

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

**Thursday 29<sup>th</sup> August 2024 at 11.00am**

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

<b>Board</b>	<p><b>Present:</b></p> <ul style="list-style-type: none"> <li>- Eoin McVey, Chairperson</li> <li>- Prof Ciarán Ó hÓgartaigh, Deputy Chairperson (1-7.5)</li> <li>- Dr Marie Bourke (VC) (Item 4.2-12)</li> <li>- Michael Diviney</li> <li>- John Grenham</li> <li>- Lisa Grimm</li> <li>- Lorelei Harris</li> <li>- Elizabeth M. Kirwan</li> <li>- Dr Brian Lang</li> <li>- Caitriona Sharkey</li> </ul> <p><b>Apologies:</b></p> <ul style="list-style-type: none"> <li>- Prof Kalpana Shankar</li> <li>- Genevieve Wyeth</li> </ul>
<b>Executive</b>	<p><b>In attendance:</b></p> <ul style="list-style-type: none"> <li>- Dr Audrey Whitty, Director (1-12)</li> <li>- Orla Sweeney, Board Secretary (1-12)</li> <li>- Katy Lumsden, Head of HR (4.3)</li> <li>- Liz Coffey, Head of Communications and Development (6-7.2)</li> <li>- Brian O'Donnell, Deputy Director – Head of Estates (7.3-7.4)</li> <li>- Dr Sinéad McCool, Head of Exhibitions, Learning and Programming (7.5)</li> <li>- Kathleen Ruane, Head of Finance and Chief Risk Officer (8-9)</li> </ul>
<p><b>Note:</b> All Board members were present for the full duration of the meeting unless otherwise stated. (Item 4.3) 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: the presentation and accompany document were provided at the meeting with copies circulated to the Board afterwards. All papers are taken as read. The Board received the latest NLI customised tote bag and hardback notebook.

## 2. Draft minutes of the Board meeting of 27<sup>th</sup> June 2024 and their publication

The Board noted the attendance record of the draft minutes of the previous Board meeting would be corrected as follows: Genevieve Wyeth present and Lisa Grimm apologies. (In preparing the Board minutes for translation, the Board Secretary also inserted '2024' to note the full date of the Board meeting).

**The Board approved the draft minutes of the Board meeting of 27<sup>th</sup> June 2024 subject to a correction of the attendance record. The Board also approved the publication of the said 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:

- MoLI (Action 2): The Director advised that:
  - the actions requested by the Board regarding the new draft Loan Agreement between the NLI and MoLI including its Schedule, and the new draft NLI Loan Procedures regarding material loaned to MoLI, had been completed [REDACTED] and [REDACTED]
  - The said documents had recently been submitted to MoLI for its consideration.

[REDACTED]

The Chairperson hoped that the matter would be finalised by the Board meeting of 24<sup>th</sup> October 2024 (hereafter, 'the next Board meeting').

- [REDACTED]

- Philanthropy: The Deputy Chairperson informed the Board that on foot of its request at the previous Board meeting, separate meetings between the NLI (ARC Chairperson, Director, and where possible, the Head of Communications and Development) and two consultancy firms were held. The Deputy Chairperson outlined the pro-bono advice received at these meetings including the recommendation that the NLI procure a service-provider to jointly undertake a fundraising feasibility study and provide the necessary fundraising advice and support. The Director confirmed that the Head of Communications and Development is preparing a business case for the Board's consideration at its next meeting.

The Board discussed philanthropy in which it was noted that the D/TCAGSM should fund costs incurred by the NLI in meeting the Government's requirement of raising a percentage of the capital budget for the NLI's Capital Development Project; the Director should continue her fundraising efforts by cultivating, briefing and asking donors; and the general level of requests that state bodies have to submit to government departments for sanction that impacts on the former's autonomy and resources. The Director advised the Board of her ongoing fundraising efforts.

- Autism: The Director advised the Board that the NLI will participate in an AS I AM (Ireland's autism charity) audit so the NLI's efforts in this area will now be structured. The Board noted efforts undertaken to advise the Taoiseach accordingly considering his interest.
- D/TCAGSM Meeting: The Director informed the Board that the Secretary-General, in response to her and the Chairperson's request for a meeting, has advised that the meeting should be scheduled with the relevant business unit. The Chairperson noted his disappointment at not being able to meet with the Secretary-General.
- FOI: The Director informed the Board of a FOI request in relation to the Board's request to the OPW to repair the façade of No 5 Kildare Street.

