

## Board of Trustees

19<sup>th</sup> November 2021

10.30 - 12.45

### Present:

### Members:

Ashok Ahir (acting President)  
Susan Davies  
Quentin Howard  
Lydia Rumsey  
Janet Wademan

Lee Yale-Helms (Treasurer)  
Elaine Treharne  
Elin Royles  
Anwen Jones  
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

### Recorder:

Carol Edwards	Governance Manager and Clerk to the Board of Trustees
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### Observers:

Nicky Guy	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
Dafydd Tudur	Head of Engagement and Digital Content
Emyr Phillips	Head of Finance and Enterprise
Rob Lacey	Developing Published Content
Nia Dafydd	Partnership Council
Annwen Isaac	Human Resources Manager
Rhian Evans	Senior Executive Officer

## 1.1 Chair's Welcome, Opening Remarks and Apologies

The Chair welcomed everyone to the meeting, the first one he had chaired in his role as interim President. He thanked the Trustees for the one-to-one conversations held during the previous weeks, which would be very useful for setting a direction for the Library over the coming months. As a result of those conversations, a work plan will be drafted for the Board and presented at the January meeting.

The Board has an important role in taking forward the Tailored Review, and by early 2022, the intention is to create a single action plan for the organisation which includes the recommendations of the Tailored Review, the requirements of the Welsh Government's remit letter, and the objectives and actions of the new strategy launched on 18 November.

Apologies were received from Gwennlian Lansdown Davies, Carl Williams and Mike Cavanagh.

## **1.2 Declarations of Interest relevant to the agenda**

There were no declarations of interest relevant to the agenda items.

## **1.3 Minutes of meetings held on 17<sup>th</sup> September 2021 and discussion of matters arising**

The minutes were approved subject to this correction on page 3;

"The critical challenge facing the Library at present is meeting the capital spend for March 2021" – the date needs to be corrected to 2022.

### **Matters arising**

Framework Document – the final version will be presented to the January Board meeting

Trustee Badges – this is in place.

The President and Vice-President's Campaign – Nicky Guy provided an update and informed members that a number of applications had been received, but that the Deputy Minister had decided to re-run the campaign to try to increase diversity, particularly for the President's campaign. It is hoped to be able to interview during January for both posts, and the appointee to the President's role will then appear before the Senedd Scrutiny Committee in March.

### **PRESENTATION**

Richard Newton, Richard Newton Consulting – *An External review of the National Library of Wales' potential for generating commercial income*

The report, commissioned by the Library as one of the recommendations of the Tailored Review, investigated the Library's potential to develop commercial income-generation

opportunities. The report acknowledged that there is potential to develop this area, although there are challenges to be overcome so as to achieve this.

Richard Newton was thanked for his comprehensive and useful report, which lays the foundation for the Library to develop this area, and plan for the future.

The Library is also about to commission a report on its economic impact and potential as a tourism destination, and there may be an overlap between this report and Richard Newton's report. It was therefore suggested that the second report be received, and then the two be discussed together.

Members were reminded that discussions are also taking place between the Historic Wales partners on the development of a joint e-commerce platform for the bodies, and this may impact on the Library's plans.

## **Section 2 Chief Executive and Librarian's Report**

The Chief Executive thanked Dawn Bowden MS, Deputy Minister for Arts and Sport, Trustees and Welsh Government officials for their input into the launch of the strategy the previous day.

Aberystwyth Town Council intends to submit an application to UNESCO to nominate Aberystwyth and Ceredigion as one of UNESCO's 'cities of literature' in 2023. The Library is a member of the executive committee along with Aberystwyth University, the County Council, Aberystwyth Town Council, the Books Council and the Centre for Advanced Welsh and Celtic Studies. Due to the importance of Aberystwyth in the world of books and literature, the emphasis of the application will be on books, reading and literary creativity. If the application were to be successful, it would be necessary to ensure that any activities undertaken by the Library aligned with our strategic plan, but gaining "City of Literature" status would be advantageous in promoting the Library.

We are in discussions to establish a Clip Centre in Merthyr Tydfil, and this has been agreed in principle – this would again benefit the Library as there is no longer an archive in Merthyr.

