

Minutes of the Board of the National Library of Ireland

Thursday 2 December 2021 at 11:00

Video Conferencing

Board	<p>Present: Eoin McVey, Chairperson Dr Marie Bourke Prof Maeve Conrick John Grenham Lisa Grimm Lorelei Harris Dr Conor Kostick Katherine McSharry Prof Ciarán Ó hÓgartaigh Prof Kalpana Shankar Caitriona Sharkey Jennifer Taaffe</p>
Staff	<p>In attendance: Dr Sandra Collins, Director Susan O'Donnell, Acting Secretary Kathleen Ruane, Head of Finance and CRO (8.2-9.2 only)</p>
<p>Note: (8.2-9.2) denotes attendance for the inclusive sections of the minutes. All other Board/staff members were present/in attendance 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 enquiry, the Board had no conflicts of interest to declare and adopted the meeting agenda.

The Board confirmed they were quorate; adopted the meeting agenda; and had no conflicts of interest to declare.

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

2. Draft minutes of the Board meeting of 7 October 2021 and their publication

With reference to item 3, Matters Arising, the Board agreed that action 19.3.2, External Review of the Effectiveness of the Board – Improvement Plan, will remain open. The next external review of the effectiveness of the Board is to be completed by 30 June 2022.

The Board approved the draft minutes of the Board meeting of 7 October 2021, subject to one amendment to Matters Arising, and the publication of the approved minutes with redactions as appropriate.

3. Matters arising

The Director provided the Board with an overview of the matters arising action table, noting the status of each action as detailed in the table. The following actions were considered in more detail:

Action 19.3.2: The Director advised that this matter will remain open, as noted at item 2 above, with the next external review of the effectiveness of the Board to be completed by 30 June 2022.

Action 2021.2.2: The Director advised that the Audit and Risk Committee (ARC) instructed the Head of Estates to seek legal advice regarding the proposed new Governance arrangements. The legal advice regarding the proposed new Governance arrangements has been received and reviewed by the ARC, and is included on the Agenda for review by the Board at this meeting.

Action 21.5.2: The Director advised that the tour of the West Wing for Board members, originally scheduled for 2 December and deferred due to Government advice on Covid-19, will be re-arranged for Spring 2022.

The Board noted the matters arising action table.

4. Director's report

The Board agreed to take as read the Director's report section entitled '*NLI Executive Report: Look Back at 2021*'.

The Director provided the Board with a verbal briefing on NLI services and opening arrangements as follows:

- In line with Government advice, the National Library of Ireland onsite services remain open. The health and safety of everyone in our buildings is our first priority and modifications to how readers and visitors use and access the NLI continue to be in place per Government guidance.
- Staff numbers on-site have been reduced in line with Government advice in December 2021 to work from home where possible, and to continue to deliver our services. Numbers on-site were currently at 60% on average. This number is a reduction from 85% on-site in an earlier phase of Covid-19 restrictions in September 2021.

Addressing a query from the Board, the Director confirmed that overall there was a high level of compliance from visitors in relation to adherence to health and safety measures.

The Chairperson noted that, in relation to the West Wing Capital Development Project, he had taken a tour of the West Wing in November, including viewing of illustrations of the proposed fit-out and upgrades.

The Board noted the Director's report.

5. NLI Strategy 2022 – 2026

The Director provided an update to the Board on the development of the NLI Strategy 2022-2026.

The Director noted thanks to Board members for their input and direction at the Board Strategy workshop held on 7 October. An aide memoire of the workshop has been provided by OCS Consultants for approval.

The Director advised that the draft text of the Strategy was submitted to the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (DTCAGSM) for the attention of the Minister and her officials. This is a statutory consultation and three months must be allowed for the Minister's response.

The public consultation on the Strategy is underway in the form of a short summary published on the NLI website. This is being promoted using NLI newsletters, email lists and social media. The public consultation has generated over 500 responses to date.

The Director noted that the next steps in the development of the NLI Strategy 2022-2026 are: to gather and address feedback from the Minister and her officials in DTCAGSM, and from the public consultation. The final draft text is to be provided to the Board for approval at its meeting of 10 February 2022. Finally, if the Board approves the text, production of the new strategy would progress to design and translation, with a view to publishing the new NLI Strategy 2022-2026 in March/April 2022.

The Board approved the draft aide memoire of the Board's session of 7 October 2021 on the new Strategy 2022-2026.

The Board approved the latest draft of the NLI Strategy 2022-2026 submitted to DTCAGSM and the next steps to complete the development of the new strategy.

