

Minutes of the Board of the National Library of Ireland

Thursday 6 October 2022 at 11:00

Venue: Boardroom, National Library of Ireland,
4 Kildare Street, Dublin 2, D02 A322

Board	<p>Present: Eoin McVey, Chairperson Dr Marie Bourke (4-14) Prof Maeve Conrick John Grenham (4-14) Lisa Grimm Lorelei Harris Dr Conor Kostick (via video conferencing) Prof Ciarán Ó hÓgartaigh Prof Kalpana Shankar (4-14) (via video conferencing) Caitriona Sharkey (via video conferencing) Jennifer Taaffe (1-7.3) (via video conferencing)</p>
Staff	<p>In attendance: Katherine McSharry, Acting Director (1-13.4) Orla Sweeney, Board Secretary (1-13.4) Brian O'Donnell, Head of Estates (7) Eoghan Ó Carragáin, Head of Digital Collections (8.2-8.4) Kathleen Ruane, Head of Finance-CRO (8.5-10.3)</p>
Service provider	<p>In attendance: Dr Jonathan Westrup, Partner, Board Excellence (6)</p>
<p>Note: (Items 1-13.4) denotes presence/attendance for the inclusive sections of the minutes. All other Board members were present for the full duration of the meeting.</p>	

1. Interests and procedural matters

The Chairperson confirmed that the meeting was quorate. In response to the Chairperson's request for the Board to declare any conflicts of interests, none were declared by the Board.

The Board meeting was quorate. The Board declared no conflicts of interests.

Note: All Board papers were circulated in advance of the Board meeting unless otherwise stated and taken as read.

Presentations were provided, at the meeting, for Items 6 (in addition to a Board paper) and 7.1-7.3. The presentations were circulated to the Board after the meeting.

2. Draft minutes of the Board meeting of 4 August 2022 and their publication

The Board approved the draft minutes of the Board meeting of 4 August 2022, and the publication of the approved minutes with redactions as appropriate.

3. Matters arising

The Acting Director outlined the matters arising action table.

The Board noted the appointment of Philip O'Regan, Professor of Accounting and former Dean of the Kemmy Business School in University of Limerick as a member of the Audit and Risk Committee (ARC). The appointment was proposed by the Chairperson of the Board, seconded by the ARC's Chairperson and approved by the Board on 5 September 2022.

The ARC Chairperson advised the Board that he identified Prof O'Regan as a candidate for the vacant position on the Committee given Prof O'Regan's profession in financial accounting and his knowledge of the NLI through his PhD studies in history. The Chairperson of the Board noted his appreciation to the ARC Chairperson for his assistance in relation to this matter.

The Board noted the matters arising action table and its appointment of Prof Philip O'Regan as a member of the Audit and Risk Committee on 5 September 2022.

4. Acting Director's Report

The Acting Director outlined her written report to the Board. In addition, the Acting Director verbally briefed the Board on the following matters:

- Finance: Additional funding has been requested to meet the NLI's energy costs that are rising in line with inflation. The Executive and the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (DTCAGSM) are in consultation regarding this matter.
- HR matters and recruitment: The contingency measures, pending the appointment of a Head of HR, were outlined. In general, recruitment campaigns are more challenging now in light of market conditions.
- Website: Development of the new website continues with a launch date estimated for early December 2022. The Board will be invited to participate in the testing of the new website.
- Acquisitions: A collection item from the monthly list of Special Collections acquisitions has been selected for the Board to view after its meeting: this practice will continue at all other Board meetings, where appropriate.

The Board discussed the matters raised by the Acting Director in her written report and verbal briefing to them including the pension and lump sum allocation and costs; and the energy crisis in terms of costs to the NLI, funding from DTCAGSM and the role of the Council of National Cultural Institutions in also liaising with the DTCAGSM on the additional funding required.

The Acting Director addressed queries from the Board in relation to the previous recruitment campaign for the Head of HR; the materials included in the Katherine Zappone and Ann Louise Gilligan collection; and Digital Collections' continued efforts towards an amendment of the legalisation to allow for the extension of legal deposit to the Irish web domain.

The Board noted the Acting Director's written report and verbal briefing.

