

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

Thursday 27th June 2024 at 10.30am

Hybrid meeting: Boardroom, Boole Library Building, University
College Cork, Cork, T12 ND89 and video conferencing (VC)

Board	<p>Present:</p> <ul style="list-style-type: none"> - Eoin McVey, Chairperson - Prof Ciarán Ó hÓgartaigh, Deputy Chairperson (VC) - Dr Marie Bourke - Michael Diviney - John Grenham (VC) - Lorelei Harris - Elizabeth M. Kirwan - Prof Kalpana Shankar - Caitriona Sharkey - Genevieve Wyeth <p>Apologies:</p> <ul style="list-style-type: none"> - Lisa Grimm - Dr Brian Lang
Staff	<p>In attendance:</p> <ul style="list-style-type: none"> - Dr Audrey Whitty, Director - Orla Sweeney, Board Secretary - Kathleen Ruane, Head of Finance and Chief Risk Officer (VC) (Item 9 only)
Service provider	<p>In attendance:</p> <ul style="list-style-type: none"> - Rupert Johnston, Director of Risk & Resilience (Item 9.1.1)
<p>Note: All Board members were present for the full duration of the meeting unless otherwise stated. (Item 9) 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>	

The Chairperson opened the Board meeting by welcoming Dr Brian Lang (apologies), Michael Diviney and Genevieve Wyeth to their first Board meeting upon their appointment on 10th May 2024 by the D/TCAGSM Minister.

The Chairperson noted the skills and experience the three members brought to the Board and he hoped they would find their term on the NLI Board interesting and agreeable.

1. Interests and procedural matters

The Chairperson noted the apologies of Dr Brian Lang and Lisa Grimm and confirmed that the meeting was quorate. In response to the Chairperson's request, the Board members declared they had no conflicts of interests and adopted the agenda.

The Board meeting was quorate. The Board had no conflicts of interests to declare and adopted the agenda.

Note: All Board papers were circulated in advance of the Board meeting with the exception of Agenda Item 7: the presentation was provided at the meeting with a copy circulated to the Board afterwards. All papers are taken as read. The Board received a copy of the *UCC Library Building for the Future: Vision and Plan 2024-2028* along with UCC stationery.

2. Draft minutes of the Board meeting of 25th April 2024 and their publication

The Chairperson noted his deep appreciation to the Deputy Chairperson for chairing the previous Board meeting and outlined the reason for his absence to the Board. The Chairperson advised the Board, that in line with internal practice, the draft minutes were forwarded to the Deputy Chairperson for consideration in advance of their circulation to the Board.


The Board approved the draft minutes of the Board meeting of 25th April 2024 without amendment. The Board also approved 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:

- Action 8, [REDACTED]
- Action 10, Philanthropy: The Director informed the Board that it was not feasible to incorporate the Board's action into the international benchmarking project, currently being led by the Head of HR, as the project was too far advanced. Consequently, the Head of Communications and Development (C&D) is undertaking the action independently; the Director and Head C&D agreed a list of peer institutions to be invited to provide information on their development staffing levels for comparable purposes.
- Action 11, NLI Capital Development Project: The Director informed the Board that the D/TCAGSM and OPW Finance Officers met on the first week of June to discuss the proposed new Gov & Ops arrangements with regards to their respective positions, MOU and resources/expertise required by the NCI's to implement. The said Finance Officers agreed to meet in one month's time and the D/TCAGSM Finance Officer is charged with briefing the NCI Heads of Finance on the deliberations.
- Action 13, EEDI: The Director informed the Board that the US Embassy in Dublin recommended potential use of the Fulbright Commission to the NLI. The Board will be advised when the documentary 'Black and Irish' featuring the Smithsonian Secretary, Dr Lonnie G. Bunch and the Director's interviews, both filmed in the NLI, will be aired.
- Action 21, policy on NLI engagement with any media interface: The Director informed the Board that as the NLI is invited to participate in a lot of media engagements, each request is assessed against our communication objectives which are in turn informed by the organisational strategic priorities. The Head C&D will provide an overview of the NLI's Communications Strategy, currently under review, to the Board at its next meeting.

The Board noted the matters arising action table and the further actions arising, as follows:

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- **The Director to inform the Board when the documentary ‘Black and Irish’ airs; and**
- **Head of C&D to provide an overview of the NLI’s updated Communications Strategy to the Board at its next meeting.**

The Board also noted that (i) the Chairperson sent a letter of condolence to the family of the late Dr Noel Kissane, former Education Officer and Keeper of Manuscripts in the NLI and (ii) the Chairperson and Deputy Chairperson sent a joint letter to NLI staff commending them on the NLI’s ‘Celebrating Ireland’s Booker Winners’ programme.