The Rhondda Tunnel Society is preparing an application to the Lottery for funding to re-open the Gelli Felyn tunnel, and the Library is discussing the possibility of installing an exhibition at the tourist information centre there.

The above three points highlight the Library's willingness to create partnerships and have a presence in some areas where we are not currently visible.

The Library intends to provide a space for a play and reading area for children, and hopes to complete the work before the end of the financial year. Although the timetable is challenging,

members were assured that users' views will be taken into account in the development of this space.

The Library is committed to diversity, and workshops to "decolonise our working practices" have been piloted jointly with Public Health Wales and Swansea University, which gives staff the opportunity to work with other staff from minority backgrounds in other organisations. Leading on from this, a post will be advertised shortly to develop the Library's various collections.

## **Section 3 Strategic Issues**

### **3.1 Tailored Review Action Plan**

The Chief Executive thanked the Trustees for the support of the Trustees in the closed session which will mean being able to specifically address recommendations 21 and 22 of the Review and ensure that a resilient staffing structure is in place to deliver the new strategy.

As already stated, the Tailored Review action plan will be incorporated into the strategy's action plan from now on rather than being presented separately.

### **3.2 Terms of Reference for the Board's Committees**

- (i) Audit, Risk and Assurance**
- (ii) Performance and Quality**
- (iii) Finance and Resources**

The President thanked the committee chairs, Lee Yale-Helms and Janet Wademan, for their work in revising the terms of reference for the three standing committees, and for identifying new names for them that better cover the range of the Board and the Library's work.

The new terms of reference set a clear focus for the three committees, without any overlapping, and include some areas that had been omitted from the old terms of reference, such as human resources, and the building.

The re-naming of the committees, and their new terms of reference, were approved.

### **3.3 Appointments**

#### **3.4.1 Appointment of Trustee - update**

7 applications were received, and following a filtering process on 23 November, interviews will take place on 1 December. The interview panel will be Ashok Ahir (acting President), Elin

Royles (Trustee), Catrin Hughes (Welsh Government) and Rheon Tomos (independent member).

The successful candidate will take up the role on 1 February 2022, following approval of the appointment by the Board at its meeting on 28 January 2022.

### **3.4.2 Appointment of a member to the Performance and Quality Committee**

A member is required to join the Performance and Quality Committee. The Clerk will follow this up with members.

### **3.4.3 Appointment of Trustee to the Pension Scheme Board**

A member is required to join the Pension Scheme Board. The Clerk will follow this up with members.

### **3.4.4 Confirmation of the appointment of the independent member of the Audit and Risk Committee**

Following an open competition, Huw Lloyd Jones was appointed as an independent member of the Audit and Risk (Audit, Risk and Assurance) Committee, and that appointment was approved by the Trustees.

## **Section 4 Corporate Affairs**

### **4.1 Financial Reports**

#### **4.1.1 Draft Budget 2022/23**

The draft budget was presented by Emyr Phillips.

There is no concern about the 2022/23 budget, but there are concerns about the 2023/24 budget due to the uncertainty about how much GIA the Library will receive.

This has already been discussed at the Financial Planning Committee meeting, where the Treasurer asked about a scenario where the Library did not receive a £1m of additional GIA in 2023/24, and the impact of that on the Library. A special meeting of the committee is scheduled in December to begin discussing this, once the budget has been published.

Nicky Guy noted that the budget should be published on 20 December but hoped to be able to share indicative figures with the Library before then. The Welsh Government had received its spending review allocation this week, and it was not as good as expected – 3 years on

capital (rather than 4) and 3 years on revenue. It is unlikely that more funding will be available, and it is expected that less capital funding will be available for the future.

#### **4.1.2 September 2021 Management Accounts**

The management accounts were presented by Emyr Phillips, who stated that there is likely to be an underspend on the revenue budget, but that there is a significant risk around the capital budget of not being able to spend the funding before the end of March 2022. The Welsh Government has confirmed that there is no flexibility in terms of underspending capital.

Only one tender was received for work on the Post Room, and the price is considerably higher than estimated. The tender can be adapted to reduce the price and look at alternative options to ensure value for money. The Library has contacted the Welsh Government for their input on this issue.

