

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

Thursday 25th April 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"> - Prof Ciarán Ó hÓgartaigh, Deputy Chairperson (VC) - Dr Marie Bourke - John Grenham - Lisa Grimm - Lorelei Harris (VC) - Elizabeth M. Kirwan (1-12) - Prof Kalpana Shankar - Caitriona Sharkey (VC) <p>Apologies:</p> <ul style="list-style-type: none"> - Eoin McVey, Chairperson
Staff	<p>In attendance:</p> <ul style="list-style-type: none"> - Dr Audrey Whitty, Director (1-12) - Orla Sweeney, Board Secretary (1-12) - Eoghan Ó Carragáin, Head of Digital Collections (7-8.2) - Liz Coffey, Head of Communications and Development (9.1) - Kathleen Ruane, Head of Finance and Chief Risk Officer (all of 10) - Brian O'Donnell, Deputy Director and Head of Estates (10.1.3)
Service provider	<p>In attendance:</p> <ul style="list-style-type: none"> - Rupert Johnston, Director of Risk & Resilience (10.1.2)

Note: There are three vacancies on the Board. All Board members were present for the full duration of the meeting unless otherwise stated. (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.

1. Interests and procedural matters

The Deputy Chairperson conveyed the Chairperson's apologies that he was unavailable to attend the meeting due to exceptional circumstances. The Deputy Chairperson confirmed that the meeting was quorate. In response to the Deputy 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 and a copy of the presentation was circulated after the meeting. The Board papers for Agenda Items 3 and 5.1 were circulated on 24th April 2024. All papers are taken as read.

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

The Board approved the draft minutes of the Board meeting of 29th February 2024 subject to a minor amendment in line with Board Secretary's recommendation (Section 4 'digital storage' replaced with 'digital signage'). 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 4, No 5 Kildare Street: OPW has been heavily engaged with works on the Joly Theatre. The Deputy Director-Head of Estates will continue to raise the Board's request, that the façade of No 5 Kildare Street be restored to its original condition, at the Capital Development Project's working group meetings.
- Action 8, [REDACTED]



- Action 9, Internal Audit Report on Human Resource and People Management: On 27th March 2024, the Secretary-General, D/TCAGSM, issued a letter of reply to the ARC Chairperson. On 10th April 2024, the ARC Chairperson issued a further letter to the Secretary-General advising him that the ARC noted his considered reply at its recent meeting and agreed to submit the Secretary-General's letter to the Board. The Board received a copy of both letters under this Agenda Item.
- Action 11, NLI Capital Development Project: On 9th May 2024, the Joly Theatre will be opened by Minister Catherine Martin, D/TCAGSM and Minister of State for the OPW, Kieran O'Donnell with the OPW Chairman, John Conlon in attendance.

There has been positive progress at a recent meeting of the Project's Steering Group: (i) Ministerial approval for the project is pending; [redacted] and (iii) approval has been granted to proceed with the Suitability Assessment Questionnaire or shortlisting of suppliers for the exhibition design, interpretation, fit-out and wayfinding in the redeveloped West Wing. D/TCAGSM has strongly conveyed that the new Gov-Ops arrangements will be implemented, which will have serious resource implications for the NLI.

The Deputy Chairperson noted that the Head of Finance-CRO is undertaking a lot of work across a number of corporate areas, and her department will require significant support and resources in light of the new Gov & Ops arrangements.

The Director addressed a query from the Board on what impact a change of Government may have on the Project.

- Action 13, Joint Oireachtas Committee on Tourism, Arts and Sport (JOC): No further engagement between the NLI and the JOC anticipated.
- Action 19, Funding from the NLI Trust Council: A Board member who chaired a meeting of Council of the NLI Trust

informed the Board that the Council had approved the request for funding for 2 projects – one in Digital Collections and one Communications & Development – costing up to €40,000 (incl. VAT) in total in 2024 (or up to €20,000 incl VAT for each Project in 2024).

The Board noted the matters arising action table and requested that Action 16, EEDI, be categorised as an ongoing action and the draft minutes of the NLI Trust Council meeting, Action 19, be provided to the Board at its next meeting. The Board also noted that Action 2, MoLI; Action 10, Philanthropy; Action 20, Significant ICT improvements or deteriorations; and Action 21, Director’s Performance Appraisal will be addressed through the Agenda.

