

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

Thursday 14th December 2023 at 11:00

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 (VC) - Dr Marie Bourke - John Grenham - Lorelei Harris - Elizabeth M. Kirwan - Prof Kalpana Shankar - Caitriona Sharkey <p>Apologies:</p> <ul style="list-style-type: none"> - Lisa Grimm
Staff	<p>In attendance:</p> <ul style="list-style-type: none"> - Dr Audrey Whitty, Director - Orla Sweeney, Board Secretary - Brian O'Donnell, Deputy Director and Head of Estates (6.1-6.2) - Eoghan Ó Carragáin, Head of Digital Collections (7.1-7.2) - Kathleen Ruane, Head of Finance and Chief Risk Officer (8.1-8.3)
<p>Note: There are three vacancies on the Board. All Board members were present for the full duration of the meeting unless otherwise stated. (1-11) denotes where a Board or staff member was not present/in attendance for the full duration, but present/in attendance for certain section/s of the minutes.</p>	

The Chairperson welcomed Elizabeth M. Kirwan as the newly appointed staff nominee to the Board. Upon the Chairperson's invitation, Ms Kirwan outlined her personal and professional background and advised that she is an Assistant Keeper, Grade 1 in Special Collections and currently curator of the NLI's National Photographic Archive. Ms Kirwan also advised the Board that she is member of the NLI's Equity, Equality, Diversity and Inclusion Committee and she hopes to contribute particularly on the subject of inclusivity to the deliberations of the Board.

The Board welcomed Elizabeth M. Kirwan as the staff nominee to the Board.

1. Interests and procedural matters

The Chairperson confirmed that the meeting was quorate. In response to the Chairperson's request, the Board 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 unless otherwise stated and taken as read.

2. Draft minutes of the Board meeting of 26th October 2023 and their publication

The Board approved the draft minutes of the Board meeting of 26th October 2023 without amendment and the publication of the approved minutes with redactions as highlighted.

3. Matters arising

The Board noted that its membership now comprises 9 ordinary members with the staff nominee, Elizabeth M. Kirwan, appointed on 30th November 2023, and there are three vacancies (PAS nominees) from 24th November 2023. The Chairperson informed the Board that he understands from his engagement with Stateboards.ie and PAS

the booklet inviting applications to fill the 3 vacancies will be published in January 2024.

The Board recalled its exceptional decision of 7th December 2023, in which it approved by email, with no conflicts of interest declared, the purchase by the NLI of the correspondence between Michael Collins and Susan (Siobhán) Killeen and related items for a total sum of €162,500, which it noted at the time was expected to be funded by means of a special allocation, for this specific purpose, from the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media.

The Director outlined the matters arising action table. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

The Board requested that the action concerning MoLI remain open, as the Board would like the agreement relating to the loan of the NLI collections for exhibit in MoLI, submitted to the Board for its meeting of 29th February 2024.

The Board noted a number of items under matters arising including Board membership; its exceptional decision request of 7th December 2023 to approve the purchase of a special collection; and its matters arising action table including actions relating to MoLI [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

4. Executive Report

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

- Communications/Events/Exhibitions:
 - Late at the Library series: The Director advised that she intends to build on the series success in engaging with new audiences, by working with Exhibitions, Learning and

Programming (ELP) on a new series for 2024 aimed at engaging even more youth.

- Director's Tours: The Director advised that the tours scheduled to take place this evening may be disrupted due to planned protests outside the Houses of the Oireachtas. The Director and Board discussed the reason for the tours' success citing the NLI's increased communications profile as one possible reason.
- Poetry Aloud: The Director advised of a collaboration opportunity with UK and Canada; the finalists of Poetry Aloud 2023 will be travelling to London for an international collaboration involving Poetry Aloud winners past and present; and the NLI will liaise with the Irish Embassy in London on the collaboration.
- Centenary of the award of Nobel Prize for Literature to WB Yeats: The Director commended the support provided by Cathaoirleach of Seanad Éireann, Jerry Buttimer, in relation to the series of short films and the special event in Seanad Éireann to mark the centenary.

The Director advised the Board that she has met a number of Senators as a result of the NLI's direct engagement with every member of the Houses of the Oireachtas on the NLI's WB Yeats' collection, exhibition and programme of events for the centenary.

