

NATIONAL LIBRARY OF WALES
Minutes of the Meeting of the Board
held in Aberystwyth
on Friday, 13 March 2015
between 10.00 and 12.30

Present:

Members

Sir Deian Hopkin, President	Colin R John, Treasurer	Hugh Thomas
Tricia Carter, Vice-President	Enid Morgan	Wyn Penri Jones
Gareth Haulfryn Williams	Roy Roberts	Huw Williams
Roy Evans	Michael Trickey	
Philip Cooper	Susan Davies	

Members of Staff

Aled Gruffydd Jones	Chief Executive and Librarian
David Michael	Head of the Department of Corporate Services
Pedr ap Llwyd	Secretary and Head of Governance
Annwen Isaac	Human Resources Officer

Others

Linda Tomos	CyMAL
Rebecca Johnson	CyMAL
Stephen Benham	Whitley Council
Doug Jones	Whitley Council
Rhodri Clwyd Griffiths	Change Management Consultant
Emyr Schofield	BBC

Open Session

Section 1 Formal items

1.1 President's Welcome and Apologies

The President welcomed all those present, especially Dr Susan Davies, who was attending her first meeting since being appointed a Trustee.

Lord Aberdare had tendered his apologies.

1.2 Declarations of Interest

Huw Williams had declared an interest in the matter of commissioning the External Independent Review into the disciplinary steps taken against two members of staff, steps that had led to a case before the Employment Tribunal: the meeting noted that the declaration had been recorded in the relevant register. Michael Trickey and Tricia Carter declared their usual interests.

1.3 Approving the minutes of the two previous meetings

The minutes of the two previous meetings were approved.

Section 2 'Live' matters and matters arising from the minutes of the previous meetings

2.1 Royal Commission on the Ancient and Historical Monuments of Wales

David Michael presented an oral report on the latest situation. The building contracts had been let and it was hoped that the work would be completed by Christmas 2015: the intention now was to co-locate the Commission at the Library in April 2016. As regards the preparation of the agreement between the Library and the Commission, it appeared likely that its value to the Library would be in the region of £90k, the figure the Board had set for itself some months previously: David Michael said the Board could expect to see a draft of the agreement at its next meeting.

With so much building work taking place at the Library, Roy Roberts wanted to know whether the Government's indemnity was adequate cover for the Library, since it was unable to insure itself.

Susan Davies said that the same thing was true for the collection, i.e. that the Library itself was unable to insure it.

Action: David Michael to prepare a copy of the contract in the hope that Members would be able to approve it.

2.2 Matters relating to the fire

Geldards' latest report had been circulated to Members in advance. Once again, several Members expressed concern at the slowness of the process. David Michael said it was the official administrators who were holding back the process, and he also told Members of the Board that they would soon need to decide whether they wished to institute proceedings against other parties, such as the architects and the project managers. In this connection, the Library's officers were requested to discuss the matter with the Welsh Government in order to discover its view on this.

Action: The Executive Team to hold discussions with the Welsh Government to discover its view as to instituting legal proceedings against other parties.

2.3 Risks involving the building

David Michael gave an overview of the risks involving the building, particularly in relation to cuts in public funding and the reduction in the Library's budget.

Hugh Thomas wanted the Library to take advantage of every opportunity to express its concern and anxiety to the Deputy Minister and the Government.

2.4 Review of the Effectiveness of the Board

Pedr ap Llwyd thanked those Members who had returned their questionnaires. These would be analysed in the near future and the Task and Finish Group would meet on 31 March to consider members' comments. The Group consisted of Colin John, Tricia Carter and Wyn Penri Jones.

Action: Pedr ap Llwyd to convene a meeting of the Task and Finish Group and prepare a detailed report for the next meeting of the Board.

2.5 Appointment of Trustee

Pedr ap Llwyd reported that a vacancy had arisen for an appointee chosen by the Library on the Board of Trustees following the untimely death of Mr John Gittins, and Members were asked to consider how they wished to fill the vacancy, taking into consideration the following two options:

Option 1

It was possible that, with assistance and advice from CyMAL, a suitable person might be found on the 'reserve list' of suitable candidates that had resulted from the Government's appointment process in 2014, which had led to the appointment of Mr Phil Cooper and Dr Susan Davies as Trustees. Should Members choose to go down this route, it was suggested that the Secretary, with the assistance of the Library's Officers, could look at the requirements of the Board as regards skills and competencies and gender balance and try to see whether those requirements could be satisfied from the skills of the individuals on CyMAL's reserve list.

Option 2

The second option was to postpone making an appointment for the moment and wait for a few months, when the Library would be conducting its next appointments drive when the period of service of at least two Trustees would be ending. The disadvantage of this was that the Library could let slip the opportunity to appoint suitable individuals currently on CyMAL's reserve list: possibly they might not want to go through the whole arduous process for a second time.

Following discussion, the Board agreed on Option 1. Several Members expressed their desire to see more women appointed to the Board and said this opportunity ought to be seized. Gareth Haulfryn Williams said that a lack of geographical balance was also emerging as the number of Trustees from North Wales had fallen considerably in the course of the year.

Action: Pedr ap Llwyd to contact the Welsh Government with the aim of identifying suitable prospective Members on the reserve list.

2.6 Appointment of a Trustee to serve on the Audit Committee and one to serve on the Board of Trustees of the Pension Scheme

On a proposal from the President, seconded by the Treasurer, and passed unanimously, Huw Williams was elected to serve on the Audit Committee and Dr Susan Davies to serve on the Board of the Library's Pension Scheme.

Action: Wyn Penri Jones would discuss the work of the Audit Committee with Huw Williams in more detail and David Michael would discuss the work of the pension scheme in more detail with Susan Davies.