4. Executive Report

The Director outlined the relevant Board paper. In addition, the Director briefed the Board on the following matters, and where applicable, the Board’s input on the matters is also noted.

- Board membership: The Chairperson of the Board had previously advised the Director that the shortlisting of candidates is now complete. It is hoped the Ministerial appointments will soon be announced.
- EEDI: The NLI along with other NCIs attended a consultation session, hosted by the Lord Mayor of Dublin in The Mansion House, on steps Dublin can take to make the city autism friendly. The NLI will participate in an Autism-Friendly Experience Open Day at the end of May.

The online event ‘Inspire inclusion: women in the photographic collection of the NLI’ to mark International Women’s Day will also be made available on the NLI’s You Tube channel.

- The Director will attend the 12th European Remembrance Symposium in Warsaw in May.
- A positive meeting was held between the Director, Chairperson of the Board and Secretary-General, D/TCAGSM, on 28th March 2024, and a follow-up letter, jointly signed by the Director and Chairperson, was issued.

In relation to the French-led international project, 'The Norman Millennium-2027' the Board advised the Director of TCD's Norman festival programme in 2019 as it may be of assistance.

In response to the Director's verbal briefing on the audience reach of the RTÉ-commissioned 'Hidden Treasures' series, an equal number of Board members commented negatively and positively on the NLI's feature in the series with both noting that improvements could have been made. The Board's comments ranged from:

- both positive and negative comments on the informality and bite-size segments.
- positive comments for demonstrating part of a collection's life-cycle and the work undertaken by NLI staff to be part of the series.
- negative comments included the series not of the same high standard of other national public service broadcasters and queried whether the national broadcaster and production company benefited more from the series than the NLI.

The Board noted and discussed the Executive Report and the additional verbal briefing provided by the Director. The Board requested that (i) the Director write to the Taoiseach, Simon Harris, to advise him of the NLI's participation in the Autism-Friendly Experience Open Day and (ii) the Executive draft a policy on NLI engagement with any media interface for the Board's consideration.

5. Board Committees

5.1 Audit and Risk Committee: Report of 10th April 2024 and Minutes of 15th February 2024

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

- Internal Audit Report on Human Resources and People Management: The letters to and from the ARC to the Secretary-General, D/TCAGSM, as outlined above under Agenda Item 3, Action 9.
- Funding: NLI has had to rely on a carry-over of funds year-on-year to meet its cost; however, there is now a risk that the NLI will have no funds remaining to carry-

over from 2025 to 2026 to meet the NLI's expenditure needs, thus resulting in concerns about the sustainability of the NLI's funding.

- Staffing: ARC outlined its concern about the D/TCAGSM position of advocating for one-year fixed term contracts.
- Board papers: Board Agenda Items 10.1.2 and 10.2.1 were reviewed and recommended by the ARC to the Board for approval and Item 10.1.3 noted by the ARC.
- Internal audit: ARC provided approval for the Executive to invoke the option to extend the contract with Crowleys DFK for the supply of internal audit services from 1st January 2025 to 31st December 2025.

The Deputy Chairperson acknowledged that the Board paper was circulated late and invited the Board to revert to him should they have any queries on his report.

The Board noted the ARC Chairperson's report to the Board on the ARC meeting of 10th April 2024 and the Committee Chairperson's corresponding verbal briefing. The Board also noted the approved minutes of the ARC meeting of 15th February 2024.

5.2 Committee on Genealogy and Heraldry: Report of 6th March 2024 and Minutes of 5th December 2023

The Committee Chairperson informed the Board that the Committee met on 6th March 2024 and the meeting was chaired by fellow Board and Committee member, Lisa Grimm, in the Chairperson's absence. Ms Grimm advised that a standard Committee meeting took place.

The Board noted the verbal report to the Board on the CGH meeting of 6th March 2024 and the approved minutes of the CGH meeting of 5th December 2023.

In line with Committee Chairperson's request, the Director agreed to ask the Head of Digital Collections if he would have capacity to evaluate the 'Ask about Ireland' website and advise the CGH on possible solutions, resources etc needed for the ageing website, as the CGH is concerned

about the NLI's collection material available on the website.