A Board member noted that a small excerpt from a potential forthcoming documentary 'Black and Irish', which the Director had emailed to the Board, was very interesting and requested that it be emailed to all staff. The Director agreed she would undertake the action should the documentary-makers provide the necessary approval.

In response to the Chairperson's query, the Board confirmed that it undertook the climate leadership online training course recommended by the Executive. The Board considered that a course relevant to climate action in the Irish public sector with detailed information would be more beneficial. The Board noted information of interest to it included: public sector targets, initiatives, reporting; a list of actions to be undertaken by the Board; outline what the Board could do to assist the Executive; the risk as outlined in the NLI's Corporate Risk Register; and the frequency with which climate change should be noted on the Board's agenda. The Board noted that transformation in terms of the NLI's Capital Development Project, the Masterplan and indeed, across all areas of the library, will have a positive impact on climate change/sustainability.

**In short, the Board:**

- **Noted the matters arising action table.**
- **Noted that the Board provided its approval (no conflicts of interests declared), by email on 15<sup>th</sup> July 2024, to place a contract with SureSkills Ltd, as the successful tenderer following a Request For Tender, for the provision of Digital Storage & Virtualisation Infrastructure, including support and expansion for a term of 24 months with the right to extend the term for a period or periods of up to 12 months with a maximum of 2 such extensions on the same**

**terms and conditions. Financial Cost of Project including VAT: up to a maximum of €560,000 over 4 years.**

- **The Board confirmed that it undertook the climate leadership online training course recommended by the Executive. In response to the Chairperson's enquiry, the Board noted the training was not satisfactory. The Board agreed that the Deputy Director - Head of Estates should provide a presentation to the Board on climate change, when convenient.**
- **Noted the Chairperson and the Director conveyed the Board's appreciation separately to the Crawford Art Gallery and Boole Library, UCC for their warm hospitality on 26<sup>th</sup>-27<sup>th</sup> June last.**

## **4. Executive**

### **4.1 Executive Report**

The Director outlined the relevant Board paper. The Board discussed recent visits by foreign delegations to the NLI with the Director in terms of advice provided by D/FAT, invitations for reciprocal visits and any implications for the NLI. The Deputy Chairperson and Ms Grimm offered to provide the Director with relevant information on such engagements.

**The Board noted the Executive's Report of 29<sup>th</sup> August 2024 and discussed recent visits by foreign delegations to the NLI. The Board agreed that the Executive should draft procedures concerning direct engagement between the NLI and foreign States and/or foreign State bodies.**

### **4.2 NLI Strategic Organisational Priorities 2024: Mid-Year Review**

The Director outlined the relevant Board paper and commended the Leadership Team for its work. The Director responded to a query from the Board concerning who among the Leadership Team was responsible for corporate governance and any potential future efforts undertaken to obtain D/TCAGSM sanction for a Head of Corporate Affairs for the NLI.

The Board noted the Mid-Year Review of the seven NLI Strategic Organisational Priorities 2024. The Board also noted the NLI should have a Head of Corporate Affairs.

4.3

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

#### 4.4 Directorate: Submission on a regulation under the Ethics Acts

The Deputy Chairperson, in his role as ARC Chair, advised the Board that the Committee had considered the paper and was unanimous in its recommendations in relation to 2 and 3 below, i.e. internal procedure in relation to the proposed amendment to the officers of the body and relevant authorities respectively.

The Deputy Chairperson advised the Board that, in relation to 1 below (proposed amendments to the regulation under the Ethics Acts prescribing designated directorships and positions of employment, offices and relevant authorities of the NLI), one ARC and fellow Board member proposed and approved the proposed amendments to the regulation on the basis that the designated positions of employment also include Assistant Keeper Grade 1.

