

## Minutes of the Meeting of the Board of the National Library of Ireland

Thursday 23 February 2023 at 11:00

Hybrid Meeting: Boardroom, National Library of Ireland,  
4 Kildare Street, Dublin 2, D02 A322 and video conferencing

<b>Board</b>	<p><b>Present:</b> Eoin McVey, Chairperson Prof Ciarán Ó hÓgartaigh, Deputy Chairperson Dr Marie Bourke Prof Maeve Conrick Lisa Grimm Lorelei Harris (1-13; via video conferencing) Dr Conor Kostick (via video conferencing) Prof Kalpana Shankar Caitriona Sharkey (4-9.3: via video conferencing)</p> <p><b>Apologies:</b> John Grenham Jennifer Taaffe</p>
<b>Staff</b>	<p><b>In attendance:</b> Dr Audrey Whitty, Director (1-14) Kathleen Ruane, Head of Finance-CRO and Acting Director from 13 Jan-6 Feb 2023 (1-14) Orla Sweeney, Board Secretary (1-14) Liz Coffey, Head of Communications and Development (8-9.1) Brian O'Donnell, Head of Estates (9.4.1-9.4.4) Katy Lumsden, Acting Head of HR (10.2)</p>
<p>Note: All Board members were present for the full duration of the meeting unless otherwise stated. (1-14) denotes where a Board or staff member was not present/in attendance for the full duration, but present/in attendance for certain sections of the minutes.</p>	

## **1. Introduction: Dr Audrey Whitty, Director**

The Chairperson welcomed Dr Audrey Whitty, who commenced her post as Director of the National Library of Ireland on 7 February 2023. The Chairperson noted that the Director was introduced to the Board members as they arrived in person and via video conferencing for the meeting.

**The Board was introduced to the Director, Dr Audrey Whitty.**

## **2. 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. A presentation was provided at the meeting under Item 8 and subsequently circulated to the Board after the meeting.

## **3. Draft minutes of the Board meeting of 1 December 2022 and their publication**

**The Board approved, with one subsequent amendment, the draft minutes of the Board meeting of 1 December 2022, and the publication of the approved minutes with redactions as appropriate.**

The Secretary in preparing the approved minutes for publication noted that there was a duplicate entry in the list of Board members present and amended the approved minutes accordingly.

## **4. Matters arising**

The Director outlined the relevant Board paper. The Board commended the presentation on conservation and preservation of heraldic manuscripts as circulated to it on 20 February 2023 (the

action table incorrectly noted the circulation date as 17 February 2023).

**The Board noted the matters arising action table.**

**The Board also noted that on 19 January 2023, the Board provided approval by email for the NLI to proceed to contract with Eneclann Ltd. for the archiving and cataloguing of the papers of Conradh na Gaeilge and related collections under Lot 1: Metadata Creation, QA and Enhancement of the NLI's Collection Management Services Framework Agreement 2022-2026**

## **5. Executive Report**

The Head of Finance-CRO, Kathleen Ruane, outlined the relevant Board paper and addressed queries from the Board concerning the recording and reporting of Exhibitions, Learning and Programming statistics.

The Chairperson noted his appreciation to the Keeper of Special Collections and her team for the display of recent collection acquisitions for the Board to view at the meeting.

The Chairperson, on behalf of the Board, noted his deep appreciation, to the Head of Finance-CRO for fulfilling the role of Acting Director and the level of work undertaken by her in meeting the demands of two posts.

**The Board noted the Executive Report.**

## **6. Board Committees**

### **6.1 Audit and Risk Committee: Report of 10 February 2023; Minutes of 16 November 2022; Terms of Reference**

The Chairperson of the Audit and Risk Committee (ARC) outlined his report on the ARC meeting of 10 February 2023.

The Committee Chairperson advised the Board that the implementation of the recommendations arising from the

Internal Audit Report on Human Resources and People Management was dependent on the appointment of the Head of Human Resources.

