substantially from the one presented to the previous Board meeting and the Financial Planning Committee.

Trustees noted the final budget.

5.2 July 2021 Management Accounts

Emyr Phillips presented the management accounts for July 2021, and had nothing further to add to his report other than providing assurance on project costs; the delay in processing quarterly claims for NHLF accounted for the deficit (see R2 on corporate risk register).

5.3 Budget Planning Exercise – verbal report

This had been discussed in 5.1, and Trustees asked that Welsh Government keep them informed on progress especially as the budget wasn't being published until late in the financial year.

Section 6 Report from Committees

6.1 Draft Minutes of the Audit and Risk Committee held on 09.07.21

The Chair, Janet Wademan, had given a verbal report at the Board meeting on 23 July.

A question was raised as to whether the Library had submitted the Cyber Essentials self-assessment by the end of July as noted in the minutes; Illtud responded that staffing issues had meant that this did not take place, and will report further on this at the Audit and Risk Committee on 8 October.

6.2 Draft Minutes of the Buildings Panel held on 15.07.21

The Chair, Mike Cavanagh, had nothing to add to the minutes, noting that the main issues had been covered under Mark Stevens' earlier presentation.

The acting Chair noted that, under the new proposed Committee structure, the Buildings Panel would report to the Finance and Resources Committee (the current Financial Planning Committee).

Section 7 Any Other Business

7.1 2021 Business Cycle

Presented to the Board as a standing item, for information only, it will be updated after the meeting.

Trustee Badges

The acting Chair asked for name badges to be supplied to the new Trustees; the Clerk of the Board will arrange this.

Trustee away day

It was suggested that Trustees should hold an away day to discuss, amongst other matters, their vision and ambition for the Library. The Clerk to the Board will discuss this with Ashok Ahir in the first instance.

CLOSED SESSION HELD BETWEEN 10.00 – 10.30

Summary of matters discussed and decisions taken at the closed session

Interim Board arrangements

Until such time as a permanent President and a Vice President is appointed, Quentin Howard was appointed lead Trustee to assist Ashok Ahir, interim President, and to act as a nominal deputy when he was unable to attend meetings.

Director of Communications, Marketing and Partnerships

The role of Director of Communications, Marketing and Partnerships will be developed further, and a revised role description will be presented to the Board at its November meeting.

Remuneration Committee

Terms of Reference for a possible Remuneration Committee are currently under consideration.

President's Remuneration

Confirmation of remuneration for the interim President's post was agreed.

ACTIONS ARISING FROM THE MEETING

Agenda item	Action	Responsibility	Date actioned/expected
1.6.1	Further discussion on Library's approach to research at Governance and Performance Committee	Owain Roberts	Completed
Presentation	Invite Head of Estates to Audit and Risk Committee on 8.10.21	Clerk	Completed
2.4	Circulate committee ToRs to Trustees for comments	Clerk	Completed and comments incorporated in revised drafts
4.1	Arrange a workshop to discuss Risk Registers	Clerk/Janet Wademan	To be arranged in November
7.1	Provision of Trustee name badges	Clerk	Ongoing