The Deputy Chairperson outlined the rationale for his decision including the reasonable approach put forward by the Executive; employment posts and not salaries were key considerations; and D/PENDR will approve the amendment. A fellow ARC member also advised the Board of the rationale for her decision including an evaluation of the risk, the internal controls in place and the role and official functions of the designated positions of employment. The Director informed the Board that the heads of departments are responsible for their budgets and consequently, it is proposed that they continue to be noted as designated positions of employment.

**(1 of 3) The Board approved amendments to the regulation under the Ethics Acts prescribing designated directorships, designated positions of employment, officers and relevant authorities in the NLI, as per the table below and requested that the table be submitted to D/PENDR care of D/TCAGSM.**

National Library of Ireland			
Designated Directorships	<i>Officer of the Body</i>	Designated Positions of Employment	<i>Relevant Authority for the Position</i>
Chairperson	<i>Chairperson</i>	Director	<i>Chairperson</i>
Deputy Chairperson	<i>Deputy Chairperson</i>	Deputy Director	<i>Deputy Chairperson</i>
Board Members	<i>Nominated Board member</i>	Keeper	<i>Director</i>
	<i>Director</i>	Head	<i>Nominated Board member</i>
		All other positions of employment prescribed by regulation 5 of S.I. No. 699 of 2004	<i>Deputy Director</i>

**(2 of 3) The Board approved the following internal procedure in relation to the proposed amendment to the Officers of the Body.**

Designated Directorships	<i>Officer of the Body in the first instance</i>	<i>Officer of the Body in the second instance</i>	<i>Officer of the Body in the third instance</i>	<i>Officer of the Body in the fourth instance</i>
Chairperson	<i>Deputy Chairperson</i>	<i>Nominated Board member</i>	<i>Director</i>	

Deputy Chairperson	Chairperson	Nominated Board member	Director	
Board Members	Chairperson	Deputy Chairperson	Nominated Board member	Director
Second, third and fourth instances are proposed if the Officer of the Body in the preceding instance is vacant or unavailable.				
Nominated Board member: nominations would only be sought when required				

**(3 of 3) The Board approved the following internal procedure in relation to the proposed amendment to the Relevant Authorities for the Position:**

Designated Positions of Employment	Relevant Authority for the Position in the first instance	Relevant Authority for the Position in the second instance	Relevant Authority for the Position in the third instance	Relevant Authority for the Position in the fourth instance
Director	Chairperson	Deputy Chairperson	Nominated Board member	Deputy Director
Deputy Director	Director	Chairperson	Deputy Chairperson	Nominated Board member
Keeper/Head/All other positions of employment prescribed by regulation 5 of S.I. No. 699 of 2004	Director	Deputy Director	Chairperson	Deputy Chairperson
Second, third and fourth instances are proposed if the Relevant Authority in the preceding instance is vacant or unavailable.				
Nominated Board member: nominations would only be sought when required				

## 5. Board Committees


### 5.1 Audit and Risk Committee: Report of 9<sup>th</sup> August 2024 and Minutes of 12<sup>th</sup> June 2024

The Deputy Chairperson, in his role as Committee Chair, briefed the Board, on:

- His positive communication with the Deputy Director of Audit in OCAG.

- [REDACTED]



- 
- ARC's recommendation of additional agenda items for the Chairperson of the Board and Director's proposed joint meeting with D/TCAGSM.
  - 2 matters arising from ARC's review of the management accounts, including: (i) retail (generate income; limited staff resources; not a core function) and (ii) the statutory remit of the NLI in relation to the OCH with its limited staff resources.
  - The induction of the new ARC member was undertaken.
  - ARC reviewed and made recommendations to the Board, where relevant, in relation to the following Board agenda items/papers: Items 4.4, 8 and 9.