6. Reimagining the National Library Capital Development Project

6.1 Reimagining the National Library

The West Wing of the National Library Main building at 7/8 Kildare Street is being redeveloped. The Head of Exhibitions, Learning and Programming (ELP), Katherine McSharry, is leading the exhibition, interpretation and visitor experience planning.

The Head of ELP presented a high-level briefing to the Board on the vision for the redevelopment of the West Wing and what it will offer the National Library and its audiences. The briefing note was presented ahead of a business case which will follow in 2022.

The Board noted the importance of providing education spaces, classes and events that appeal to diverse audiences; and that accessibility should be built in from the design stage.

The Board noted the importance of flexibility in design, and the regular rotation of exhibitions.

The Board commended the ambition of the plans; the focus on accessibility; and the presentation provided by the Head of ELP.

The Board considered and discussed the vision and high-level approach to developing interpretation, exhibitions, engagement and visitor experience in the NLI's West Wing.

6.2 Legal advice re: Governance and Operating Arrangements for the NLI Capital Development Project

The Chairperson noted that the new Governance and Operating Arrangements for the NLI Capital Development Project are based on a Memorandum of Understanding (MOU) between DTCAGSM, OPW and NLI. The MOU accommodates variances to address the individual needs of the NLI. On the instruction of the Audit and Risk Committee (ARC), the Head of Estates sought legal advice from Byrne Wallace to address issues such as potential liability, risk and responsibility for the NLI that may arise from the MOU.

The Chairperson of the ARC, Prof Ciarán Ó hÓgartaigh, reported that the Committee considered the Byrne Wallace legal advice regarding the MOU between DTCAGSM, OPW and the NLI at its meeting of 19 November 2021.

The Head of Estates will present additional advice from Byrne Wallace on a draft MOU to the ARC and the Board in Q1 2022.

In response to a query from the ARC, the Chairperson of the Board agreed that relevant expertise could be provided to the ARC, including potentially appointing a new member with relevant expertise to the Committee.

The Chairperson of the Board noted thanks to the ARC for their consideration of the matter.

The Board noted the legal advice received from Byrne Wallace, dated 17 November 2021, regarding the proposed Governance system for the next phases of the West Wing Capital Development Project.

7. Policies

7.1 Collection Development Policy & Guidelines

The Director advised that the Collection Development Policy and Guidelines are submitted for approval, following the external consultation completed in September and October 2021 and draft design work by the NLI Graphic Designer. If the document is approved, it is planned to publish the Policy and Guidelines to the NLI website in early 2022.

In response to a query from the Board regarding the collection of digital materials where sources such as new apps are continually emerging, the Director noted that the Guidelines will be reviewed every two years.

The Board approved the publication of the new Collection Development Policy and Collection Development Guidelines.

8. Business Cases

8.1 Estates: NLI Contract Security Services

The Board provided approval to award the NLI Security Services Contract to Momentum Support Services Limited for a two-year contract with two options to extend by one year. The financial cost of the project excluding VAT is [REDACTED]

8.2 Finance: NLI Internal Audit Services

The Head of Finance and Chief Risk Officer (CRO), Kathleen Ruane, sought approval to award the contract for the provision of internal audit services to Crowleys DFK for a contract term of 3 years from 1 January 2022, with the option to extend for an additional 12-month period.

The Chairperson of the Audit and Risk Committee (ARC), Prof Ciarán Ó hÓgartaigh, advised that the ARC approved the decision at its meeting of 19 November 2021, and recommended that the Board provide its approval to award the contract to Crowleys DFK.

The Head of Finance and CRO confirmed that Crowleys DFK have served two terms of four years as Internal Audit service provider and, if approved, this would be the third term served by Crowleys DFK. The Chairperson of the ARC confirmed that rotation of service providers is not a required policy, but recommended that this is considered in the future.

The Board provided approval to award the contract for the provision of internal audit services to Crowleys DFK for a contract term of 3 years from 1 January 2022 with the option to extend the contract for an additional 12-month period.

The financial cost of the project excluding VAT is [REDACTED] over [REDACTED]. This cost is based on a single blended daily rate excluding VAT of [REDACTED].

9. Corporate affairs

9.1 Finance: Management accounts for year to 30 September 2021

The Chairperson commended the figures for the year to 30 September 2021 as provided.

Following queries from the Board, the Head of Finance and CRO confirmed that funding from the Department will be provided as expected, and that Quarter 3 funding of €4,000 has been received from the Irish Research Council in Quarter 4.

The Head of Finance advised that expenditure for 2021 is on track to be as forecast. The high level summary was included as suggested by the Board.

The Board approved the draft management accounts for the year to 30 September 2021.