The Chairperson informed the Board that the Head of Human Resources resigned in October 2022; a staff member from the HR department had been appointed as Acting Head of HR; the Head of HR interviews were deferred pending the appointment of the Director; and the interviews will now take place on 27 February 2023. The Chairperson noted, his appreciation, to Board member Conor Kostick for sitting on the interview panel for the Head of HR post.

The Board discussed the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (D/TCAGSM) process for the backfilling of posts and its impact on staff and the organisation.

Following a recommendation from the Audit and Risk Committee, the Chairperson advised that the Director will engage with the Council of National Cultural Institutions (CNCI) with a view to collaboratively advocating that the D/TCAGSM improve the backfilling of posts process, such as, following the process applied to third-level education institutions in this regard.

The Head of Finance-CRO responded to a query from the Board concerning the scope of the Internal Audit on ICT with particular emphasis on Cyber Security.

The Chairperson noted the ARC's recommendation that Board considers (i) HR and People Management and (ii) the Corporate and Capital Development Project Risk Registers at length at a future Board meeting. The Committee Chairperson noted that the Board may like to consider the former matter when the Head of HR is in post and reported to the ARC on the implementation of the recommendations arising from the Internal Audit Report.

**The Board noted the Committee Chairperson's report on the Audit and Risk Committee (ARC) meeting of 10 February 2023; the approved minutes of the ARC meeting of 16 November 2022; and the ARC's review of the Committee's terms of reference.**

## **6.2 Committee on Genealogy and Heraldry**

In the absence of the Chairperson of the Committee on Genealogy and Heraldry (CGH), the Chairperson of the Board advised that the Committee had no meetings scheduled between the previous and present Board meeting, and the next Committee meeting will take place shortly.

**The Board noted the verbal briefing concerning the CGH.**

## **6.3 Readers' Advisory Committee**

The Chairperson of the Readers' Advisory Committee (RAC) advised that the Committee meeting scheduled to take place on 14 February 2023 was postponed, as the agenda was largely procedural.

The Committee Chairperson also advised the Board that she and the Director are scheduled to meet on 20 March 2023 to discuss the two projects the RAC would like to prioritise during its term: (i) a multi-functional NLI mobile unit; and (ii) an integrated library-wide search engine for Ireland.

**The Board noted the Committee Chairperson's verbal briefing concerning the RAC.**

## **7. Oversight Agreement and Performance Delivery Agreement 2023**

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

With the reference to Performance Delivery Agreement 2023, the Board discussed the Safe to Create Programme, in light of the NLI's existing policies and procedures, with the Director and Head of Finance-CRO.

**The Board approved the Oversight Agreement 2023 and noted the Performance Delivery Agreement 2023.**

## **8. Presentation: Overview of communications and marketing and new website**

The Head of Communications and Development, Liz Coffey, provided a presentation on her department and its work on communications, marketing and the new website that is due to go live on 7 March 2023.

The Head of Communications and Development addressed queries from the Board concerning tours within the NLI; [REDACTED]; [REDACTED]; the 'People and Places' exhibition in the NPA; and the proposed Communications & Marketing Plan 2023-2026. In addition, the Head of Communications and Development responded to queries from the Board regarding the new NLI website including publicity through the Irish language; post-development work relating to functionality, content, videos and online exhibitions; testing of the website's accessibility, functionality and usability for staff and the public; and the addition of introductory text about the NLI in languages representative of non-Irish nationals living in Ireland.

The Board noted that the Head of Communications and Development proposes to develop a Fundraising and Development Plan in 2023. The Board discussed a review of the NLI's corporate brand, as a matter of interest to the Board, with the Head of Communications and Development.

The Chairperson commended the Communications and Development team and the work they undertake.

**The Board noted the presentation by the Head of Communications and Development.**

## **9. Business Cases**

### **9.1 Communications and Development: Irish Language Translation Services**

The Head of Communications and Development outlined the relevant Board paper and noted a high-level of satisfaction with the service provided.