5. Board Committees

5.1 Audit and Risk Committee

In addition to the ARC Chairperson's written report to the Board on the ARC meeting of 21 September 2022, the ARC Chairperson verbally briefed the Board on the following matters:

- Committee membership: A change in the ARC's membership took place with the conclusion of Teresa Harrington's term and the appointment of Prof Philip O'Regan (as outlined above under matters arising).
- Internal audit report on the review of collections and acquisitions: The ARC's satisfaction with the Executive's response to its request for further information on the report's findings.
- Internal audit plan 2022: Following consultation with the ARC, the Executive and the internal auditors, it is confirmed that an audit of HR can take place in 2022 (report due in 2023) in the face of staffing constraints within the HR unit. The ARC advised the internal auditors to consider, during the course of the HR audit, succession-planning, management, talent and retention, particularly in senior posts.

On foot of a request from the ARC Chairperson, the Chairperson of the Board agreed to consult with him and the Acting Director on the ARC's recommendation that an exit interview of senior managers take place upon their resignation.

The Board noted the Committee Chairperson's written report and verbal briefing on the Audit and Risk Committee meeting of 21 September 2022.

The Board also noted the approved minutes of the Audit and Risk Committee meeting of 20 July 2022.

5.2 Committee on Genealogy and Heraldry

The Chairperson of the Committee on Genealogy and Heraldry (CHG) advised the Board that the Committee had

no meeting scheduled between the previous and present Board meetings, and the next Committee meeting is scheduled to take place on 23 November 2022.

The CHG Chairperson acknowledged the insights he had garnered on the CHG as a result of the external evaluation process, and he considered if a CHG sub-committee, drawing on the skills and experience of the Committee members in genealogy, should be established in 2022 to evaluate the NLI's genealogy services with a report to the Board in 2023.

The Board noted the Chairperson of the Committee on Genealogy and Heraldry's verbal briefing on Committee matters.

5.3 Readers' Advisory Committee

The Chairperson of the Readers' Advisory Committee (RAC) verbally briefed the Board on the Committee meeting of 20 September 2022 as follows:

- The Head of Digital Collections delivered a presentation on their department. The RAC and the Head of Digital Collections had a detailed discussion on a range of matters pertaining to digital collections including security and risk management.
- The RAC agreed to consider, in more detail, two projects for prioritisation during its term: (i) a multi-functional NLI mobile unit; and (ii) an integrated library-wide search engine for Ireland. The RAC Chairperson provided a detailed outline of the RAC's initial considerations on the said projects and the Board discussed the matter.

The RAC Chairperson also outlined her deliberations on addressing diversity and inclusion among the Committee's membership.

The Board noted the Committee Chairperson's verbal report on the Readers' Advisory Committee of 20 September 2022. The Board also noted the approved minutes of the Readers' Advisory Committee meeting of 26 April 2022.

6. External evaluation of the Board and its Committees

Dr Jonathan Westrup, Partner in Board Excellence, presented an outline of Board Excellence's draft report on its evaluation of the effectiveness of the Board and its Committees.

The Board discussed the draft report with Dr Westrup and the Acting Director. The Board acknowledged the insights it had gained as a result of the independent effectiveness evaluation.

The Board noted Board Excellence's draft report on its evaluation on the effectiveness of the Board and its Committees.

7. Presentation: Capital development project update

7.1 Pre-planning update;

7.2 Interim business case

7.3 Update on governance and operations

Brian O'Donnell, Head of Estates presented an update on the Capital Development Project. The Head of Estates and Acting Director addressed queries from the Board on the exhibition spaces; the provision for the interim business case as part of the current governance and operations systems; and advised that there is no timeframe outlined in the governance and operations systems by which Ministerial approval may be granted.

The Board noted the update on the Capital Development Project's pre-planning submission, interim business case and the governance and operations system.

7.4 Main reading room visitors' gallery proposal

Brian O'Donnell, Head of Estates, outlined the proposal for a visitors' gallery in the main reading room. He also addressed queries from the Board concerning the rationale and proposed dimensions, access points, noise control and air circulation for the visitors' gallery.

The Board approved the proposals for an enclosed glazed visitors' gallery to the balcony of the main reading room.

