

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

Thursday 24th October 2024 at 11.00am

Hybrid meeting: Boardroom, National Library of Ireland,
4 Kildare Street, Dublin 2, D02 A322 and video conferencing (VC)

Board	<p>Present:</p> <ul style="list-style-type: none"> - Eoin McVey, Chairperson - Prof Ciarán Ó hÓgartaigh, Deputy Chairperson - Michael Diviney - John Grenham - Lorelei Harris - Elizabeth M. Kirwan - Dr Brian Lang (VC) - Caitriona Sharkey (VC) - Genevieve Wyeth <p>Apologies:</p> <ul style="list-style-type: none"> - Dr Marie Bourke - Lisa Grimm - Prof Kalpana Shankar
Executive	<p>In attendance:</p> <ul style="list-style-type: none"> - Dr Audrey Whitty, Director (1-12) - Orla Sweeney, Board Secretary (1-12) - Liz Coffey, Head of Communications and Development (8.3) - Brian O'Donnell, Deputy Director-Head of Estates (6;7;8.1;8.2) - Kathleen Ruane, Head of Finance and Chief Risk Officer (6;9;10)
<p>Note: All Board members were present for the full duration of the meeting unless otherwise stated. (Item 1-12) above, for example, denotes where a Board/staff member was not in attendance for the full duration, but in attendance for certain section/s of the minutes.</p>	

1. Interests and procedural matters

The Board confirmed it was quorate and adopted the meeting agenda. In response to the Chairperson's request, the Board members declared they had no conflicts of interests.

The Board meeting was quorate. The Board adopted the agenda and no conflicts of interests were declared.

Note: All Board papers were circulated in advance of the Board meeting with the exception of Agenda Item 6.1: the presentation was provided at the meeting with copies circulated to the Board directly before the meeting. All papers were taken as read.

2. Draft minutes of the Board meeting of 29th August 2024 and their publication

The Board approved the draft minutes of the Board meeting of 29th August 2024 and the publication of the approved minutes with redactions as highlighted.

3. Matters arising

The Director outlined the matters arising action table which was updated in preparation for the Board meeting. The following actions were raised at the meeting:

- Museum of Literature Ireland (MoLI): The Director advised that the new Loan Agreement between the NLI and MoLI including its Schedule has been signed. In response to a query from the Board, the Director advised that the NLI Loan Procedures regarding material loaned to MoLI was also in place [REDACTED].

The Director also informed the Board she is a member of the interview panel in place to fill the role of MoLI's Director. A member of the Board commended the educational and cultural endeavours of the MoLI Director since the museum opened. The Director answered a query from the Board on the new MoLI Director's contract term.

[REDACTED]

- [REDACTED]



The Board noted the matters arising action table.

4. Executive Report

The Director outlined the relevant Board paper. The Board and Director discussed the timeframe for the Seamus Heaney: Listen Now Again (SH: LNA) exhibition in the Bank of Ireland (BoI) Cultural and Heritage Centre; whether the NLI, on its own or in collaboration with others, would be interested in proposing a further exhibition to the BoI for the Centre once SH:LNA has relocated to the NLI's main building as part of the Capital Development Project (CDP); increasing and/or improving exhibitions on the NLI's Kildare Street campus in advance of the CDP, either internally (updated WB Yeats exhibition, temporary visual or sound installations) and/or externally (utilising the campus railings); Exhibitions, Learning and Programming department's resources; and procurement considerations for exhibitions.

The Board noted the Executive Report of 24th October 2024 and discussed exhibitions with the Director.

5. Board Committees

5.1 Audit and Risk Committee (ARC): Report of 9th October 2024 and Minutes of 9th August 2024

The Deputy Chairperson in his role as Committee Chair briefed the Board on the ARC meeting of 9th October 2024, as follows:

- Staff: ARC recommended that the Chairperson of the Board write to relevant staff to thank them for assisting a member of the public who became unwell during their visit to the NLI on Culture Night 2024.
- MoLI and [REDACTED]: The ARC Chair welcomed the Director's briefing on progress on both these fronts.
- Budget 2025: ARC and the Executive are disappointed with the NLI's Budget 2025 allocation. The ARC Chair outlined the projected financial position for year end and the rationale for same. He also advised the Board that approximately 1 year's reserves were available to the NLI to assist with meeting its

projected costs in 2025. Upon the ARC's recommendation that the Executive consider presenting the headline Budget 2026 to the ARC and Board in Q4 2025, the Executive is working to implement this recommendation now with the view that the headline Budget 2025 would be presented to the ARC and Board at their next meetings.