4. Executive Report

The Director outlined the relevant Board paper. Discussions took place on the following matters, arising from the Executive Report:

- **Collection Storage Masterplan Solution:** The Board agreed that collection storage, to meet the NLI’s statutory remit to protect the national collections, is required. The Director advised that the D/TCAGSM was informed, at the recent NLI-D/TCAGSM liaison meeting, that the economic assessment for the Masterplan Solution, commissioned by the NLI, was underway. The Chairperson noted that a short-term plan is also required to act as a bridge until the long-term Masterplan Solution is in place. The Board and Director discussed the potential for collaborative collection storage opportunities with peer institutions. The Board’s consensus was for a NLI Kildare Street on-site archive in line with the Masterplan Solution.
- **Fundraising for the NLI Capital Development Project:** The Board discussed fundraising in light of the Government’s requirement that the NLI raise a percentage of the capital budget. The Director advised that the NLI’s Estimates 2025 submission included a request for posts in Development as there is currently no dedicated fundraising staff in place. The Board discussed fundraising with reference to corporate policies (e.g. anti money laundering) and organisational structures; staffing levels; and the strategic value of family

history, grants of arms and digitisation in connecting with potential donors. The Board agreed that information and Q&A session/s with fundraisers, experienced in the Irish market, should be organised for the Board as part of its upcoming Board meetings.

- **Water leaks:** The Director addressed a query from the Board on mitigations for the number of current water leaks in the buildings. The Board noted that climate change will result in water leaks becoming more frequent and/or impactful, and water leaks can lead to mould in the collections.

The Board noted the Executive Report. The Board agreed the following actions:

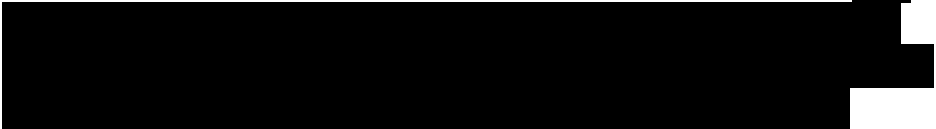
- **a short-term collection storage plan to act as a bridge until the long-term, Masterplan Solution, is in place. As the economic assessment report on the Masterplan Solution is due to be submitted to the Board for its meeting of the 24th October next, then the Executive's consideration of an interim storage plan should be provided to the Board then too.**
- **information and Q&A session/s with fundraisers, experienced in the Irish market, to be organised as part of the upcoming Board meetings.**

5. Board Committees

5.1.1 Audit and Risk Committee: Report of 12th June 2024 and Minutes of 10th April 2024

The Deputy Chairperson, in his role as Committee Chair, provided the Board with an overview of the relevant Board paper, noting in particular:

- **Internal Audit Reports:** Good progress on the implementation of recommendations arising from the separate Internal Audit Reports on (i) Human Resources and People Management and (ii) Collections and Acquisitions.

- Risk management: Water leaks in the NLI building

- NLI Capital Development Project: The proposed new Gov&Ops arrangements will be a standing item on the ARC's agenda.
- Transition of the Board and Committee members expense claims to the NSSO Pay and Expenses system: The Executive will report back to the ARC at its next meeting on the NSSO's reply to its queries arising from the Revenue e-Brief No 138/24.
- Board agenda/paper: The Board paper linked to Agenda Item 9.2.1 was reviewed and recommended by the ARC to the Board for approval.

The Board noted the ARC Chair's report to the Board on the ARC meeting of 12th June 2024 and the Committee Chair's corresponding verbal briefing. The Board also noted the approved minutes of the ARC meeting of 10th April 2024.

5.1.2 Membership

Upon the recommendation of the Chairperson of the Board and in consultation with the ARC Chair and the relevant Board members, the Board approved the following changes to the membership of the ARC:

- **The resignation of Board member, Dr Marie Bourke, as an ordinary member of the ARC effective from 27th June 2024; and**
- **The appointment of Board member, Genevieve Wyeth, as an ordinary member of the ARC effective from 28th June 2024 to 9th May 2029 (expiry date of Board term).**

The Chairperson of the Board and the Committee Chair noted their appreciation to Dr Bourke and Ms Wyeth.