The Board noted that the Interim Business Case will now consider (in light of the approval provided above) as one of the options to be assessed, whether to include the visitors' gallery as part of the Capital Development Project's parameters.

8. Business cases

8.1 Exhibitions, Learning and Programming: Exhibition services in the redeveloped West Wing, stage 1

The Acting Director, on behalf of the acting Head of Exhibitions, Learning and Programming, outlined the relevant business case.

The Board provided its approval for the Executive to: (i) issue a Pre-Qualification Questionnaire (PQQ) for exhibition services (for example, the interpretation, design, wayfinding, orientation, fit out, installation and maintenance) in the redeveloped West Wing; [REDACTED] [REDACTED] and (iii) shortlist a number of suitable suppliers for the said project.

The Board noted that PQQ process and the subsequent shortlisting does not involve any financial commitment; nor a commitment to make an offer; nor is it the basis of a legal and binding contract.

8.2 Digital Collections: Web-archiving services

Eoghan Ó Carragáin, Head of Digital Collections, outlined the relevant business case and addressed queries from the Board concerning: the low number of tender submissions; and the lawsuit between a coalition of major book publishers and The Internet Archive concerning its controlled digital-book lending programme.

The Board noted the amendment to the tender competition as outlined in the business case and verbally reiterated by the Head of Digital Collections.

The Board provided its approval for the Executive to proceed to contract with The Internet Archive, as the successful tender under the Open OJEU competition (RFT: 2022/S 137-392208), for web-archiving services for the NLI for a period of 4 years [REDACTED]

The Board noted that the financial costs represent the upper amount that could be spent over the 4 years, subject to annual budget allocations approved by the Leadership Team and the Board.

8.3 Digital Collections: Wi-Fi replacement

The Head of Digital Collections, outlined the relevant business case. In addition, the Head of Digital Collections informed the Board that:

- Subsequent to the circulation of the business case to the Board, the successful tenderer Agile Networks Ltd advised that the NLI's preferred order model [REDACTED] now has a 12-month deliver date due to global supply chain issues affecting the product manufacturer. This same model was the only one offered by the only other tender respondent, whereas Agile Networks Ltd had given various options in their tender response.
- Digital Collections recommends that the NLI places an alternative order model with Agile Networks Ltd with initial delivery in Q1 2023 [REDACTED] [REDACTED] which is in line with the original estimate given to the Board.

The Board noted the additional information provided above.

The Board provided its approval for the Executive to purchase equipment from Agile Networks Ltd. (Supplementary RFT: ITC013F-01-025), needed to

connect to Government Network Wi-Fi solution, [REDACTED]
[REDACTED]

8.4 Special, Published and Digital Collections: Collection Management Services Framework 2022-2026

The Head of Digital Collections outlined the relevant business case and addressed a query from the Board concerning the NLI's Digitisation Steering Group.

The Board provided its approval for the Executive to appoint operators under 3 lots of the Collection Management Services Framework 2022-2026, as follows:

- **Eneclann Ltd, Mastermind Ireland Ltd and Bibliographic Data Services Ltd (3 companies) to be appointed to the Framework under Lot 1 – Metadata Creation, Quality Assurance, and Enhancement;**
- **Eneclann Ltd, Iron Mountain Ireland Ltd and Kefron Ltd. (3 companies) to be appointed to the Framework under Lot 2 – Processing and Preservation; and**
- **Iron Mountain Ireland Ltd, Eneclann Ltd, Mastermind Ireland Ltd, and Kefron Ltd (4 companies) be appointed to the Framework under Lot 3 – Digitisation.**

The Board noted that the total value of the Framework will be in the region €1.25m-€1.5m inclusive of VAT, over four years 2022-2026.

The Board also noted that all contracts awarded under the proposed Framework will be subject to the NLI's approval procedures, on a contract by contract basis and will be awarded by way of a mini-competition for each contract.

The Acting Director responded to queries from the Board concerning funding of the Band Aid Archive project in terms of special grant funding and engagement with identified philanthropic funders.

8.5 Finance: Data Protection Officer services

Kathleen Ruane, Head of Finance-CRO, outlined the relevant business case.

The Board provided approval for the Executive to issue a tender for Data Protection Officer services for the NLI.