The Chairperson commended Susan O'Keeffe for her and the Yeats Society's support on the programme of NLI events held onsite and online to mark the centenary.

- Seamus Heaney: Listen Now Again: The Director outlined the timeline for the restoration of its 6-day per week opening on an incremental basis in line with staff recruitment.
- Media: The Board requested that the Director's interview on the NLI's photographic collections as part of RTÉ's Nationwide series on 'Big Houses in Ireland' be circulated to the Board. The Board commended the Director's article in the latest edition of the *Irish Arts Review* on antiquarian drawings by Gabriel Beranger (c1729-1817) in the NLI's collections, and

particularly noted her reference to longstanding reader and friend of the NLI, the late Prof Peter Harbison.

- **Capital Development Project:** The Director noted that the NLI submitted, in line with a request from D/TCAGSM, a further business case for approval to issue an invitation to tender for the development of interpretation, exhibition design and fit out services. The Director noted the Executive's disappointment on two immediate Project fronts: (i) the additional layer of approval outlined above as this was unexpected; and (ii) the delay in completing the Joly Theatre. The Board noted its concern that the ELP 2024 schedule is being adversely affected by the delay in opening the theatre.
- **Recruitment:** The Chairperson asked the Director to advise the Head of HR that the Board acknowledges all the work undertaken by her in progressing recruitment as an organisational priority in 2023.

The Board noted and discussed the Executive Report and the additional verbal briefing provided by the Director.

5. Board Committees

5.1 Audit and Risk Committee: Report of 1st December 2023; and Minutes of 11th October 2023

The Chairperson of the Audit and Risk Committee (ARC) provided a verbal report on the Committee meeting of 1st December last as follows:

- The following Board Agenda Items and relevant papers were also considered by ARC: 6.1, 8.1.1-8.1.3; 8.2.1; 8.3.1.
- ARC made a number of advice/recommendations for the Board's attention and input:
 - Internal Audit Report on Human Resources and People Management (2022) and Finance: In relation to the Report recommendation that "management revisit the recruitment and staff turnover process to identify and address improvement areas to minimise the vacancy

period of roles within the NLI” and the impact of delays in sanction to recruit from D/TCAGSM on the NLI’s pay budget (presently underspent), the ARC recommends that the Committee Chairperson write to the D/TCAGSM advising them of these matters; provide the D/TCAGSM with an opportunity to respond; and engage with D/TCAGSM on agreeing (i) no sanction requirement for the backfilling of posts in line with other Government departments and (ii) a new timeframe for D/TCAGSM to provide the NLI with sanction to recruit new posts.

The Board discussed the matter; agreed with the ARC’s recommendation; and requested that the Chairperson be kept informed of each stage of the letter’s process, and the Chairperson and Director are copied in the Committee Chairperson’s letter to the Secretary-General in D/TCAGSM.

- [REDACTED]: See Board Agenda Item 3 above.
- Underfunding: See Board Agenda Items 8.1.1-8.1.2 below.

The Board noted the Committee Chairperson’s verbal report to the Board on the ARC meeting of 1st December 2023 and the approved minutes of the ARC meeting of 11th October 2023.

The Board agreed with the ARC’s recommendation for action on (i) the delay in sanction to recruit from D/TCAGSM to NLI; and (ii) [REDACTED]

5.2 Committee on Genealogy and Heraldry: Report of 5th December 2023 and Minutes of 13th September 2023

The Committee on Genealogy and Heraldry (CGH) provided the Board with an overview of the presentation, provided at the Committee meeting of 13th September 2023, by Special Collections management on the ‘Hidden Collections – Landed

Estate Records' project. The Committee commended staff's expertise and their knowledge of the collections; the work of staff in undertaking this ambitious project; and agreed with the Head of Special Collections that, in spite of the pros and cons of such a project, revealing the collections was in the public interest and a strategic priority for the organisation.

In relation to the Committee meeting of 5th December 2023, the Committee Chairperson:

- provided the Board with an overview of the presentation provided by Padraic Stack from the Libraries Development Local Government Management Agency (LGMA). The Committee was particularly interested the 'Ask About Ireland' website due its genealogy offering and the fact that there are ongoing technical issues with the website due to its age. The Committee will engage with LGMA further, with a view to considering if there are collaborative opportunities, support, etc that the NLI may be able to provide the LGMA on the 'Ask About Ireland' website; and
- advised the Board that the Committee and its subgroup welcomed the Board's feedback on the 'Report of the subgroup advising on possible NLI options in relation to Genealogy and Heraldry'. The Committee Chairperson advised that the Report will remain on the Committee's agenda with a view to progressing the options, wherever possible.