**The Board noted the approved minutes of the Audit and Risk Committee meeting of 12<sup>th</sup> June 2024. The Board also noted the Committee Chair's written and verbal report to the Board on the Audit and Risk Committee meeting of 9<sup>th</sup> August 2024.**

**The Board approved, in line with the ARC's recommendation, that the transition to the NSSO Pay and Expenses system by the Board and Committee members for their travel and subsistence expense claims be reversed. The Board noted the Director's transition to the NSSO Pay and Expenses system for her travel and subsistence expense claims will continue as the Enhanced Revenue Reporting requirement is applicable to the Director (NLI staff).**

**The Board requested that the Board Secretary confirm that all data protection measures in light of the reversal of the Board and Committees transition to NSSO have taken place both internally (NLI) and externally (NSSO). The Board noted the Board Secretary will re-circulate procedures for submitting travel and subsistence expenses to the NLI to all Board and Committee members.**

## **5.2 Committee on Genealogy and Heraldry**

The Committee Chair informed the Board that the next Committee meeting is scheduled to take place on 20<sup>th</sup> November 2024 and the CEO of the Heritage Council will provide a presentation to the Committee. The Committee Chair reminded the Board of his briefing at the previous Board meeting on resource constraints impacting on the OCH's ability to fulfil its statutory remit.

**The Board noted the Committee Chair's verbal briefing on the next meeting of the Committee of Genealogy and Heraldry. The Chairperson of the Board advised that the Board would consider the OCH at its next meeting.**

## **5.3 Readers Advisory Committee**

**The Board noted the Committee Chair's verbal briefing that the next meeting of the Readers Advisory Committee is scheduled to take place on 26<sup>th</sup> September 2024.**

## **6. Communications and Development: Overview of the NLI Communications Strategy**

The Head of Communications and Development provided a presentation and accompanying document regarding an 'Overview of the NLI Communications Strategy'.

The Head of Communications and Development responded to the Board's queries concerning the representative nature of the research; PR on the need for new digital copyright legislation; regional PR; possible reasons for the increase in Readers Tickets; who manages the NLI's social media and if the NLI's pays for social media advertising.

**The Board noted and considered the Head of Communications presentation and accompanying document regarding an 'Overview of the NLI Communications Strategy'.**

## **7. Business Cases**

### **7.1 Communications and Development: Public Relations, Public Affairs and Communications Service**

The Head of Communications and Development outlined the relevant Board paper and responded to the Board queries concerning the number of contracted service hours per month and the submission of supporting documents to the Executive such as timesheets and invoices; the remaining actions planned for the balance of service hours on the current contract; any differences in the contract costs between last year and this year; public affairs expertise available within DHR Communications; and public engagement with DEIS schools.

**The Board provided approval for the Executive to avail of the option to extend a contract with DHR Communications for a twelve-month term from 27<sup>th</sup> September 2024 to 30<sup>th</sup> September 2025, as allowed for under the RFT and current contract with DHR Communications costing €165,312 including VAT.**

### **7.2 Communications and Development: Irish Language Translation Service**

The Head of Communications and Development outlined the relevant Board paper.

**The Board provided approval for the Executive to procure Irish Language Translation Services under Lot 1A of the OGP Irish Translation Services Framework (EMS003AF) using the Notification to Activate Services Form (NASF), for a period of two (2) years with the option to extend for a further two periods of twelve (12) months each with a total estimated cost of €113,160 including VAT for the 4 years of the agreement.**

**The Board noted that no further request to the Board for approval to award contract will be required. Under the Framework and the NASF process, award of contract is managed by OGP and offered to the next supplier according to their ranking on the Framework.**

### **7.3 Estates: Independent Monitoring Service for the Capital Development Project**

The Deputy Director - Head of Estates outlined the relevant Board paper and responded to queries from the Board concerning the anticipated area of expertise of the potential service provider and the procurement timeline.

**The Board provided approval for the Executive to issue a request for tender under an open e-tender procedure for the supply of Capital Development independent project monitoring, reporting and advice to the ARC and Board for an initial contract period of 3 years with the option to renew for a further 1 additional year on the same terms and conditions with an estimated cost of €123,000 including VAT for the 4 years of the agreement.**

### **7.4 Estates: Cleaning Services**

The Deputy Director - Head of Estates outlined the relevant Board paper.

**The Board provided approval for the Executive to issue a tender under the Multi Supplier Framework Agreement (FCL024F) for the provision of Commercial Cleaning and Window Cleaning Services operated by the Office of Government Procurement (OGP) for an initial contract period of 2 years (with 2 options to renew for a further 1 additional year, up to a maximum of 4 years in total, on the same terms and conditions) with an estimated cost of €536,000 including VAT for the 4 years of the agreement.**

### **7.5 Exhibitions, Learning and Programming: Exhibition Service for NPA exhibition in 2025**

The Head of Exhibitions, Learning and Programming provided a detailed overview of the relevant Board paper.