9. Corporate affairs

9.1 Finance: Management accounts for year to 31 July 2022

The Head of Finance-CRO outlined the draft management accounts for the year to 31 July 2022 and addressed a query from the Board concerning the accounting of genealogy income.

The Board approved the draft management accounts for the year to 31 July 2022.

9.2 Finance: Registering NLI as a charity

The Head of Finance-CRO outlined the relevant Board paper. The Acting Director answered a query from the Board concerning the NLI's association with The Ireland Funds.

The Board noted the update on the registration of the NLI as a charity with the Charities Regulatory Authority under the Charities Act 2009.

10. Policies

10.1 Finance: Operational Fixed Asset Policy and Procedures

The Head of Finance-CRO outlined the relevant Board paper.

The Board approved the draft Operational Fixed Asset Policy and Procedures (document ref: NLI-PRV4-09).

10.2 Finance: Website Privacy Statement

The Head of Finance-CRO outlined the relevant Board paper.

The Board approved the draft updated Website Privacy Statement.

The Board agreed that it should be informed (approval does not need to be sought) of significant amendments made to the approved Statement by the Executive in line with the NLI's data processing activities.

The Board noted that the approved Statement will be published on the NLI website and replace the current published Website Privacy Statement.

10.3 Digital Collections: Website Cookie Policy

The Head of Finance-CRO outlined the relevant Board paper.

The Board approved the draft updated Website Cookie Policy.

The Board agreed that it should be informed (approval does not need to be sought) of significant amendments made to the approved Policy by the Executive in line with the NLI's data processing activities.

The Board noted that the approved Policy will be published on the NLI website.

11. Emergency planning

11.1 Emergency Plan

The Acting Director outlined the relevant Board paper and answered a query from the Board concerning the NLI's preparedness to manage an immediate emergency. The Acting Director advised that the draft watermark should have been removed from the Emergency Plan circulated to the Board as the updated Plan had been approved by the Leadership Team on 23 September 2022.

The Board noted the Emergency Plan.

11.2 Crisis Communications Procedure

The Acting Director outlined the relevant Board paper.

The Board noted the Crisis Communications Procedure. The Board recommended that the Procedure also name the statutory stakeholders that the NLI will communicate with in the event of all crises (e.g DTCAGSM) and relevant crises (e.g. Data Protection Commission etc).

12. Next Board meeting

The Board noted that the next Board meeting will take place on Thursday 1 December 2022 at 11am.

13. AOB

13.1 Deputy Chairperson of the Board

The Chairperson informed the Board that in line with previous practice, he wishes to appoint a Deputy Chairperson of the Board. Prof Ciarán Ó hÓgartaigh has agreed to act as the Deputy Chairperson; and the Deputy Chairperson will assume the responsibilities of the Chairperson of the Board in the event of his absence.

In response to the Chairperson's request, the Board approved the appointment of Prof Ciarán Ó hÓgartaigh as Deputy Chairperson of the Board.

13.2 Festive lunch for Board and Committees

The Chairperson advised the Board of plans for a festive lunch.

The Board noted that invitations will be issued to the Board, Board's Committees and Leadership Team to lunch on 1 December 2022.

13.3 Finance: NLI Bank Mandate

The Acting Director outlined the relevant Board paper.

The Board approved the new Bank Mandate which details operation and signing authority with any two of the following as authorised signatories for cheques: Katherine McSharry (Deputy Director and Head of Exhibitions, Learning and Programming); Kathleen Ruane (Head of Finance and CRO); Liz Coffey (Head of Head of Communications and Development).

13.4 Communications and Development: Contract for Translation Services

The Acting Director advised the Board of an amendment to the procurement process, as approved by the Board on 2 June 2022, for the supply of translation services to the NLI. The Acting Director responded to queries from the Board concerning the language/s within the scope of the translation service and technical issues with the NLI's website in the provision of information through Irish.

The Board noted that the Executive will submit a request to the Board by email to approve the award of contract for the supply of translation services to the NLI.

13.5 NLI Society

The Board noted that the Acting Director will submit a briefing paper on the NLI Society at the next Board meeting.

14. Time alone

The Chairperson updated the Board on the recruitment of a new Director.

The Chairperson closed the meeting.