

# **NATIONAL LIBRARY OF WALES**

## **Minutes of the Board Meeting**

**held at Aberystwyth**

**on Friday, 22<sup>nd</sup> July 2016**

### **Present:**

#### **Trustees**

Rhodri Glyn Thomas, President	Colin R. John, Treasurer	Iwan Davies
Phil Cooper	Susan Davies	
Roy Roberts	Hugh Thomas	
Dyfrig Jones	Liz Siberry	

#### **Executive Team**

Linda Tomos	Chief Executive and Librarian
David Michael	Director of Corporate Resources
Pedr ap Llwyd	Director of Collections and Public Programmes

#### **Staff**

Carol Edwards	Governance Manager and Clerk to the Board of Trustees
Annwen Isaac	Human Resources Advisor
Mererid Jones	Head of Finance and Enterprise

Also in attendance:

Mary Ellis	MALD
Kate Clark	MALD
Doug Jones	Partnership Council
Siân Thomas	Partnership Council

### **Section 1**

#### **1.1 President's Welcome and Apologies for Absence**

The President, Rhodri Glyn Thomas, extended a warm welcome to all those present at the meeting and opened the meeting with the following statement:

“Following the referendum on the United Kingdom’s membership of the European Union a month ago, it appears that all the attention is now focused on redefining Britain in federal form. Should Wales, according to the desire of the First Minister of Wales, wish to develop her own identity within that federal state, then her national institutions need to play a central role in the growth of the nation.

Despite the importance of other national institutions in this process, it needs to be acknowledged that the National Library is totally unique. The Library is the custodian of the nation’s past, the recorder of our present and this is also a place of inspiration for our future”.

Creating a federal state isn’t just a matter of setting up a political order; the four countries need to develop and manifest their identities. One could argue that Northern Ireland and Scotland have done so to a much greater extent than Wales. If Wales’ individuality isn’t clear, she will become no more than an add-on to England and we will return to that clichéd description “for Wales, see England”.

The National Library is the key to realising political aspirations and to allowing Wales to stand shoulder to shoulder with the other nations as part of the new United Kingdom.”

### **Apologies for Absence**

Roy Evans, Huw Williams, Lord Aberdare and Richard Houdmont had tendered their apologies for absence.

### **1.2 Declaration of Interests**

There were no declarations of interests.

### **1.3 To approve the minutes of the meeting held on 22 April 2016**

Susan Davies noted some corrections to the minutes under 1.3 and 3.7. The minutes should read as follows:

1.3 “Susan Davies confirmed that this statement was practically correct under the provisions for public consultation in the current Charter and Statutes, when the Court of Governors was replaced by the Consultative Body. Huw Williams agreed with this statement.”

3.7 “The process will be jointly implemented by the Library and Welsh Government. The appointment of the Vice President and one Trustee will be made by Ministers in consultation with the Library’s Trustees while the other two Trustees will be appointed by the Library, in accordance with the Library’s Charter, Statutes and Regulations. The appointment process was discussed by Members as well as the importance of ensuring appropriate consultation with the Trustees with regard to the Ministerial appointments.”

It was agreed that the minutes would be amended and distributed to Members via e-mail.

Action: Carol to amend the minutes and distribute to Members via e-mail.

## **Section 2 'Live' matters and matters requiring a decision**

### **2.1 Advisory Body**

Pedr ap Llwyd presented a paper on the structure, membership and remit of the Advisory Body, as it is, with a recommendation that Members allow the Executive Team, in consultation with Dr Susan Davies, Chair of the Governance and Performance Committee, to develop an options paper on the future of the Body. Members agreed to the recommendation and Dr Susan Davies was asked to provide a progress report on this matter – as well as options, if possible – by the meeting of the Board in November.

### **2.2 The Post of Chief Executive and Librarian**

The President noted that Members had agreed to extend Linda Tomos's contract until the end of March 2018, on terms which would be flexible on both sides. This means that either side could terminate the contract at any time during that period. It was noted that this would give the Library stability to continue with its plans, and the President thanked Linda for agreeing to stay on.

Linda was also grateful to the President and Trustees for their confidence, and to the staff for their support: it was an honour to continue in the post for a further period.

## **Section 3 Information and updates**

### **3.1 Appointment of Vice President and Trustees**

Linda thanked the Welsh Government for its cooperation in agreeing that we should wait until September before advertising the vacancies for Vice President and Trustees. Members accepted this decision but Susan Davies noted that the Statutes state that a new Vice President should be appointed within six months. Linda agreed to be mindful of this.

### **3.2 Departmental and Directorate Highlight Report**

Members had no comments on the contents of the Departmental and Directorate Highlight Report.

### **3.3 Update on the Marketing Plan**

Linda Tomos stated that the Library had numerous activities in progress, and that the six month plan would be produced by September along with the Draft Strategy.