5.3 Readers' Advisory Committee

The Committee Chairperson briefed the Board on the following matters:

- Recap of the RAC meeting of 22nd February 2024.
- It is hoped that the next Committee meeting will take place in May.
- The RAC's review of its remit and recommendations on future actions is in train.

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

6. MoLI

The Director provided an overview of the relevant Board paper which included all the information provided in the deferred Board paper of 29th February 2024 and further information on the loan of the NLI's collection to MoLI. The Director provided a further briefing on the collection loan documentation and addressed a query from the Board concerning the collection valuation.

The Director advised the Board of changes that have recently taken place in MoLI in respect of its operations, Board membership and the staff redundancies. The Director also noted recent media coverage about MoLI.

With reference to his report to the Board on the ARC meeting of 10th April 2024, the Deputy Chairperson informed the Board that the ARC also received the deferred Board paper of 29th February 2024 and noted that the ARC's key considerations include the protection of the NLI's collections and making the NLI's collections accessible through free and/or concessionary entrance.

The Board discussed the ARC's key considerations with a particular focus on the protection of the NLI's collections in MoLI including: (i) original material (such as current and future displays), safeguards, and compliance with the safeguards; and (ii) surrogate material including digital. The Board and Director noted the value stakeholders place on the display of original material.

The Board noted the Board paper and the Director's briefing. Arising from its discussion, the Board requested that the Director:

- **Submit draft heads for a new collection loan agreement between the NLI and MoLI to the Board for review;**
- **Outline to the Board options open to the NLI on the display of its collections in MoLI in terms of original material and surrogate material; and (ii) free and/or concessionary access to the NLI's collections in MoLI.**
- **Advise the Board if these options could be addressed via the new collection loan agreement or through the current or an updated collaboration agreement.**

7. Digital Collections: AI @ NLI

The Head of Digital Collections provided a presentation on 'AI @ NLI' to the Board noting that the:

- NLI is starting from a low base outlining the standard productivity tool and products used by the NLI;
- Impressive versions of machine learning technologies, of interest to the NLI, have been available as a commodity service/application programme interface for many years;
- Reasons the NLI has not availed of these technologies and what needs to happen to do so. In relation to the former point, resource constraints were noted as the primary reason.

The Board welcomed the presentation particularly all the work detailed to get the NLI 'AI Ready'. Board feedback to the Head of Digital Collections included the importance of governance, governance documentation and intellectual property rights; profit-based firms harvesting and monetisation of data and their conduct towards free-to-access data organisations; and the relevance of diversification, rather than AI as an all-encompassing approach.

The Board noted the presentation and provided its feedback to the Head of Digital Collections. In response to a recommendation from the ARC at the Board meeting, the Head of Finance-CRO and Head of Digital Collections both agreed that the Corporate Risk, which is presently under review, would also be reviewed in light of considerations such as AI and emerging technologies.

8. Business Cases

8.1 Digital Collections: Procurement of Chief Information Security Officer function as a Service

The Head of Digital Collections outlined the relevant Board paper and responded to queries from the Board on the rationale for the proposed number of drawdown days from the contract and the extent of the 'hands-on' work the service provider will undertake.

The Deputy Chairperson noted that the costs of procuring a CISO service were less than employing a CISO.

The Board provided approval for the Executive to place a contract with VISO Cyber Security, as the successful tenderer following RFT, for the supply of a Chief Information Security Officer function as a service for an initial contract of 1 year, with option to extend for 2 subsequent 12-month contracts at cost of up to a maximum of €207,931.50* (incl. VAT) over 3 years. In line with Deputy Chairperson's recommendation, the Head of Digital Collections agreed to report to the ARC and/or Board when the contract is nearing its maximum value limit.

(Note: * this figure is based on the VISO Cyber Security daily rate of [REDACTED] for initial service setup and an averaged ongoing engagement of 1 day a week covering operation of the NLI's Information Security Management System/Process, incidence response, and ad hoc advice. The actual 3-year contract amount may be less if, over time, the NLI requirements do not necessitate an averaged engagement of 1 day a week and if there is not a requirement to engage VISO to carry out other specific technical remediations that may arise. The amount to be allocated in the second and third year will therefore be evaluated as part of the standard NLI budgetary approval process and will not exceed the maximum amount above over the 3 years.)

