

Board of Trustees

2 June 2023

**Present:**

**Members:**

Ashok Ahir (President)  
Andrew Evans (Vice President)  
Lee Yale-Helms  
Janet Wademan  
Quentin Howard  
Susan Davies

Gronw Percy (Treasurer)  
Anwen Jones  
Lydia Rumsey  
Carl Williams  
Hannah Lindsay

**Executive Team:**

Pedr ap Llwyd	Chief Executive and Librarian
Owain Roberts	Director of Collections and Digital Services
Rhian Gibson	Director of Communications, Engagement and Partnerships

**Also present:**

Annwen Isaac	HR Manager
--------------	------------

**Minutes:**

Carol Edwards	Governance Manager and Clerk of the Board of Trustees
---------------	---

**Observers:**

Manon Maragakis	Welsh Government
-----------------	------------------

## 1.1 Chairman's welcome, opening remarks and apologies

The President welcomed all attendees to the meeting and extended a welcome back to Lee Yale-Helms who was beginning his term as a Trustee for two years from June 1. A warm welcome was also extended to Emyr Evans, Interim Head of the Finance Department.

Apologies were received from David Hay, Gwenllian Lansdown Davies, Elaine Treharne, Mike Cavanagh and David Michael.

## 1.2 Declaration of interests relevant to the agenda

Members of the Executive Team, the Clerk of the Board and the Human Resources Manager declared an interest in the discussion of the pension scheme as active members of that scheme.

### **1.3 Minutes of meetings held on 31 March 2023 and discussion of matters arising**

The minutes were approved subject to the following changes;

- i) Elin Royles was not present at the meeting on 31 March 2023
- ii) under 5.3, include a clause to say that an in-depth survey of the condition of the building is to be commissioned, and the report will be shared with the Buildings Panel in the first instance
- iii) under 3.1, a clause needs to be included to say that the Education Strategy was not ambitious enough, and that this needs to be addressed in the document

It was noted that Rhian Gibson and Owen Llywelyn had worked further on the Strategy to make it more ambitious, and it was suggested that they should meet with Susan Davies to discuss this additional work.

### **Section 2 Report of the Chief Executive and Librarian**

The Chief Executive and Librarian submitted his report, adding the following;

**Hay Festival** - Peter Lord and Rhian Davies gave a presentation on the Library's art and music collections on the Wednesday of the festival, and excellent feedback was received to the presentation. The Chief Executive spoke with the Deputy Minister, Dawn Bowden, and Julie Finch, the festival's Chief Executive, and has invited them to the Library to discuss our relationship with Hay Festival.

**Birthday celebration** - It was a pleasure to welcome Baroness Kay Andrews, former Chair of the Wales Committee of the National Lottery, and Manon Antoniazzi to the Library on 30 May; the Baroness was celebrating her 80th birthday, and her wish was to visit the Library to see items of interest to her in our collections.

**Eisteddfod yr Urdd** – the Secretary of State visited the Library stand on the Eisteddfod field last Tuesday and received an update on our education and engagement work. He was also very keen to know more about the work of the Library in general.

**National strike** - Prospect and PCS unions are on strike nationally on 7 June, and the PCS union will also be on strike on 8 June. With so many Library staff on strike, the Library will have to close to the public on those days. This will be the first time in many years that the Library has had to close due to strike action, but it is inevitable because the safety of staff and the public cannot be ensured on those days.

This will affect the income of the shop and Pendinas, and the guided tour for 25 members of Merched y Wawr on the Wednesday has been postponed.

Information about the Library closure will be shared on social media and the Library's website, and the news channels will also note the buildings that will be closed due to the national strike.

It was noted that the Library will open during the alumni reunion weekend at the end of June and also on Sunday, June 4 to welcome a gospel choir from Alabama who will be visiting.

### **Section 3 Strategic Matters**

#### **3.1 Governance Statement**

The statement was previously circulated to the Trustees and the independent members of the Audit, Risk and Assurance Committee and constructive feedback was received on the content. The statement was approved by the Trustees and will now be included in the Annual Accounts for the annual audit.

Emyr Evans confirmed that it will not be possible to sign the Annual Accounts at the end of July as normal, due to new risk-based audit requirements that Audit Wales must follow, and slippage in their schedule due to overrunning on another audit.

It was stressed that the delay in the audit arose on the side of the auditors and not on the side of the Library.