The Board noted the Committee Chairperson's verbal report on the CGH meeting of 5th December and 13th September 2023; and the approved minutes of the CGH meeting of 13th September 2023.

5.3 Readers' Advisory Committee: Report of 5th December 2023 and Minutes of 28th September 2023

The Chairperson of the Readers' Advisory Committee (RAC) noted her appreciation to RAC member, Harry Hughes, for facilitating a travelling version of the 'Seamus Heaney: Listen Now Again' exhibition in Westport House with complimentary access.

In relation to the Committee meeting of 5th December 2023, the Committee Chairperson advised the Board that:

- Padraic Stack, LGMA, also presented to the Committee and collaboration opportunities were discussed. The Committee Chairperson recommended that it may be more beneficial to the Committees and presenters if combined Committee meetings were held when a presenter is presenting to more than one Committee.
- The Head of Service Delivery and the Head of Communications & Development provided separate presentations to the Committee. The Committee welcomed and commended staff for the data submitted to the RAC on the NLI's engagement. The Committee Chairperson noted that such data should be submitted to the RAC for each of its meetings.
- The Committee held an important discussion on philanthropy including ideas on how the NLI could make progress on this matter and expanding the RAC's skillset to include members with philanthropic expertise. The Committee Chairperson recommended that the Board meets to consider philanthropy in detail so the Executive has the vision, resources, structures (e.g. consider if a Board Committee on Philanthropy needs to be established) to pursue philanthropic opportunities both large and small.

The Board discussed the recommendation and philanthropy in general citing their experience of the philanthropic endeavours of national and international institutions; the professional, blue-print standards applied to philanthropy, so much so, that organisations often engage the services of a specialised service-provider to undertake/assist them in such work; and the competitive nature of philanthropy.

The Board noted the Committee Chairperson's verbal report on the RAC meeting of 5th December 2023 and the approved minutes of the RAC meeting of 28th September 2023. The Board agreed with the Committee Chairperson's recommendation to meet on the topic of philanthropy.

6. Estates

6.1 **Beauchamps' Governance and Operations (Gov. & Ops) advice regarding the NLI Capital Development Project**

The Deputy Director-Head of Estates provided an overview of the relevant Board paper. In response to a query from the Chairperson, both the ARC Chairperson and Deputy Director-Head of Estates advised that they were assured by the advice provided by the NLI's legal service provider, Beauchamps, on this matter.

The Board considered and concurred with the advice provided by Beauchamps on the NLI Capital Development Project.

The Board instructed the Executive, in line with the legal advice received (page 10, Summary of Matters) to engage, with OPW and D/TCAGSM, to seek to have the construction costs paid directly from D/TCAGSM to OPW as currently exists under the existing Service Level Agreement (SLA), and where agreement on this is not forthcoming, the NLI may have to engage to ensure a workable solution and methodology is achieved if the construction costs are paid from D/TCAGSM via NLI to OPW as set out under the proposed new governance arrangements.

6.2 **No 5 Kildare Street façade restoration**

The Deputy Director-Head of Estates outlined the relevant Board paper. In addition, the Deputy Director-Head of Estates advised the Board that, in the interests of relationship management, he has been in informal communication with the OPW on the matter. The Chairperson noted his personal thanks to the Deputy Director-Head of Estates.

The Board approved, without amendment, the draft wording of the request to the OPW to repair the façade of No 5 Kildare Street.

The Head of Finance-CRO outlined the relevant Board papers for both these items. In addition, the Board were advised that:

- D/PENDER has revised its carry over process: previously, general (unwritten) rule allowed for a 10% carry over; however, D/PENDER has notified D/TCAGSM that carry over should be restricted to 5% for 1st January 2024.
- NLI awaits a reply from D/TCAGSM to its request of 13th November 2023 to carry over funds from Current Pay and Pensions 2023 into 2024 to cover the estimated underfunding in the allocation.
- On 17th November 2023, the NLI advised D/TCAGSM that its current non-pay allocation was insufficient to meet its programme and operational non-pay current costs.