9.2 Annual Report 2020

Katherine McSharry, in her capacity as Deputy Director and Head of Exhibitions, Learning and Programming, advised that the Annual Report 2020 has been signed off and will be laid before the Oireachtas.

The Board noted the Annual Report 2020.

The Board will be provided with a printed copy of the Annual Report in English and in Irish.

10. Board committees

10.1 Audit and Risk Committee: Report on 19 November 2021 and minutes of 24 September 2021 meeting

The Chairperson of the Audit and Risk Committee (ARC), Prof Ciarán Ó hÓgartaigh, briefed the Board on the ARC meeting of 19 November 2021.

The draft minutes of the Committee meeting of 19 May 2021 were to be finalised on the return to work of the Secretary to the ARC. However given the timeline for her return to work, it was agreed that the Head of Finance and Chief Risk Officer (CRO), Kathleen Ruane, would draft the minutes of the Committee meeting of 19 May 2021 for the next ARC meeting. Actions arising

from that meeting had been captured in the Matter Arising report.

The ARC approved the internal audit plan 2022 as follows:

1. High Level Review of Internal Controls
2. Review of Collections including acquisitions; and
3. Review of HR.

The ARC met Tony Cooney, partner with Internal Auditors Crowleys DFK, on the internal audit reports on the Risk Management Framework and on GDPR Systems and Procedures. The ARC approved the final drafts of both internal audit reports.

With regard to GDPR Systems and Procedures, the Chairperson of the ARC noted that the procurement of a temporary external DPO service provider will be an important step in further addressing the audit findings. The Director confirmed that the contract for the external Data Protection service provider is progressing and will be in place by the end of December.

The Chairperson of the ARC thanked the Head of Finance and CRO for the documentation provided.

The Board noted the Committee Chairperson's report on the Audit and Risk Committee meeting of 19 November 2021, and the approved minutes of the Audit and Risk Committee meeting of 24 September 2021.

10.2 Committee on Genealogy and Heraldry and Readers' Advisory Committee Membership

The Chairperson advised that external, non-Board nominees for the Genealogy and Heraldry Committee were contacted in advance to confirm their willingness to accept a nomination to the Committee.

The proposed non-Board member membership for the Committee on Genealogy and Heraldry was as follows:

- Mr Tony Hennessy
- Ms Catriona Crowe
- Dr Rachel Murphy
- Ms Nicola Morris
- Reserve in the event a vacancy arises:
Dr William Roulston

The Board approved and noted the non-Board member membership of the Committee on Genealogy and Heraldry.

In relation to the Readers Advisory Committee (RAC), the Chairperson advised that the appointment of potential non-Board members to the Committee will be considered. This is to ensure the geographic representation of all provinces as required by the membership criteria of the RAC, among other considerations.

The Board Chairperson and the Chairperson of the Readers Advisory Committee will consider the non-Board membership of the RAC and will bring proposal to the Board for their approval.

11. Next Board meeting: Thursday 10 February 2022, 11:00

The Board noted that the next meeting of the Board will take place on Thursday, 10 February 2022 at 11:00.

12. Any Other Business

12.1 New exhibition 'Ireland on the Box' at the National Photographic Archive

Katherine McSharry, in her capacity as Deputy Director and Head of Exhibitions, Learning and Programming (ELP), noted that a new exhibition, 'Ireland on the Box' will open at the National Photographic Archive (NPA) from 29 December 2021, for six months.

The exhibition is a collaboration with RTÉ and celebrates six decades of television in Ireland since RTÉ launched on 31 December 1961.

The Board noted the opening of the new exhibition 'Ireland on the Box' at the National Photographic Archive on 29 December 2021.

13. Private Session:

13.1 Annual self-assessment evaluation of the Board's effectiveness

The Board had a discussion on its effectiveness.

Opinions were expressed by directors that they were satisfied with the Board's effectiveness. In particular, appreciation was expressed for the comprehensive nature of the papers that are being prepared for the Board by the acting Board Secretary and for their timely issuance. Appreciation was also expressed for the clarity and thoroughness of the papers prepared by the Head of Finance and Chief Risk Officer. The extent to which the quality of these papers assists the proper functioning of the Board and the Audit & Risk Committee was noted.

Opinion was also offered that the ability of Board meetings to keep to the scheduled timings for agenda items and not to run over-time is very welcome.

There was no expression of dissatisfaction with the effectiveness of the Board.

It was also said that, for the recently-appointed directors, it was perhaps a little premature to voice a definitive evaluation of the Board's effectiveness. It was noted and discussed that an external evaluation of the Board's effectiveness will take place in 2022.

13.2 Private discussion

The private discussion was not minuted.

The Chairperson closed the meeting.