#### **3.3.1 Analysis of the Keeping in Touch campaign – report on Stage 1**

Richard Houdmont had sent his comments on the campaign in advance of the meeting, and Linda thanked him in his absence. Linda suggested that the Marketing Sub-group be reconvened in September to discuss the draft Marketing Strategy, to draw up options to be presented to the Board at its next meeting.

Members made numerous comments, especially regarding the data that appears in the report. Data collected in the key areas should be scrutinised e.g. in relation to the Welfare of Future Generations Act and other Welsh Government priorities. The President suggested that Phil Cooper and Richard Houdmont should work with Linda to look at the data, and Iwan Davies stated that he was willing to collaborate with the group to examine the data further.

Members agreed to this suggestion.

Action: Arrange a meeting of the Marketing Sub-group in September to discuss the draft Marketing Strategy

### **3.3.2 Pressdata Press Monitoring Report April – June 2016**

Linda drew Members' attention to the fact than only positive comments had appeared in the press during the last period, and that this was to be welcomed, and it was great to see that the Library had received a lot of attention on television for the same period, and that the Library has been getting more and more exposure recently.

Liz Siberry stated that we should consider using technology to allow remote access to events at the Library e.g. Periscope for live events. Dyfrig Jones further stated that we should capitalise on links with the University to collaborate with their Film and Television Department students to provide work experience for them and that would also be good PR for the Library.

### **3.4 Matters relating to the building**

The bid for capital funding is still being considered by Welsh Government, so there is nothing further to report at present. Not receiving this funding would have very far-reaching implications for health and safety issues.

### **3.5 Performance Indicators April – June 2016**

It was noted that the performance indicators for the 1st Quarter, April - June, are to be seen in the Members' exclusive area. Members were urged to look at these and refer any questions to Linda Tomos in the first instance. The Governance and Performance Committee would examine these indicators.

### **3.6 Wales Audit Office's Review of Governance**

In the closed session, a discussion ensued on Wales Audit Office's presentation to Members. The Office will prepare a draft report, and Trustees will be given an opportunity to comment on it before a further draft is prepared.

### **3.7 Fusion Programme**

Linda Tomos was keen to highlight the importance of the Fusion Programme, and to state that the Library is focusing on Gwynedd, Carmarthenshire, Caernarfon, Bangor, Trimsaran and Llanelli.

### **3.8 Well-being of Future Generations Act**

Linda Tomos and Pedr ap Llwyd had met with Sophie Howe, Future Generations Commissioner on 19th July. It was reported that it was a very beneficial and positive meeting. Generally, the Commissioner responded very well to the future plans and saw herself being able to support the Library in its efforts to respond further to the requirements of the Act. Sophie Howe will give a presentation to the Board in November.

## **Section 4 Financial Matters**

### **4.1 Budgetary Report to 30.06.16**

The budgetary report to 30<sup>th</sup> June 2016, was presented by Mererid Jones, stating that the Library is £151,159 in surplus due to the low expenditure on items other than staffing costs, and is currently £14k under budget.

The Purchasing Grant continues to cause major concern, and the Library will need a decision soon regarding this. Linda agreed that she would continue to put pressure on the Government to decide on the Grant.

Concern was expressed regarding the Royal Commission's rent. The Library has received £250k from Welsh Government in 2015 - 2016, which included £100k of the Commission's rent. It isn't clear whether or not the Library will receive additional rent in 2016 - 2017, and Linda agreed to obtain this in writing by the next meeting of the Board.

Action: Linda to get written confirmation of the Commission's rent for 2016 - 2017

A discussion ensued amongst Members regarding charging for some services, and Linda stated that the Executive Team is already researching charges for enquiries amongst other things, looking at what other institutions are doing, but it was noted that we need to stress the need to weigh up on all opportunities to raise income against the level of service expected and that can be provided. Linda stated that a draft Income Generation Strategy would be presented at the next meeting of the Board, looking at all options for income generation from services.

The financial situation was noted, as well as the need to keep a close eye on the budget.

Action: Prepare a draft Income Generation Strategy to be presented at the September meeting of the Board

### **4.2 Update on the 2016 – 2017 Budget**

Mererid Jones presented the medium term financial forecast report, drawing Members' attention to the projections on page 5 that presume a static budget, with the assumption of cuts of 1%, 2% and 5%. We'll have to wait until the Autumn to see what the budget will be, however these figures show how challenging the financial situation is.

A discussion ensued amongst Members on 4.2, Private Funds, and concern was expressed regarding the use of money from the private funds to support the Library's financial deficit. It was noted that the Library produces annual income on these funds, but that the Library hasn't utilised much of

these funds so far. It would need to be clear that these funds were being used for capital projects, and not the daily running costs of the Library, and that this would only be for the short term. The report was noted, but it was confirmed that the Financial Planning Sub-committee would meet on 12th September to further discuss the financial risks.

### **4.3 Annual Accounts 2015 – 2016**

The President thanked Colin John, David Michael and Mererid Jones for preparing the annual accounts and they were presented by Colin.