Section 3 Strategic matters and main papers

3.1 Restructuring - financial projections and plan

The Board agreed that the 'Business Plan' presented to the Board by the Chief Executive and Librarian was not what it had asked for, although it could be argued that it was a step in the right direction. The report as presented was useful as regards disseminating information about the restructuring programme, but that was not what was required.

Following a discussion on the development of a business plan, the Board agreed that the Executive Team would submit a full plan to the Board, without fail, by its next meeting, in April. Among other essential matters, the plan would contain three elements, namely (i) a detailed explanation of the current situation; (ii) where the Library, as an institution, wants to be in three years' time, and (iii) how it would achieve the desired object by 2018. It was agreed that Tricia Carter, Colin John, Wyn Penri Jones and Phil Cooper would meet the Executive Team at an early date to share with them in more detail the wishes of the Trustees as regards the structure and content of the Plan.

As regards the report presented on the Restructuring Programme, there were a number of useful comments. These included:

- (i) would there be an advantage in bringing all the cultural institutions together to prepare a stronger case for their funding and to show that the wage levels in the sector would not be sustainable for much longer?
- (ii) when arranging services for the future, it was essential for the management to consult with the 'experts' on the staff about matters affecting their fields of interest and expertise.
- (iii) there was a tendency in the reports submitted by management to 'play down' the serious nature of the financial situation: there needed to be more plain speaking and the threats and risks needed to be presented openly and unambiguously.
- (iv) it would be a useful exercise to be able to compare this Library's employment costs and effectiveness with the employment costs and effectiveness of other legal deposit libraries in the United Kingdom.
- (v) There had to be a sustainable business plan: the Trustees were concerned about the financial situation and had to have more detailed financial information.
- (vi) The Library needed to consider ways of developing itself as an economic multiplier, and this needed to be done in the current year without further delay.

At the end of the discussion the Board agreed to note the contents of the report rather than to approve it, since the financial information it contained did not allow Members to make an informed decision about the projected savings without first considering the wider picture that it was hoped to obtain in a detailed business plan.

Action: Aled Gruffydd Jones would ensure that a detailed business plan was presented to Members at the next meeting of the Board.

3.2 Performance Indicators for October - December 2014

Pedr ap Llwyd presented the indicators and their contents were noted.

3.3 Operational Plan 2015 – 2016

Aled Gruffydd Jones presented the Plan, thanking Pedr ap Llwyd for preparing it.

The Board discussed its contents and agreed that the introduction should go into more detail about the restructuring plan and that there should be more emphasis on the intention to improve access to the Library's collections.

Once again, in the context of the Operational Plan, the Board emphasised the need for a business plan that would show exactly how this Plan could be implemented.

The plan was approved on condition that Members' comments be incorporated and an index added at the beginning.

Action: Pedr ap Llwyd to amend the draft and then forward it to the Deputy Minister via CyMAL.

3.4 Governance Statement 2014 - 2015

Pedr ap Llwyd presented the Statement and said he would welcome further comments from Members before the end of March.

Action: Members to forward their comments to Pedr ap Llwyd before the end of March.

Section 4 Financial matters

4.1 Budgetary report to 28/2/2015

David Michael presented his report and invited comments.

All Members were very much concerned about the section of the report referring to the Treasury's intention of implementing changes to make the Scheme more "sustainable" (the Treasury's term). In addition, the Trustees of the Pension Scheme had expressed anxiety that the Treasury intended to enforce these changes, which would benefit neither the members nor the Library. It was also noted that the Scheme, in its present form, was thriving and that its management over the years had merited nothing but praise. The financial implications, if the Treasury had its way, would, Members were told, cost the Scheme £300k. To take such a step would be unreasonable and unjustifiable.

The Board agreed that the President, on its behalf, should draw the attention of the Deputy Minister to Members' deep dissatisfaction about this matter and should seek his support and that of the Welsh Government.

The contents of the report were noted.

Action: The President to draw the attention of the Deputy Minister to Members' dissatisfaction about the threats from the Treasury in relation to the pension scheme.

4.2 Fundraising

The contents of the report were noted.

The money that had come in since the Board's last meeting had once again been disappointing.

Aled Gruffydd Jones referred to the scheme the fundraising consultant, Alison Hope, had recently presented to the Board and the Board agreed on Option A of that scheme. Option A suggested appointing an officer at a high level with responsibility for fundraising: the officer would not necessarily be merely a fundraising officer, but at the least fundraising would be a prominent and essential part of the job description. Members agreed that it would be a good thing for the Board to be represented on the interview. Aled Gruffydd Jones was asked to ensure that Members were circulated with a copy of the job description.

In addition, the importance was emphasised of creating a marketing strategy which would show clearly how it was linked to the fundraising strategy.

The Board also agreed that Aled Gruffydd Jones and his Executive Team would work on a fundraising action plan in the context of creating the business plan, and that this too would be presented to Members at their next meeting.

Action: Pedr ap Llwyd to circulate a copy of the job description to Members and Aled Gruffydd Jones to arrange for the Board to be represented on the interview panel. Aled Gruffydd Jones to arrange for a marketing policy to be drawn up.

Section 5 Information Pack

5.1 Librarian's Business

The contents of "Librarian's Business" were noted.

5.2 President's Business

At the request of the President, the Board agreed to commission an external independent review of the Library's disciplinary policy and other matters, which had led to a hearing before an employment tribunal which concluded that two members of staff had been unfairly dismissed.

Action: Pedr ap Llwyd, with the President's approval, to put arrangements in place for appointing a company to carry out the review.

Section 6 AOB

None