8.2 Digital Collections: [REDACTED]

[REDACTED]

[REDACTED]



8.3 Special Collections: Purchase of a collection of papers relating to Richard Robert Madden (1798-1886)

In the absence of the Keeper of Special Collections, the Director outlined the relevant Board paper.

The Director noted a recent conversation she had with the Secretary of the Smithsonian, about anti-slavery material within the collections, on his recent visit to the NLI. The Deputy Chairperson noted his late wife's academic interest in Richard Robert Madden. The Director responded to a query from the Board on the collection valuation.

The Board provided approval for the Executive to proceed with the purchase of a collection of papers relating to Richard Robert Madden (1798-1886), medical doctor, colonial administrator, historian, and anti-slavery campaigner at a cost of €108,000 including the agents fee with VAT due on the agent's fee only.

In line with the Board's recommendation, the Director agreed that business cases concerning collection acquisitions would include more information on the collection's valuation in line with the Internal Audit Report on Collection Acquisition including Copyright and Legal Deposit recommendations.

9. Policies

9.1 Communications and Development: Development Briefing

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

The Board welcomed the briefing paper and discussed it with reference to the: benefits of procuring philanthropic advisors as service-providers; increase in development recruitment

opportunities; donors record of giving monetary donations to libraries; the importance of consultation with stakeholders such as Business to Arts and The Ireland Funds America; the value of connection, for example, the value of Irish family history to North Americans and the value of local history feeding into the national history; the potential impact of philanthropy across the library and its staff, for example, a collection donation includes cataloguing, digitisation and exhibits; and the absence of a national policy on philanthropic naming rights. The Board acknowledged the Government's requirement that the NLI raise 10-15% of the capital budget for the NLI's Capital Development Project as a key consideration.

The Board discussed the Board paper. With reference to the Head of Communications and Development's advice that the NLI will not achieve its fundraising potential unless it is adequately resourced, the Board requested that the Head of Communications and Development:

- (i) undertake an international benchmarking exercise on development staffing levels across peer institutions (if possible, this should be incorporated into the international benchmarking project currently being led by the Head of HR); and**
- (ii) arising from this exercise submit a paper to the Board on the resources required to adequately resource the NLI to achieve its fundraising potential.**

9.2 Service Delivery: Irish Language Policy

In the absence of the Head of Service Delivery, the Director outlined the relevant Board paper. In addition, the Director informed the Board that the Executive has been unsuccessful in its requests to the D/TCAGSM to increase the NLI's allocation on pay and pensions to include an Irish Language Officer (ILO) post. The Director noted the collaboration opportunities that would be open to the NLI if an ILO was in place.

The Board supported an ILO post in the NLI noting that the officer should be embedded across the organisational structure with the necessary standing to ensure compliance; the popularity of the Irish language nationally, particularly

among the younger generation, and internationally; the NLI's quality events to mark Seachtain na Gaeilge 2024; and the benefits of wider reach if bi-lingual events were held.

The Deputy Chairperson advised the Director that the ARC and/or Board would be available to assist Executive in its efforts to obtain funding for an ILO post.

The Board approved the draft Irish Language Policy (document ref: SD-PO-01 V1). The Board recommended that the Director write to the Minister of State with special responsibility for the Gaeltacht and relevant members of the Houses of the Oireachtas to advise them that the NLI is seeking funding to recruit an ILO.

10. Corporate Affairs

10.1 Risk Management

10.1.1 CRO Report to the Board

The Head of Finance-CRO briefed the Board on the following new and emerging risks and mitigations:

- (i) increase in the number of water leaks in the main building with risks to the collections. Mitigations include monitoring for leaks, engagement with the OPW and the NLI's request for a programme of works by the OPW to address the leaks.
- (ii) extended period of staff absences in the Seamus Heaney: Listen Now Again exhibition with a risk to this public facing service. Mitigations to ensure service maintained included transferring a ELP staff member from Kildare Street to SH:LNA and recruitment of staff using the panel in place. The Director responded to a query from the Board on whether health and safety was a concern.

The Board noted the CRO's verbal report to the Board.