It was highlighted that the situation with the Pension Scheme is fragile due to the proposed changes, and attention was drawn to the fact that the Library's financial future is uncertain due to the substantial reduction in the Library's grant from the Welsh Government. Members are concerned that the Library will not be able to meet its future requirements if it has to face further cuts in funding.

It was noted that it is pleasing to receive an unconditional audit report, and Colin thanked the staff for their performance and cooperation with the Wales Audit Office.

It was agreed that the wording on page 14, point 4.1, "Fund balances at 31 March 2016 stood at £91.039m", would be changed, as it looks as if this is money in the bank, but it actually refers to the Library's fixed assets, and so this needs to be explained.

Hugh Thomas noted the need to record the Members' gratitude to Colin for his commendable service as Treasurer of the Board of Trustees, and this was reiterated by Members.

The Annual Report and Accounts were approved.

## **Section 5 Committee Reports**

### **5.1 Draft Minutes of the Governance and Performance Committee held on 13.06.16**

The Chair, Dr Susan Davies, presented the draft minutes of the meeting held on 13<sup>th</sup> June to Members, thanking Carol Edwards for preparing them, and in this context:

It was noted that Huw Williams and Iwan Davies have now joined the Committee, and that this has added a considerable amount of expertise and experience to the committee's constitution.

Before a final amended version of the Governance Framework and Regulations can be drafted, the Committee suggested that we await the recommendations of the Wales Audit Office following the review of governance, in case they recommend some relevant material issues.

Regarding the provision of training on governance and the Charities Act, it was agreed that we wait until new Trustees have been appointed before going ahead with this.

It was noted that the recent Board Members' skills audit has been placed on the Members' website.

It was further noted that performance indicators will be set for the Well-being of Future Generations Act, and that this Committee will address these when they are known.

## **5.2 Draft Minutes of the Audit Committee held on 04.07.16**

Colin John presented the draft minutes of the Audit Committee that met on 4<sup>th</sup> July on behalf of Roy Evans, the Chair, who was unable to attend.

It was noted that the Library continues to research Trustee indemnity insurance, but that currently there was nothing further to report.

It was noted that the restructuring programme had left gaps in skills and capacity within the Library, but that a succession plan was being drafted to look at these gaps, and how the Library can fill these in future.

It was noted that the following audit reports had been received:

- (i) Marketing and Communication Recommendations
- (ii) Health and Safety Recommendations
- (iii) Internal Audit Annual Report

Colin stated that the Health and Safety report showed satisfactory progress, but that one negative was the fact that the fire brigade would be unwilling to enter Stack 1 should there be a fire in that area due to the structure of the stack, and this is a concern to Members.

## **5.3 Draft Minutes of the Financial Planning Sub-committee held on 07.04.16**

The minutes of the meeting held on 7<sup>th</sup> April were presented by Colin John.

It was noted that the Sub-committee's terms of reference need to be drafted and that the establishment of the Committee needed to be formally confirmed, but it was decided to wait until the recommendations of the Wales Audit Office were received before going ahead, as it was possible that the report would contain a recommendation on what committees should be established.

The Sub-committee will meet in September to consider the membership and terms of reference, but the main focus of that meeting will be the budget.

## **Section 6 - The President and Librarian's Business**

### **6.1 The President's Business**

The President noted that he had been in discussions with various higher education institutions about working in partnership and formalising the partnerships. Rhodri will present a report to the meeting of the Board in November noting the possible partnerships and links. It was noted that any Trustees with an interest in this area should contact Linda.

## **6.2 The Librarian's Business**

Linda stated that the Library has been informed that it has won the ARA (Archives and Records Association) main prize for volunteering, and she congratulated all involved with volunteering work at the Library. There are arrangements underway to receive the award in a ceremony to be held at the Library on 4<sup>th</sup> November. Linda also thanked Susan Davies for helping draw up the bid.

Linda drew Members' attention to a prospective bid to be submitted to the Heritage Lottery Fund by 4<sup>th</sup> August to receive BBC Cymru's archives to the Library. It would be expected that money from the Library's private funds be used to partially fund this, and the Board would need to carefully consider this in November should the bid be successful in the first round. Linda thanked members of the Delivery Group who were part of the Steering Group for the bid, and Huw Evans for drafting the bid. It was stated that any comments on the bid should be submitted to Linda as soon as possible. Susan Davies stated that the bid needed to focus on outcomes as this is what the Lottery is looking for; Linda agreed to send the bid to Susan for her to look over it, but also stated that she would meet with Richard Bellamy to discuss the bid further before submitting it.

Members were more than happy for Linda to submit the bid to the Heritage Lottery Fund.

It is possible that the group that discussed the Randerson report will be reconvened to look again at possible issues and options. Linda stated that she is a member of the group, and will report back to the Board following any meetings.

## **Section 7 Any Other Business**

Carol was asked to circulate the dates of the 2017 meetings to Members.

Action: Carol to arrange dates for the 2017 meetings, and circulate to Members.

The President thanked everyone for their presence, and brought the meeting to a close.