- CDP proposed new Gov & Ops arrangements: ARC and the Executive's concerns about the Gov & Ops arrangements remain and they recommended that the 'go-live' date be postponed to the new year. While the procedures and processes to facilitate payments from the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (D/TCAGSM) via the NLI to the Office of Public Works (OPW) is outstanding, ARC should review the procedures and processes first and make the necessary recommendations to the Board. The ARC Chair suggested that a further external member with capital project expertise be added to the Committee's membership, and an extra ARC meeting or ARC meeting of a longer duration be scheduled to facilitate ARC's consideration of the CDP. The ARC Chair noted that while a further Board Committee on the CDP could be established, this may be too onerous on the Board given that three Board Committees are already in place. The Chairperson of the Board welcomed the fact that the following item was on the Board meeting's agenda: '8.2 Estates: Independent Monitoring Services for the CDP.'
- Management Accounts: Upon the ARC's request, the Head of Finance-CRO and Committee member, Genevieve Wyeth, will meet to review the presentation of the management accounts and that changes, if any, will be reviewed by the ARC at its next meeting and recommendations will follow to the Board.
- Financial Management Shared Services (FMSS): ARC requests that the NLI get 1-year advance notice of the transition to FMSS.
- Papers to the Board: ARC recommended that the Board approve the Management Accounts for year to 31st August 2024 and the draft Revised Budget Forecast for the remainder of 2024 (subject to the correction of typos on p3). ARC also noted Appendix 3 - Procurement Report Update - contracts awarded over €25k in Quarter 3, 2024 which were

approved by the Executive and did not require Board approval.

The Board noted the Committee Chair's written report to the Board on the ARC meeting of 9th October 2024 and verbal summary of same. The Chairperson invited the Board to put forward details of candidates, with expertise in capital projects, to the ARC Chair as a proposed member of ARC. The Chairperson of the Board agreed to send a thank-you letter to staff who assisted a member of the public who became unwell while visiting the NLI on Culture Night.

The Board also noted the approved minutes of the ARC meeting of 9th August 2024.

5.2 Committee on Genealogy and Heraldry (CGH)

The Committee Chair informed the Board that:

- No Committee meeting was scheduled to take place between the previous and present Board meetings.
- The next Committee meeting is scheduled to take place on 20th November 2024.
- The Secretary of the Board has assumed the role of Committee Secretary.

The Board noted the Committee Chair's verbal briefing on the CGH.

5.3 Readers Advisory Committee (RAC): Report of 26th September 2024 and Minutes of 22nd February 2024

The Committee Chair briefed the Board on the RAC meeting of 9th 26th September 2024, as follows:

- An excellent meeting took place in which Executive, including the Director, Head of Service Delivery and Head of Communications and Development, presented data for the RAC's consideration.
- In line with the RAC's recommendation a new, more accessible version of the NLI Donor Agreement is in train.

- The RAC discussed and recommended steps the Executive could take to encourage the development of writers' archives for inclusion in the NLI's collections.
- The sole agenda item for the next RAC meeting is a review of the RAC Charter.

The Board noted the Committee Chairperson's verbal report to the Board on the RAC meeting of 26th September 2024 and the approved minutes of the RAC meeting of 22nd February 2024.

6. Capital Development Project

6.1 Gov & Ops arrangements

The Deputy Director-Head of Estates delivered a concise presentation on a non-legal overview of public works contracts. On foot of the Board's queries during the presentation, the Deputy Director-Head of Estates clarified that: the CDP Steering Group's membership includes the NLI Executive and not the NLI Board; and the Minister in D/TCAGSM is the decision maker at the Project's Gates 2 and 3. The Deputy Director-Head of Estates responded to the Board's queries concerning the role of the Board and the Independent Monitoring Service; the budget contingency; project timelines; if there are other CDPs the NLI could learn from.

As part of the Board's discussion, a Board member considered that the D/TCAGSM's model for its CDPs did not align with the Department of Education's model for building schools and they presently understood the Board's role in the CDP as: approve the request to tender; approve the award of contract; monitor and report; and engage in public relations. The Deputy Chairperson, in his role as ARC Chair, noted that clarity was required on the role of ARC and Board in relation to the CDP.

The Board noted the Deputy Director-Head of Estates' presentation on the CDP proposed new Gov & Ops arrangements. The Chairperson welcomed the Board's discussion on the matter and noted that CDP remains a standing item on the Board's agenda.

6.2 Bank account and mandate

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

The Board provided their approval for the Executive to open a new business current bank account with Bank of Ireland, which will be used exclusively for the administration of funding for the Capital Development Project. The Board also provided approval for the proposed NLI bank mandate for the new account.

7. Estates: Modernising Collections Storage and Completing the NLI Masterplan Strategic and Economic Review

The Deputy Director-Head of Estates outlined the relevant Board paper and responded to queries from the Board on: rationale for the funding costs proposed to submit to the Minister D/TCAGSM for her approval; the timeline for the development of a Preliminary Business Case (PBC); the correlation between a PBC and an application for planning permission; and the inclusion of commercial and off-site collection storage costs as part of the PBC.

The Board approved the Modernising Collections Storage and Completing the NLI Masterplan Strategic and Economic Review, prepared by Fitzpatrick Associates Economic Consultants. The Board agreed that the Chairperson of the Board should write to the Minister in D/TCAGSM seeking funding approval of €650,000 including value added tax (VAT) for the preparation of a PBC, in line with the Public Spending Code, to progress this strategically important project.