The Library's investments are performing well, with an increase in market value from the position at 31 March 2021.

## **4.2 Compliance and Risk**

### **4.2.1 Corporate Risk Register**

The main risks, namely the financial ones, were highlighted, at the top of the list, R1 – R3; R7, capital expenditure has already been discussed.

2 new risks have been included, R8 and R9, relating to a shortage of resources in the ICT department. Recruitment to one high level post within the Operations Team has failed, and although two people have been offered the post, both have withdrawn – this is largely due to a lack of competitive salaries. There are also two lower-level posts vacant, which have not attracted applicants following advertising.

This is worrying and may lead to a failure in the Library's business continuity, so it was agreed that the Finance and Resources committee would address this at its next meeting on 17 January 2022, and discuss what options are available for the Library to try to overcome this.

## **Section 5: Committee Reports**

### **5.1 Draft Minutes of the Audit and Risk Committee which met on 8.10.21**

There were no questions from members regarding the content of the minutes.

## **5.2 Draft Minutes of the Buildings Panel which met on 19.10.21**

There were no questions from members about the content of the minutes

## **5.3 Draft Minutes of the Financial Planning Committee which met on 5.11.21**

There were no questions from members regarding the content of the minutes.

## **5.4 Governance and Performance Committee 12.11.21 – verbal update**

An verbal update was received from the Chair who noted that the committee had had an intense discussion about the Library's research activities and how that can be aligned with the new strategy.

The Library is awaiting receipt of the remit letter, and once that has happened, a more detailed action plan together with performance indicators will be presented to the next committee meeting.

## **Section 6: Any Other Business**

Away Day Meeting – no further progress on this.

Assessment of the Board's Effectiveness – this will be included in the Board's work plan for 2022.

Income Generation Report – confirmation was received that this will be discussed in conjunction with the impact report and the potential of the Library as a tourism destination which the Library is about to commission.

Fundraising – it was agreed that a paper would need to be provided on the Library's current strategy for the person who is appointed to undertake the fundraising work within the Library.

Elaine Treharne was congratulated on the publication of her volume *Perceptions of Medieval Manuscripts* recently.

**CLOSED SESSION HELD BETWEEN 9.30 - 10.15 - attended by Trustees, Chief Executive, Nia Bennett, Effectus HR, and Annwen Isaac, Human Resources Manager.**

**Summary of issues discussed and decisions taken at the closed session.**

The purpose of the meeting was to enable the Chief Executive and Librarian to explain to Trustees his plan to restructure the Executive Teams, which had been shared with the members beforehand.

The paper was presented by Nia Bennett, Effectus HR, who had worked closely with the Chief Executive to draft and plan the proposed structure. The main aim of the proposed structure is to put an appropriate structure in place to achieve the aims of the strategy *A Library for Wales and the World*, and to respond to some of the relevant recommendations of the Tailored Review. Role descriptions will be developed and scored in accordance with the Library's usual practice, and those scores will be the basis of any decisions which will need to be made with regard to the level of the posts. With regard to funding the structure, it's possible that there will not be sufficient GIA to fund the additional posts, and as a result, the Library's private funds would need to be utilised.

Following a detailed discussion by members, it was decided to;

- Support the proposed restructuring plan presented by the Chief Executive and Librarian
- Ask the Chief Executive to consider placing the fundraising/income generation post on a higher level
- Ask the Chief Executive to further consider the location of the Digital Infrastructure Department within the structure
- Consider placing the Director roles on the same pay band, and not make any distinction between them

#### **ACTION POINTS ARISING FROM THE MEETING**

Agenda item	Action;	Responsibility	Implementation/expected date
	Draft a work plan for the Board	President/ Clerk	To be presented to the January meeting on 28.01.22
3.1	Draft a single action plan covering the requirements of the strategy, the Tailored Review, and the remit letter	Chief Executive / Owain Roberts	By the January meeting of the Performance and Quality Committee on 25.01.22
4.2.1	Finance and Resources Committee to discuss the risk of failing to appoint to ICT posts, and consider options to overcome this	Committee Chairman / David Michael	At the committee meeting on 17.01.22