5.2 Committee on Genealogy and Heraldry: Report of 5th June 2024 and Minutes of 6th March 2024

The Committee Chair informed the Board that the Committee meeting of 6th March 2024 was chaired by fellow Board and Committee member, Lisa Grimm, in the Chair's absence. The Committee commended the Deputy Director-Head of Estates' presentation on the NLI Capital Development Project and the subsequent tour of the West Wing jointly by the Director and Deputy Director.

The Committee Chair, in conjunction with a fellow Board member on the Committee, informed the Board that the Committee meeting of 5th June 2025 included:

- a presentation by Céile Chemin, Senior Archivist in the Military Archives, on the Military Service Pension Archive which was commended by the Committee. Ms Chemin also presented each Committee member with a copy of *A Very Hard Struggle – Lives in the Military Service Pensions Collection*.
- a briefing by the Keeper of Special Collections, in her role as Chief Herald, on resource constraints in the OCH. The Committee Chair advised the Board that action was required on the OCH's resources in order to fulfil its statutory remit. The Committee Chair responded to the Board's queries on the number of applications and costs for grants of arms and the OCH's clients. The Director addressed queries from the Board on human resources within the OCH, including its current and required staffing level, and its status on the Corporate Risk Register currently under review.

The Committee Chair advised the Board that there has been longstanding tension regarding the OCH, as result of its resources, between maintaining the status quo of a low profile versus increasing its profile and output through diversity and pro bono work. The Board noted the OCH must remain operational in light of its statutory remit and its strategic value to the NLI.

The Board noted the CGH Chair's verbal report to the Board on the CGH meetings of 6th March and 12th June

2024. The Board also noted the approved minutes of the CGH meeting of 6th March 2024.

The Board requested that the Executive provide it with (i) a verbal briefing on the OCH's staffing levels, both past and present, for the next Board meeting and (ii) a written briefing, for the Board meeting of 29th October 2024, on the OCH and the resource options, including their feasibility, to maintain the OCH's operations.

5.3 Readers' Advisory Committee

5.3.1 Report

The Committee Chair informed the Board that a Committee meeting, provisionally scheduled for May, has been scheduled to take place on 26th September 2024.

The Board noted the RAC Chair's verbal report to the Board on the RAC.

5.3.2 Membership

Upon the recommendation of the Chairperson of the Board and in consultation with the RAC Chairperson and the relevant Board/Committee members, the Board approved the following changes to the membership of the RAC:

- The resignation of Committee member, Dr Audrey Whitty, the Director, as an ordinary member of the Readers Advisory Committee effective from 27th June 2024.**
- The appointment of Board member, Michael Diviney, as an ordinary member of the Readers Advisory Committee effective from 28th June 2024 to 9th May 2029 (expiry date of Board term).**

The Chairperson of Board welcomed the fact there would now be two Board members on the RAC. The Chairperson also noted, in line with the Board paper, that the Director, upon the invitation of the Committee Chair, will continue to attend each RAC meeting to facilitate flow of

information and communication between the RAC and the Executive, and vice versa.

6. NLI Underfunding

The Director provided a presentation on the NLI's underfunding noting that the new members will have received similar information as part of their induction. The Director responded to a query from the Board on the NLI's Estimates 2025 submission.

The Chairperson and Deputy Chairperson agreed that as the Minister is the decision-maker then the Board should communicate directly with the Minister and/or the Secretary-General on the NLI's underfunding.

The Board noted the Director's presentation on the NLI's underfunding. The Chairperson advised the Board that he and the Director would request a joint meeting with the Minister and/or the Secretary-General regarding the NLI's Estimates 2025 submission. The Chairperson requested that the Director revert to the Board regularly on the NLI's underfunding.

7. Business Cases

In the absence of the Deputy Director-Head of Estates, the Director provided an overview of the relevant Board papers under Agenda Items 7 & 8.

7.1 Estates: Commercial Off-Site Records Management & Storage Service Contract

The Chairperson noted the quality of the GRM storage provision in comparison to the NLI's leased storage unit in Park West or the NPA building.

The Board provided approval for the Executive to invoke the options in the existing Glenbeigh Records Management (GRM) Contract, for one final 12-month extension option of the contract, from the currently approved contract end period of 10th September 2024 to 10th September 2025.

7.2 Estates: Final Business Case to support the Capital Development Project in accordance with the Public Spending Code (PSC) requirements

The Director noted the quality of the Interim Business Case provided by Fitzpatrick Associates Economic Consultants to the NLI.

