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Board of Trustees
27 January 2023

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Present:

Members:

Ashok Ahir (President)	Andrew Evans (Vice President)
Lee Yale-Helms (Treasurer)	Lydia Rumsey
Janet Wademan	David Hay
Elin Royles	Mike Cavanagh
Quentin Howard	Gwenllian Lansdown Davies
Susan Davies	Gronw Percy (Treasurer-designate)

Executive Team:

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

Recorder:

Carol Edwards	Governance Manager and Clerk of the Board of Trustees

Observers (open session only):

Manon Maragakis	Welsh Government
Doug Jones	Partnership Council
Nia Dafydd	Partnership Council

1.1 Chair's Welcome, Opening Remarks and Apologies

The President welcomed everyone to the meeting, extending a special welcome to Gronw Percy, Treasurer-designate.

Apologies were received from Hannah Lindsay, Anwen Jones, Elaine Treharne and Carl Williams.

1.2 Declarations of Interest relevant to the agenda

1

Members of the Executive Team, Board Clerk and Partnership Council members declared an interest in the discussion on the salary award, as paid Library staff.

Lee Yale-Helms declared an interest in the report produced by CIPFA as a Trustee of one of CIPFA's charities.

1.3 Minutes of the meeting held on 25ᵗʰ November 2022 and 13ᵗʰ December and discussion of matters arising

The minutes of both meetings were accepted as an accurate record of the matters discussed.

Section 2 Chief Executive and Librarian's Report

Contemporary Art Gallery – it was reported that this development, which is part of the Welsh Government's programme for government is in two parts – a digital interface and an anchor gallery. The Library has been selected to be one of 10 digital sites and a programme will be prepared to select items for inclusion in the online gallery. Although it has submitted an application, the Library has been informed verbally that it has not been selected as an anchor site, but is awaiting further feedback on the decision. There will be one anchor site which will be a physical site.

University of Wales Trinity Saint David Strategic Alliance with the Library - Rhian Gibson reported that a successful first meeting had been held with the University of Wales Trinity Saint David about forming a partnership on digital projects. There will be another meeting in Swansea on 30 January to discuss virtual and immersive exhibitions.

Learning activities - Rhian Gibson reported that a presentation by the education service will be given to the Performance and Quality Committee on 14th March. A 3-year strategy is being prepared that aligns with the Library's main strategy – this will be presented to the Performance and Quality Committee initially, and then to the Board.

Visit by the Secretary of State for Wales - the Secretary of State's office has been in contact to state that the Secretary is interested in visiting the Library. No date has yet been agreed.

Wales Broadcast Archive - Trustees were reminded to respond as soon as possible to the invitation to the launch of the Welsh Broadcasting Archive on 16th March.

Welsh Government Culture Strategy - it was reported that Owain Roberts represents the Library as a member of the Steering Group.

Volunteering - the volunteering scheme continues to expand, and there will be an opportunity to recruit more volunteers over the coming months to work on a digital project when the peace chest and petition reaches us from the Smithsonian. The Library is also working with volunteers and volunteer groups at the Clip Corners in Carmarthen, Cardiff and Merthyr.

Section 3 Strategic Affairs

3.1 Corporate Governance Framework

The 2023 version of the Corporate Governance Framework was approved; this will be included in the online Trustees' Handbook.

6.5.3 Deaccessioning Policy

Following a request at the previous meeting, the policy was submitted for information to the Trustees.

3.3 Leveling Up Application

The next step in the process is to wait for Jonathan Adams, Capita, to visit the Library to price the project.

Section 4 Corporate Affairs

4.1 Financial Reports

4.1.1 Draft Budget 2023/24

The Officers met with the Executive Team to discuss the budget and were of the opinion that more work was needed on costs in 4 specific areas before the Board could approve it. This is in progress, and the draft budget will be presented to the Finance and Resources Committee on 7th February, and then to a special meeting of the Board on 23rd February.

The Treasurer noted that it was unfortunate that the draft budget could not be approved today, but that this needed to be addressed as a matter of urgency to ensure that a complete and robust budget aligned with the strategy was presented to the Committee on 7th February.

The Treasurer suggested that a review of financial management should be undertaken as a matter of urgency at all levels across the Library, from Director level down.

In relation to the private funds, the Executive Team was asked to work on 2 possible scenarios, namely the impact of withdrawing either £1M or £1.5M from the private funds to address the projected £1.7M budget deficit. It was agreed that the Executive Team would work on this and submit the information to the Finance and Resources Committee.