8. Business Cases

8.1 Estates:

[REDACTED]

[REDACTED]

8.2 Estates:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8.3 Communications and Development: Fundraising Services for the Capital Development Project

The Head of Communications and Development outlined the relevant Board paper and responded to queries from the Board on: the market for such service-providers; donors' regard for libraries and national cultural institutions; plans for in-house development staff; the benefits of a contract term of 3 years; and the potential role of NLI readers and visitors in assisting the NLI with its fundraising efforts.

The Board provided approval for the Executive to issue a request for tender for consultancy services to develop and execute a fundraising strategy for the NLI's Capital Development Project. The procurement process will be conducted as a national tender covering 2 to 3 years.

8.4 Office of the Chief Herald: Specialist Heraldic Services

The Keeper of Special Collections, in her role as Chief Herald of Ireland, outlined the relevant Board paper and in addition advised the Board on staffing resources within the Office of the Chief Herald (OCH) in the past and at present; fees for heraldic services and the ability of the fees to meet direct and in-direct costs associated with the service; the implementation of a waiting list until a vacant staff post is filled. The Keeper of Special Collections responded to a query from the Board on the availability of such service-providers and on ways the NLI could encourage the development of heraldic skills within Ireland.

The Board provided approval for the Executive to issue an ITT (tender) to establish a framework of suppliers for specialist heraldic services for a period of four years. The Board noted the financial costs should be fully covered by the own resources arising from provision of heraldic services, i.e. fees paid by OCH clients. The Board recommended that the procurement process take account of the legal advice received by the NLI on the employment law risks arising from engaging Framework Contractors as independent contractors and not employees of the NLI.

In advance of the return of the Head of Finance-CRO into the Board meeting, the Board agreed to defer Agenda Item 10.1 until the next Board meeting so sufficient time could be allocated to it. A member of the Board recommended that the duration of Board meetings be extended beyond the 2hrs presently scheduled.

9. Finance: Management Accounts for year to 31st August 2024 and draft Revised Budget Forecast for the remainder of 2024

The Head of Finance-CRO outlined the relevant Board paper and responded to queries from the Board concerning the funding rules that apply when carrying funds over from one year to the next year, and the treatment of such funds in the following budget. The Head of Finance-CRO commented that the NLI's funding model, as it stands, is unsatisfactory and unsustainable. The Director responded to a query from the Board on the funding rules that apply in meeting the NLI's demand to increase its human resources.

The Chairperson informed the Board that the Keeper of Special Collections will retire in 2025 and outlined a proposed plan in designating either the Director and/or Deputy Director as Chief Herald of Ireland

(CHI). A member of the Board raised a concern about this proposal noting that sanction for a CHI post should be requested from the D/TCAGSM.

The Board approved the draft Management Accounts for the year to 31st August 2024 and the draft Revised Budget Forecast for the remainder of 2024. The Board noted Appendix 3 - Procurement Report Update - contracts awarded over €25k in Quarter 3, 2024, which were approved by the Executive and did not require Board approval. In line with the ARC Chair's report on the Committee meeting of 9th October 2024, the Board noted a review of the current template for the management accounts, including the high-level narrative, is underway.

10. Risk Management

10.1 CRO Report

The Head of Finance-CRO informed the Board that:

- A written CRO Report from April to September 2024 was provided to the ARC for its meeting of 9th October 2024.
- Management Assurances from her, the Head of Digital Collections and the Head of Communications and Development were also provided to ARC.
- In line with ARC's request for more detail in relation to the risk incident of 29th September 2024, the Head of Finance-CRO provided a verbal briefing on the incident involving a member of the public who become unwell while visiting the NLI as part of Culture Night. The Board commended the actions of staff who came to the visitor's assistance.
- In line with the ARC's recommendation, the Board's Key Risks were submitted to the D/TCAGSM.

The Board noted the verbal CRO Report.

10.2 Corporate Risk Register

The Board agreed to defer this item until the next Board meeting.

11. Next Board meeting: Thursday 12th December 2024, 11:00 (hybrid)

The Board noted that its next meeting will take place on 12th December 2024 at 11.00am in the NLI Boardroom/Zoom. A Board's members apologies were noted.

12. AOB

The Director outlined an exceptional decision request to the Board.

The Board provided approval for the Executive to issue an Exceptional Decision Request by email to the Board on the week beginning of 11th November 2024 for the award of contract in response the Multi Supplier Framework Agreement (FCL024F) for the provision of Commercial Cleaning and Window Cleaning Services operated by the Office of Government Procurement (OGP).

13. Time alone

The Board held a private session. The Board requested that the Head of Exhibitions, Learning and Programming present a 3-year departmental strategy to the Board for its consideration at its meeting of 27th February 2025.

The Chairperson closed the meeting.