The Board discussed the proposed exhibition with reference to the present turmoil in the Horn of Africa; careful consideration of themes such as post-colonialism, history, geopolitics, aid etc is required; the rich archive of material donated to the NLI; and the anticipated cross-generational interest in the archive.



[REDACTED]

The Board noted the importance of the programming element of the exhibition in providing an opportunity to consider and discuss relevant themes.

[REDACTED]

## 8. Finance

### 8.1 Management Accounts for year to 31<sup>st</sup> May 2024

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

In addition to the ARC Chair's Report (see 5.1 above concerning the management accounts), the Board noted that ARC recommended the draft Management Accounts for the year to 31<sup>st</sup> May 2024 to the Board for its approval and noted the Procurement Report Update.

**The Board approved the draft Management Accounts for the year to 31<sup>st</sup> May 2024 and noted Appendix 3 - Procurement Report Update - contracts awarded over €25k in Quarter 2, 2024 which were approved by the Executive and did not require Board approval.**

### 8.2 Letter of Representation, Chairperson's Comprehensive Report to the Minister, Management Letter and Financial Statements 2023

The Head of Finance-CRO outlined the relevant Board paper noting that:

- The draft Letter of Representation had been reviewed by ARC on 12<sup>th</sup> June 2024. In line with ARC's recommendation of 9<sup>th</sup> August 2024, the Board paper details the update provided by the Head of Finance to ARC concerning the delay in informing designated directors and designated employees of their obligations under the Ethics Acts and ARC's recommendation

that the Letter will not be adversely affected if the outstanding actions are addressed in line with the timeline provided.

- The draft Chairperson's Comprehensive Report to the Minister had been reviewed by ARC on 12<sup>th</sup> June 2024. The draft provided to the Board included tracked changes to note minor edits from the draft provided to ARC.

#### **The Board:**

- **approved the draft Letter of Representation to the Office of the Comptroller and Auditor General (C&AG) in connection with the audited Financial Statements for the year ended 31<sup>st</sup> December 2023;**
- **approved the draft Chairperson's Comprehensive Report to the Minister for the financial year ended 31<sup>st</sup> December 2023;**
- **noted the Management Letter issued to the NLI by Mazars, agent appointed by the C&AG following the audit of the financial statements for the year ended 31<sup>st</sup> December 2023; and**
- **approved the draft audited Financial Statements for the year ended 31<sup>st</sup> December 2023 subject to amendment by the C&AG.**

### **9. Risk Management: Corporate Risk Register**

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

The Board discussed the Board paper with reference to the diligence of LT and ARC on risk management; the level of detailed information provided in the risk documentation coupled with improved presentation; all Board Key Risks are amber, affecting the core of the NLI's remit and the reputational damage arising from same.

**The Board approved the draft Corporate Risk Register, version July 2024; the draft Report on Board Key Risks, version 19<sup>th</sup> August 2024; and the draft Report on Risks Exceeding Appetite, version 9<sup>th</sup> July 2024 on the proviso that an extended length of time be assigned to Risk Management at a future Board meeting.**

## **10. Capital Development Project: Gov & Ops arrangements**

In line with the ARC Chair's Report to the Board, the Director advised that the Executive awaits the necessary briefing from the D/TCAGSM Head of Finance on the deliberations that have taken place with their counterpart in OPW on the proposed new Gov & Ops arrangements.

**The Board noted the Director's verbal briefing on the proposed new Gov & Ops arrangements.**

## **11. Board Meetings**

### **11.1 Next meeting: Thursday 24<sup>th</sup> October 2024, 11:00 (hybrid)**

The Board noted its next meeting will take place on Thursday 24th October 2024 at 11.00am in the NLI Boardroom/Zoom.

### **11.2 Meeting Schedule 2025**

The Board approved the draft Board Meeting Schedule for 2025.

## **12. AOB**

No other business was noted by the Board.

**The Chairperson closed the meeting.**