

Minutes of the Board of the National Library of Ireland

Thursday 15 February 2021 at 11:00

Video Conferencing

Board	Present: Eoin McVey, Chairperson of the meeting; Dr Marie Bourke; Prof Maeve Conrick; Dr Conor Kostick; Katherine McSharry; Jennifer Taaffe.
Staff	In attendance: Dr Sandra Collins, Director; Orla Sweeney, Secretary.

1. Introductions and designate a chairperson of the meeting

The Director noted her appreciation to the Board members for their commitment and service to the National Library of Ireland as demonstrated by their acceptance of their appointments by the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media. The Director welcomed the return of Prof Maeve Conrick, Dr Conor Kostick, Katherine McSharry, Eoin McVey and Jennifer Taaffe as reappointed members of the Board and extended a warm welcome to Dr Marie Bourke as a newly appointed Board member. The Director informed the Board that vacancies on the Board are due to be advertised on www.stateboards.ie by the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (DTCAGSM) via the Public Appointment Service.

The Board members introduced themselves by providing a brief overview of their professional biography, outlined their term of appointment to the Board and in the case of reappointed members noted their role on the Board where relevant and previous membership of the Board's committees.

Prof Conrick proposed Eoin McVey as Chairperson of the meeting. Jennifer Taaffe seconded the proposal. The Board endorsed the designation of Eoin McVey as Chairperson of the meeting.

Introductions took place among the Board members. The Board endorsed the designation of Eoin McVey as Chairperson of the meeting.

2. Interests and procedural matters

The Chairperson confirmed that the meeting was quorate. No amendments to the agenda were proposed by the Board. In response to the Chairperson's enquiry, the Board had no interests to disclose. The Board noted the Chairperson's advice that matters arising would be an item on the agenda of the next Board meeting.

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

The Board confirmed they were quorate and no interests were disclosed.

3. Draft minutes of the Board meeting of 10 September 2020 and their publication

The Board approved the draft minutes of the Board meeting of 10 September 2020 without amendment and the publication of the approved minutes with redactions as appropriate.

4. Director's report

The Director provided the Board with a verbal briefing as follows:

- Annual Report 2019: The Annual Report 2019, which was published and laid before the Houses of the Oireachtas, will be circulated to the Board as part of their induction pack.
- Finance: Monthly management accounts for 2020 and Budget 2021 have been prepared and will be submitted to the Audit

and Risk Committee and then the Board. An overview of the recruitment undertaken in 2020 was provided.

[REDACTED]

- Re-imagining the NLI: An overview of the west-wing building programme was provided along with an outline of the present Phase 2. In addition to the programme, enabling works are also taking place in 2/3 Kildare Street, which will facilitate staff that need to re-locate from the west wing in advance of major building works commencing. The Head of Estates will be invited to brief the Board on the programme, including governance and design plans, at the next Board meeting.
- Strategy: As the current NLI strategy expires in 2021, work on the development of the new strategy had to commence prior to the appointment of the present Board. A briefing on the strategic priorities and organisational goals for 2021 and the development of the new strategy will be provided at the next Board meeting. A workshop to develop the new strategy will be scheduled for the Board.
- Website: A new website is being developed under the leadership of the Deputy Director and Head of Development, Katherine McSharry.
- Collection Development Policy: The revised Collection Development Policy and new accompanying guidelines have been delayed due to the impact of COVID-19 on the operations of the three collection departments who are jointly developing the policy. The Keeper of Special Collections, acting Head of Published Collections and Head of Digital Collections will be invited to brief the Board at the next Board meeting.

- Towards a Republic: The digitisation element of the second decade of commemorations project has been delayed due to the COVID-19 restrictions. Plans to address the backlog, once the Library reopens, are in development.

The Director addressed queries from the Board concerning the Re-imagining the NLI project in which she provided the Board with a detailed brief on the timeline, cost and governance of the project from its inception. The Director also outlined the rationale for changes that had or are projected to take place in each of these matters. The Director responded to queries from the Board regarding the timeline for the development of the website and the enabling works in 2/3 Kildare Street.

The Board noted the Director's report.

5. Procurement: Provision of security services

The Director presented a paper entitled 'Procurement: Provision of security services'. The Director answered a query from the Board concerning security arrangements in the NLI during in-office and out-of-office hours.

The Board provide approval for the Executive to invoke, in the existing contract between the NLI and Top Security, the final 12 month extension option to extend the contract to 31 January 2022 [REDACTED]

6. Board induction

As part of the Board's induction, the Secretary delivered a presentation on the governance of the NLI. The presentation, which was informed by relevant legislation and governance documentation, detailed the governance structure of the institution with a specific focus on the Board including its composition; principal functions and powers; responsibilities; matters for Board decision; expectations and the Board's Committees. The Secretary informed the Board that the presentation and accompanying documentation would be circulated to them after the meeting.

The Board noted the presentation on the governance of the NLI as part of its induction.

7. Interim way of working

The Director presented a paper entitled 'Interim way of working'. The Board discussed how they would like to work until the vacant positions of the Board are filled.

In relation to the meeting schedule, the Board agreed that Board meetings are to be scheduled to take place every 2 months in 2021 including July/August; a maximum of 2 hours is to be scheduled for each Board meeting; and a maximum of 2 strategy workshops may also be scheduled, as required, before year end.

In relation to the quarterly Executive Report to the Board, the Board agreed that under the relevant agenda item a discussion informed by the report should take place between the Board and the Director.

8. Board seal

The Director presented a paper entitled 'Board seal'.

The Board authorised any one member of the Board to authenticate by his or her signature the seal of the Board and any of the three members of the Executive listed below as the appropriate officers of the Board to authenticate by her signature the seal of the Board: Dr Sandra Collins, Director; Katherine McSharry, Deputy Director and Head of Development and Colette O'Flaherty, Keeper of Special Collections and Chief Herald of Ireland.

9. Board Committees

9.1 Audit and Risk Committee

9.1.1 Establishment

The Board approved the establishment of the Audit and Risk Committee.

The Board approved the re-appointment of Teresa Harrington as the external member of the committee for a term of up to 5 years.

The Board approved the appointment of Prof Conrick as committee chair with the end date of her term to be determined by the Chairperson of the Board.

The Board approved the appointment of Dr Bourke and Ms Taaffe as committee members with the end date of their terms to be determined by the Chairperson of the Board.

During its consideration of the above matters, the Board noted that the Chairperson of the Board, when appointed, may need to make some changes in regard to the membership of the Audit and Risk Committee, depending on the skill-sets and experience of the other Board members yet to be appointed; the need to appoint Board members to the Board's two statutory committees; and gender-balance considerations.

The Board also satisfied itself that the members appointed to the Audit and Risk Committee have relevant skills and experience: the external member is a chartered accountant; the Board members have a range of skills and experience including financial reporting, governance, risk management and experience on Audit and Risk Committees; and the new committee chair is a former member of the Board's Audit and Risk Committee.

No amendments to the Audit and Risk Committee's terms of reference were proposed.

9.1.2 Annual Report 2020

The Board noted the annual report of the activities of the Audit and Risk Committee for the financial year 2020.

10. AOB

Upon the request of the Director, the Board agreed that the Chairperson of the meeting should hold the position of

Chairperson until the next Board meeting and act as the Director's point of contact to the Board and undertake, where appropriate, any responsibilities that would be undertaken by the Chairperson of the Board.

11. Date and time of the next meeting

The Board agreed to meet through video-conferencing on Thursday 8 April 2021 at 11am.

The Chairperson of the meeting closed the meeting.