GWENLLIAN LANSDOWN DAVIES JOINED THE MEETING AT 12.00

4.1.1 November 2022 Management Accounts

The November 2022 management accounts were presented by David Michael, who highlighted the following areas;
- An additional £900k of GIA was received in November 2022 which was a positive variance
- The pay award for all staff was implemented in January 2022
- As the Library buys forward for an 18-month period, energy costs are less than previously anticipated

As a result, the projected final deficit for 2022/23 has fallen from c.£1,334k to c.£323k.

4.2 Compliance and Risk

4.2.1 Corporate Risk Register

The corporate risk register was brought to the attention of members; a detailed discussion will take place at the next meeting of the Audit, Risk and Assurance Committee, but the following was noted;

Insufficient and inappropriate storage space for physical collections - the risk has decreased from *Extreme* to *High* because of the space optimization work that's been done and also the work that's ongoing to identify potential sites for external storage space.

Data security and integrity - In light of the ongoing threat of cyber attacks, this rating should be raised. It was also asked whether the Board could receive a report on cyber security without delay

Risk that the Library is not a going concern – consider changing this from *Extreme* to *High* after March following the implementation of the new budget.

All Trustees now have access to RiskMate to be able to view both the corporate and departmental registers. It was agreed that this is a step forward, but there are still too many risks on the corporate register, and no mitigation actions show on the report so as

to be able to track risk mitigation progress. David Michael agreed to look at this and report to the next meeting of the Audit, Risk and Assurance Committee.

Section 5: Reports from Committees

5.1 Quality and Performance Committee Draft Minutes

The minutes were presented by the Chair, Ashok Ahir, and the following were highlighted;

Performance Indicators Q1 and Q2 – digital visitor numbers have dropped but work is underway to establish the reason behind the drop.

Hybrid Working Policy - the policy allows staff to work from home for a maximum of 2/3 days each week. A work-from-home procedure to manage and monitor staff working at home is being developed. Unions and staff are still considering this policy.

Section 6: Any Other Business

Welsh Government Framework Document - the Library is still awaiting the final version of this document, and Manon Maragakis will follow this up with the relevant Government department. The 2022 version of the framework states that the Library must have a "budget cover" in place for the use of its private funds, but the 2011 version does not specify this, so it was agreed that the Library would follow the old framework in using its private funds until the final new version has been agreed and circulated.

Closed Session Summary 27.01.23 - Trustees, Executive Team, HR Manager and Board Clerk present.

Budget Consultation
David Corner, CIPFA, presented his report which sets out the Library's current financial position, looks at the extent of the potential structural deficit and identifies potential options for the Trustees to consider to generate cost savings.

David Corner was thanked for his comprehensive report, which will now be presented to the Finance and Resources Committee on 7th February for more detailed consideration.

Pension Scheme
The Chief Executive and Librarian reported that the Welsh Government had stated that the Deputy Minister would have no objection to the Library proceeding with a consultation on the closure of the current pension scheme. There was a vote among the members and it was agreed to go ahead with the consultation.

ACTION POINTS ARISING FROM THE MEETING

Agenda item	Action	Responsibility	Date implemented/expected
Closed Session	CIPFA report to be on Finance and Resources Committee agenda 07.02.23	Clerk	✓
	John Cockerton invited to Finance and Resources Committee meeting 07.02.23	Clerk	✓
Chief Executive and Librarian's Report	Contemporary Art Gallery – receive feedback in relation to the Contemporary Art Gallery's anchor site	Manon Maragakis	✓
Draft Budget 2023/24	Arrange a review of financial management at all levels across the Library, from Director level down	Chief Executive	✓
	Work on 2 private money use scenarios 1. withdraw £1M to meet £1.7M deficit 2. withdraw £1.5M to meet £1.7M deficit	Executive Team	✓
Corporate Risk Register	*Data security and integrity* - need to raise the rating and prepare a report to the Board on cyber security *Risk that Library is not a going concern* - change the rating to HIGH after March No mitigation actions appear in report Need to reduce the number of risks	David Michael	The register has been revised to reduce the number of risks and all risks on the register have been reviewed and/or revised. Internal audit report on risk management to take place which will include risk register
Framework Document	Receive feedback on the status of the 2022 version of the Framework	Manon Maragakis	✓