10.1.2 Risk Appetite Statement, Risk Management Framework and Risk Management Policy

The Head of Finance-CRO outlined the relevant Board paper. In addition, the service-provider, Rupert Johnston of Risk & Resilience, advised the Board of the significant amount of work required to review and adjust the Corporate Risk Register in line with the risk management documentation provided to the Board now for approval.

The Deputy Chairperson noted his appreciation to the Head of Finance-CRO for leading this project.

The Board approved the draft Risk Appetite Statement (document ref: FIN-PO-03 V3); approved the draft Risk Management Framework (document ref: FIN-PR-02 V3); and approved the draft Risk Management Policy (document ref: FIN-PO-02 V3).

10.1.3 Estates: Capital Development Project Risk Register

The Deputy Director-Head of Estates outlined the relevant Board paper. In addition, he advised the Board that the Executive noted the ARC's consideration of Risk 4.11, at its recent meeting, to include the risk of a delayed start to the Project from multiple stakeholders; however, the Project Risk Register has not been updated since the ARC meeting as clarification is required from the Project partners if the ARC's consideration is detailed elsewhere in the Register.

The Deputy Chairperson reiterated the risk to the NLI arising from the new Gov & Ops

arrangements. The Deputy Director-Head of Estates informed the Board that in line with the Board's instruction of 14th December 2023, the Executive had engaged with the D/TCAGSM and the OPW to have the construction costs paid directly from D/TCAGSM to OPW; however, D/TCAGSM has declined such engagement and the Executive is very concerned that the NLI is on the sidelines of discussions between the D/TCAGSM and OPW on the D/TCAGSM's new Gov & Ops arrangements i.e. construction costs are paid from D/TCAGSM via NLI to OPW.

The Board noted the Capital Development Project Risk Register and the Deputy Director-Head of Estates' additional verbal briefing regarding the said Register and proposed new Gov & Ops arrangements for the Project.

The Board, in line with the Executive, agreed that the NLI needs to be included in the discussions with the D/TCAGSM and OPW on the new Gov & Ops arrangements to ensure there is a workable solution and methodology achieved.

The Board, in line with the Executive, also agreed that the NLI needs to be adequately resourced in advance of the new Gov & Ops arrangements.

On foot of a recommendation from a Board member, the Board agreed that the Chairperson and/or Deputy Chairperson should send a letter of commendation, on behalf of the Board, to all staff on the successful launch of the NLI's 'Celebrating Ireland's Booker Winners'.

10.2 Finance

10.2.1 Management Accounts for year to 29th February 2024 and Proforma Budget 2024

The Head of Finance-CRO outlined the relevant Board paper and responded to queries from the Board on the draft Proforma Budget including the low allocation of funds for digitisation; expenses that are anticipated to be incurred under EEDI; and the high-level of consultancy costs. The Director advised the Board of an option, the Executive is considering, to increase the NLI's digitisation capacity.

The Deputy Chairperson reiterated the ARC's concern (Agenda Item 5.1) about the sustainability of the NLI's funding. The Deputy Chairperson advised the Board that the Chairperson is in communication with the other NCI Chairs about the matter.

The Board approved the draft Management Accounts for the year to 29th February 2024. The Board also approved the draft Proforma Budget for 2024 for the remainder of 2024. The Board noted the Procurement Report Update, i.e. contracts awarded over €25k in Quarter 4, 2023 and Quarter 1, 2024 which were approved by the Executive and did not require Board approval.

In line with the Deputy Chairperson's recommendation:

- **the Head of Finance-CRO agreed to include the additional analysis on consultancy costs as part of management accounts paper pack going forward; and**
- **the Board agreed to discuss how to address the NLI's under-funding at the next Board meeting.**

11. Next Board meeting: Thursday 27th June 2024

The Board noted the next hybrid meeting of the Board will take place on Thursday 27th June 2024 in University College Cork and a draft itinerary will be circulated to the Board shortly. The Board advised the Board Secretary that it would appreciate the opportunity to view a range of materials from the Bonar Law collection.

12. AOB

The Board had no other business.

13. Time alone

13.1 Director's Performance Appraisal: Director's Goals 2024 and Performance 2023

The Board reviewed and approved the Director's Goals 2024 and the Director's Performance Appraisal 2023. The Board strongly commended the Director on her performance, her good-natured approach to the work and her diligence and commitment in the interests to the Library.

The Deputy Chairperson closed the meeting.