#### **3.2 Performance and Quality Committee Terms of Reference**

The Tailored Review commented in March 2020 about this committee's work and that there was not enough work to justify the continuance of the committee.

When the terms of reference for the standing committees were amended in 2021, this name was chosen for the above committee due to concerns about the quality of service standards etc. and its terms of reference were amended to reflect its responsibility for performance and quality matters.

At the March Board meeting, a decision was made to revisit the committee's terms of reference and to add to its duties to include governance matters and add to its performance responsibilities.

The Trustees agreed to approve the revised terms of reference presented to them, and to rename the committee Performance, Quality and Governance.

### **3.3 Deaccessioning and storage action plan**

Owain Roberts presented this paper following a discussion in the Audit, Risk and Assurance committee, which outlined the background to the discussions, risk mitigation measures, target risk, analysis of mitigation measures, demand for legal deposit physical material, curtailment of collection function, deaccessioning action plan and other considerations, such as a collections review for sponsored national institutions and independent and local museums.

Legal deposit is the largest collection amongst the Library's collections. The main measure the Library currently uses to mitigate the risk of storage space is deaccessioning. We collect this material in conjunction with the other legal deposit libraries in the UK, and the Library has a specific responsibility to collect Welsh material and other specific categories, whilst the other libraries have similar agreements for specific materials. Although it has been discussed in the past, the Library has no intention of limiting collection to material of Welsh and Welsh interest only.

The Welsh Government is commissioning a review of the needs of the sector in relation to physical and digital space. Capacity issues exist across the cultural heritage sector, and the review is expected to explore potential opportunities to create a sustainable model for storing collections including potential collaborative solutions. The Library has begun providing evidence for this review, with a report due in March 2024.

It was agreed that it was important that the Library addressed this issue soon, particularly as this was high risk, and agreed to form a task and finish group to look at a long-term plan; Board members were invited to join this group, and Lydia Rumsey, Andrew Evans and Quentin Howard were nominated. The group will discuss a detailed plan for deaccessioning to be presented to the Board at the September meeting, and a long-term plan for storage to be presented to the November meeting.

### **3.4 Audit, Risk and Assurance Annual Report**

Committee Chair Janet Wademan presented the annual report to the Board and thanked the Clerk for her help in preparing it. She also thanked members for their support during and outside committee meetings, and members approved the report.

### **3.5 Audit Wales – Setting Wellbeing Objectives**

This report was shared with the Trustees but the Chief Executive and Librarian apologised that the organisation's response to the report was not included with the papers which had been distributed to members. This will be distributed following the meeting.

Derek Walker, the Future Generation Commissioner visited the Library a few weeks ago, and Rhian Gibson and Owain Roberts showed him around the building. He saw the Wales Broadcast Archive and the Peace Petition, where there was an opportunity to show how the Library implements the Act in practice.

The Library is the first institution to receive such an audit, and it was agreed that the report was very positive.

### **3.5 Pension Scheme – update**

Lee Yale-Helms, Chair of the Pension Scheme Board, reported that the three-year review had been completed, and that the majority of Pension Board trustees had agreed to reduce the contribution rate to 30.1%. The Chair, representatives from Willis Towers Watson (WTW) and solicitors met recently to discuss re-starting the consultation process, the timeframe for which would be two months.

The Chair has discussed issues of lack of administrative support for the scheme following the departure of James Thomas from the Library with WTW, and an offer has been made by WTW of a one stop shop service to manage the investment service, actuarial and administrative work; this would cost the Library about £300k per year. If the Library went down this route, James Thomas would work for a few hours a month to pass information on to WTW.

The Chief Executive and Librarian reiterated that this proposal was a prudent one, as the Pension Scheme Board needed expert support and advice, and that appointing and training a new member of staff to replace James was going to take a long time; in addition, current staffing levels in the Department of Finance are critical.

Lee Yale-Helms noted that he is fully aware of a potential conflict of interest from using WTW to administer the entire service, but at the moment, the Library is in a difficult position with no staff support whatsoever for pension administration.

Following a discussion, it was agreed to appoint WTW for a year, and review the situation subsequently. This will be treated as a single tender action in terms of procurement. The Library's funding function will be subject to review during 2023/24, and the WTW service will be able to form part of that review.

Lee Yale-Helms will present this proposal to Pension Scheme Board trustees at its meeting on June 22.