**The Board provided approval for the award of contract (dated 9 September 2022) to Snasta Teoranta for the provision of Irish Translation Services under an OGP Framework for 12 months with the option to renew on the same terms and conditions for a further period of 12 months** [REDACTED]

**9.2 Special Collections: Yeats Family Papers Cataloguing Project**

The Director outlined the relevant business case, on behalf of the Keeper of Special Collections, Colette O’Flaherty.

**The Board provided approval for a Mini Request for Tender, under Lot 1 (Metadata Creation, Quality Assurance, and Enhancement) of the Collection Management Services Framework 2022-2026, to be issued for Cataloguing Services, for a period of 42 weeks beginning Q2, 2023 for the sorting, rehousing and cataloguing of the Yeats Family Papers and creation of metadata for digitisation.**

**9.3 Finance: Specialist Procurement Consultancy Services**

The Head of Finance-CRO outlined the relevant business case and responded to queries from the Board concerning budget allocation and staff training.

**The Board provided approval for a Request for Tender (RFT) to be issued under the Office of Government Procurement Dynamic Purchasing System (DPS) for the Provision of Procurement Consultancy Services to Public Sector Bodies in Ireland ((PAS120F) eTenders ID: 206203) for a period of 2 years with an option for two extensions of up to 12 months each.**

**9.4 Estates:**

- 9.4.1** [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

#### **9.4.2 Contract Security Services**

The Head of Estates outlined the relevant business case.

**The Board provided approval for a Request for Tender (RFT) to be issued under the Office of Government Procurement framework for the provision of Security Services (Lot 2) for a period of 2 years with options for two extensions of up to 12 months each.**

#### **9.4.3 Commercial Off-Site Records Management & Storage Service Contract**

The Head of Estates outlined the relevant business case.

**The Board provided approval for the contract extension of Glenbeigh Records Management (GRM) Contract from original planned contract end period of 10 September 2021 to 10 September 2023** [REDACTED]

[REDACTED]



#### **9.4.4 Capital Development Project Interim Business Case**

The Head of Estates outlined the relevant business case and responded to the Board's queries concerning timelines for Ministerial approval of the business case and the planning permission process; the Project's proposed new 'Gov and Ops' system; and the NLI's contribution to the Project's funding.

**The Board approved the Interim Business Case (IBC) for the West Wing Capital Development Project (revised version).**

### **10. Policies**

#### **10.1 NLI Travel and Subsistence Policy**

The Head of Finance-CRO outlined the relevant draft policy. The Head of Finance-CRO addressed a query from the Board about whether the draft Policy could be amended to allow for only the lowest engine capacity (up to 1200c) under the Motor Travel Rates in support of greener vehicles, but contrary to Circular 16/22 which allows for three engine capacities. The Director and Head of Finance-CRO agreed to revert to the Board, at the next Board meeting, on its further consideration of the Board's query.

**The Board approved the draft Travel and Subsistence Policy (document ref: NLI-PRV2-24).**

#### **10.2 Safe to Create Programme**

The Acting Head of Human Resources, Katy Lumsden, outlined the relevant Board paper.

In line with its earlier discussion (see 7 above), **the Board noted and welcomed the Leadership Team's review of the Safe to Create Programme including its Code of Behaviour with regards to existing policies and procedures. The Board also noted that the findings of the review process will be submitted to the Board to inform its decision-making on the NLI's adoption of the Code of Behaviour of Safe to Create.**

## 11. Corporate Affairs

### 11.1 Finance

#### 11.1.1 Management accounts for the year to 31 December 2022

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

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

#### 11.1.2 High-level Budget 2023

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

**The Board approved the draft High-level Budget 2023.**

#### 11.1.3 Effectiveness of internal controls for 2022 and Draft Statement of Internal Controls for the year ended 31 December 2022

**The Board reviewed the effectiveness of the internal controls 2022 with reference to the work of the Board throughout 2022, as recorded in the minutes, on this matter and:**