The Board provided approval for the Executive to invoke the first of two possible extension options in the existing Fitzpatrick Associates Economic Consultants Contract, for a 12-month extension of the contract from the currently approved contract end period of 28th July 2024 to 28th July 2025.

8. Policies

8.1 Estates: NLI Safety Statement

The Board approved the draft NLI Safety Statement July – December 2024 (Ref: NLI_EST_POL_2401) subject to the following amendments:

- Include reference to the NLI Board members and their responsibilities in terms of safety;**
- Replace binary pronouns with gender neutral pronouns; and**
- Correct the record to note that there is no panic button in the NPA Reading Room.**

8.2 Estates: NLI Climate Change Roadmap 2024

The Director advised the Board that she and Deputy-Director are both undertaking an 8hr online climate action leadership course.

The Board approved the draft NLI Climate Action Roadmap 2024. The Board, noting that it is required to undertake a climate action leadership training course, agreed to undertake the online course recommended by the Executive before the next Board meeting and advise the Chairperson, at the Board meeting, if more training on this topic is required by the Board.

9. Corporate

9.1 Risk Management

9.1.1 Corporate Risk Register

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

A Board member advised the Board of the risk posed by legislation, noting in particular, EU regulations such as the European Accessibility Act (EAA), 2025 and the European Artificial Intelligence Act (AI Act), 2024.

The Board approved the draft template for reporting of Board Key Risks and the draft template for reporting of Risks Exceeding Appetite subject to amendment on foot of the Board's request that the CRO in consultation with the service-provider and LT consider risks in relation to (i) compliance with the EAA and (ii) risks associated with the OCH and where these risks fit into the Corporate Risk Register.

The Board approved the high level five Board Key Risks identified by the Executive for Board reporting.

The Board requested that the Executive review the EAA with an eye to its consequences for the NLI and to plan accordingly to ensure the NLI's compliance with the act.

9.2 Finance

9.2.1 Management Accounts for year to 30th April 2024

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

A Board member commended the NLI's catalogue and its digitisation programme, which

resulted in the visitation of Wexford being made available online through the catalogue and noted the unwelcome reduction in the digitisation budget. The Director outlined the NLI's efforts through its Estimates 2024 and 2025 submissions to increase staffing levels in digitisation. The Board discussed digitisation highlighting its importance to the NLI's statutory remit to protect the collections and make them accessible.

The Board approved the draft Management Accounts for the year to 30th April 2024.

The Board requested that the Executive Report include a list of collections made available in digital format on the catalogue and that the NLI increase its external communications concerning the addition of new digital formats on the catalogue.

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

The Head of Finance-CRO advised the Board that the external auditor, Mazars and OCAG, had cleared the Financial Statements 2023 (FS 2023) for signing pending the submission of the draft text for the Annual Report 2023 and the draft Corporate Risk Register, which the Executive will be in a position to provide to the external auditor in early July.

The Board noted the Head of Finance-CRO verbal briefing on the FS 2023.

The Board agreed that the FS 2023 should be submitted to the ARC and then the Board for their next meetings, unless the external auditor pressed for the matter to be undertaken by the ARC and Board sooner by email.

The Board noted that the Head of Finance-CRO will circulate the Letter of Representation and Chairperson's Comprehensive Report to the Minister to the Board at its next meeting and the Head will engage with the external auditor on the required timeframe between the Board's approval of the FS 2023, the OCAG Report and the presentation of the FS 2023 to the D/TCAGSM.

The Executive agreed to circulate the latest draft of the FS 2023 to the newly appointed ARC member as part of their induction.

10. MoLI

The Chairperson noted the good relations between the NLI and MoLI, and MoLI's engagement with the Director in response to the Board's considerations.

The Director provided an overview of the relevant Board paper and verbally briefed the Board on concessionary arrangements in MoLI in relation to its entrance fee.

The Board noted 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. [REDACTED]

[REDACTED]

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- | [REDACTED]

[REDACTED]

11. Next Board meeting: Thursday 29th August 2024

The Board noted the next hybrid Board meeting will take place on Thursday 29th August 2024 in the NLI's Boardroom.

12. AOB

The Director verbally outlined an Exceptional Request from the Head of Digital Collections to the Board and the rationale for the request.

The Board provided the Executive with approval to issue an Exceptional Request by email to the Board, in advance of the next Board meeting, seeking Board approval for an award of contract for Digital Storage and Virtualisation Infrastructure.

The Chairperson closed the meeting.