The ARC Chairperson advised the Board that the ARC, at its previous meeting:

- recommended the draft Management Accounts for the year to 31st October 2023 to the Board for approval;
- recommended that the Executive submit Budget 2024 update to the Board; and
- agreed to advise the Board that it may need to engage with D/TCAGSM on the NLI's underfunding forecast.

The ARC Chairperson and his fellow ARC Board member advised the Board that a strategy of engagement with stakeholders to address the underfunding should be considered; and, that funds from the NLI Trust could not be expected, and were insufficient, to meet the NLI's running costs.

The Chairperson of the Board advised the Board that:

- he had requested the ARC to make a recommendation to the Board (to follow) on the best possible use of unrestricted reserves in the NLI Trust; and

- the next meeting will be challenging as the Executive will present the High-Level Budget 2024 for the Board's approval, and the Board should expect that it will have difficult discussions and decisions in light of the underfunding forecasted.

The Board approved the draft Management Accounts for the year to 31st October 2023. The Board considered and noted the Budget 2024 update.

8.1.3 Enhanced Revenue Reporting

The Head of Finance-CRO outlined the relevant Board paper and responded to a query from the Board on the efficiency of the NSSO Pay and Expenses System. The Board noted recent media reports on the D/Finance negative feedback on Financial Management Shared Services system.

The ARC Chairperson advised the Board that the ARC, at its previous meeting, noted its preference for the transition of the Director, Board and Committee member travel and subsistence expense payments to the NSSO Pay and Expenses system, as it would assist the Executive.

The Board reviewed and considered the Enhanced Revenue Reporting update and, in line with the ARC's preference, instructed the Executive to transition the Director, Board and Committee member travel and subsistence expense payments to the NSSO Pay and Expenses system for reporting to Revenue automatically by the NSSO.

8.2 Policies

8.2.1 Finance: Procurement Policy for Goods & Services and Procurement Procedure for Goods & Services

The Head of Finance-CRO provided a verbal briefing to the Board on the NLI's Procurement Policy and Procedures as follows:

- On 26th October 2023, the Board approved the draft NLI Procurement Policy for Goods and Services (FIN-PO-01) and the draft NLI Procurement Procedures for Goods and Services (FIN-PR-01).
- On 26th October 2023, the OGP published an updated version of the Public Procurement Guidelines for Goods and Services (version 3) and the NLI's Procurement Manager reviewed FIN-PO-01 and FIN-PR-01 as a result.
- On 28th November 2023, the LT approved an updated version of draft FIN-PO-01 (version 2) and draft FIN-PR-01 (version 2) to align with the OGP's Public Procurement Guidelines for Goods and Services (version 3).
- A further updated version of the OGP's Public Procurement Guidelines for Goods and Services is expected to be published in 2024.

The Head of Finance-CRO also briefed the Board on the ARC's consideration and agreement on this matter at its previous meeting (see below).

The Board noted the verbal briefing on the updated Procurement Policy for Goods & Services and Procurement Procedure for Goods & Services, and that ARC's agreement, at its previous meeting, that updates to the NLI's Procurement Policy and/or Procedures for Goods and Services, required on foot of updated guidance/circulars from the OGP, did not need to be submitted to the ARC and Board for approval or noting; but rather, the Head of Finance-CRO should verbally advise the ARC and the Board when any such required updates have been made to the said documents.

8.3 Risk Management

8.3.1 Risk Management Review – Outline Plan

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

The Board reviewed and considered the Risk Management Review Outline Plan. The Board approved the holding of a Risk Appetite workshop for the Board and ARC one hour prior to its next Board meeting.

8.4 Annual Self-Assessment Evaluation of the Board

The Chairperson outlined the relevant Board paper.

The Board noted that the model Board Self-Assessment Evaluation Questionnaire, as provided in the State Code, will be circulated electronically to the Board with a proposed completion deadline of 12th January 2023.

9. Next Board meeting: Thursday 29th February 2024, 11:00

Two Board members noted their apologies for the next Board meeting.

The Board noted the next hybrid meeting of the NLI Board will take place on Thursday 29th February at 11.00am.

10. AOB

The Board had no other business.

11. Time alone

The Board did not hold a private session.

The Chairperson closed the meeting.