- **The Internal Audit Reports: The Board noted the Internal Audit Reports on (i) Review of Collections and Acquisitions; (ii) Human Resources and People Management; and (iii) High-level Review of Internal Controls 2022.**
- **The External Audit and the Management Letter: The Board noted the Management Letter issued by Office of the Comptroller and Auditor General agent Mazars following the audit for year ended of 31 December 2021.**

- **Risk Management:** The Board approved the draft Corporate Risk Register (see 11.2 below). The Board noted the Risk Register for the Capital Development Project as part of the Project's Interim Business Case (see 9.4.4 above). The Board also noted XpertDPO's Annual Report on Data Protection for 2022.
- **Executive reporting to the Audit and Risk Committee and the Board throughout 2022.**
- **The Audit and Risk Committee's reporting to the Board.** The Board noted that the Audit and Risk Committee reviewed the effectiveness of internal controls 2022 at its meeting on 10 February 2022 as detailed in the Committee Chairperson's report to the Board on the meeting.

**Following the review of the effectiveness of internal controls 2022, the Board approved the draft Statement of Internal Controls 2022 for the year ended 31 December 2022.**

In light of the ARC's recommendation, the Chairperson noted that the Board will review the Corporate and Capital Development Project Risk Registers at length at a future Board meeting.

#### **11.1.4 Bank Mandate**

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

**The Board approved the new Bank Mandate providing account operation and signing authority with any two of the following as authorised signatories for cheques: Audrey Whitty (Director); Kathleen Ruane (Head of Finance - CRO); Liz Coffey (Head of**

**Communications and Development); Eoghan Ó Carragáin (Head of Digital Collections).**

## **11.2 Risk Management: Corporate Risk Register**

The Head of Finance-CRO outlined the relevant Board paper with particular reference to the 6 risks (2.5, 2.6, 2.8, 3.1, 6.1, 6.4) where the Executive estimated the residual risk as higher than the risk appetitive tolerable level.

The Board discussed Risk 1.3 (inadequate copyright legislation may result in barriers to the NLI's collection of digital material) with the Director and Head of Finance-CRO. The Chairperson of the Audit and Risk Committee advised the Board that the Committee will review Risk 1.3 at the next Committee meeting.

**The Board approved the draft Corporate Risk Register (version December 2022).**

## **12. Board**

### **12.1 Seal**

The Director outlined the relevant Board paper.

**The Board provided authorisation for any 1 member of the Board to authenticate by his or her signature the seal of the Board in the following ranked order: 1. Chairperson, 2. Deputy Chairperson and 3. Board member. In the event that the Chairperson is unavailable or if the office of the Chairperson is vacant, the Deputy Chairperson may authenticate the seal. In the event that the Chairperson and Deputy Chairperson are both unavailable or if the offices of the Chairperson and Deputy Chairperson are vacant, any member of the Board may authenticate the seal.**

**The Board also provided authorisation for any 2 of the following 3 members of the Executive listed below as the appropriate officers of the Board to authenticate by her signature the seal of the Board: Dr Audrey Whitty, Director; Kathleen Ruane, Head of Finance-**

**CRO; Colette O’Flaherty, Keeper of Special Collections and Chief Herald of Ireland.**

**12.2 External evaluation of the Board and its Committees**

The Director outlined the relevant Board paper.

**The Board agreed that the Board Secretary should draft an action plan in relation to the recommendations noted in the final report on the external evaluation on the effectiveness of the Board and its Committees.**

**Upon the Board’s request, the Board Secretary agreed to email parliamentary questions answered by the NLI to the Board (question and answer included) for information purposes.**

**13. Next Board meeting: Thursday 27 April 2023, 11:00**

**The Board noted that the next Board meeting will take place on Thursday 27 April 2023 at 11am.**

**14. AOB**

The Board briefly discussed the remit of the Photo Museum Ireland (formerly the Gallery of Photography) in relation to the remit of the NLI’s National Photographic Archive with the Director.

**15. Time alone**

The Board had a brief discussion on NLI organisational matters.

**The Chairperson closed the meeting.**