## **Section 4 Corporate Affairs**

### **4.1 Financial Reports**

#### **4.1.1 Management Accounts March 2023**

The accounts were submitted by Emyr Evans. There was an initial budget deficit of £1,334k but this was revised (after we were informed of additional GiA) to £273k. The projected final deficit for 2022/23 is £100k. The Treasurer reiterated that this was a very positive situation at the end of a financial year.

### **4.2 Compliance and Risk**

#### **4.2.1 Corporate Risk Register**

The risk register was submitted by the Chief Executive and Librarian, who thanked Janet Wademan and Huw Lloyd Jones for the comments received following the last meeting of the Audit, Risk and Assurance Committee.

It was noted that a few errors appeared, where the inherent scoring is the same as the residual scoring, and the Chief Executive indicated that he would investigate this further.

Members asked to receive a 6 monthly report from Illtud Daniel of any cyber threats that have emerged.

## **Section 5: Committee Reports**

### **5.1 Finance and Resources Committee Draft Minutes 18.04.23**

The minutes were presented by the Chair, Gronw Percy. There were no questions or comments from the Trustees.

### **5.2 Audit, Risk and Assurance Committee Draft Minutes 25.04.23**

The minutes were presented by the Chair Janet Wademan. There were no questions or comments from the Trustees.

### **5.3 Quality and Performance Committee Draft Minutes 16.05.23**

The minutes were presented by the Chair Askok Ahir. There were no questions or comments from the Trustees.

The need to correct Gronw Percy's name was noted in the English version of the minutes.

## **Section 6: Any other matters**

### **6.1 Appointment of Trustees - update**

An update on the process of appointing Trustees was provided by Manon Maragakis.

The Clerk of the Board was thanked for providing members' diversity information and skills; following this, a role description is being prepared which will be shared with the President. Advertising is due on June 20, and the President will represent the members on the appointment panel. The process of re-appointing one of the current Trustees awaits the decision of the Deputy Minister, who is expected to make that decision in the next two weeks.

### **6.2 Devices for Board members**

The Clerk of the Board had circulated a message by email on behalf of Illtud Daniel informing members that they would soon have to receive devices from the Library for access to Board and committee papers to ensure compliance with Cyber Essentials accreditation requirements. Many of the Trustees expressed dissatisfaction with this, and the Clerk will report back to Illtud.

Members were reminded of the need to install 2-factor authentication (2FA) on RiskMate as this is also a requirement of Cyber Essentials accreditation. Illtud remains in discussions with the company about authentication for those who don't have a smartphone.

### **6.3 Corporate Governance Framework**

It was requested whether it would be possible to update the Corporate Governance Framework to include a clause about how decisions outside normal Board meetings are implemented. The Clerk will amend the Framework to include this.

### **6.4 S4C**

S4C has commissioned a series on the Library which will air in April 2024 – Rhannu Cyfrinach - staff from the Library will front the programme, where celebrities will come to the Library on a journey to find out about themselves; this will not be a series about the Library itself.

**Next meeting:**

We are looking to have an external facilitator facilitate a workshop on the afternoon of 27 July based on the Board's effectiveness report, while the Board's general meeting will take place on 28 July.

**POINTS OF ACTION ARISING FROM THE MEETING**

Agenda Item	Action	Responsibility	Date implemented/expected
<b>1.3</b>	Rhian Gibson, Owen Llywelyn and Susan Davies to meet to discuss education strategy	Rhian Gibson/Owen Llywelyn	Meeting took place 03.07.23
<b>3.3</b>	Set up a Task and Finish Group to discuss storage  Detailed deaccessioning plan to be submitted to the Board  Introducing a Long-Term Plan for Stores to the Board	Owain Roberts  Owain Roberts  Owain Roberts	✓  For the meeting on 29.09.23  For the meeting on 24.11.23
<b>3.5</b>	Share the Library's response to the Setting Well-being Objectives report	Clerk of the Board	Shared by email 21.06.23
<b>3.6</b>	Submission of WTW's proposal to administer the service to the Pension Scheme Board trustees	Lee Yale-Helms	Presented to Pension Scheme Board Meeting 22.06.23
<b>4.2.1</b>	6 monthly report on cyber threats	Illtud Daniel	For the meeting on 29.09.23
<b>5.3</b>	Correction of Gronw Percy's name in English version of entries	Clerk of the Board	✓
<b>6.3</b>	Amending the Corporate Governance Framework to reflect how decisions are taken outside normal Board meetings	Clerk of the Board	✓ presented to Performance, Quality and Governance Committee 18.07.23