

Minutes of the Board of the National Library of Ireland

Thursday 4 August 2022 at 11:00

Venue: Boardroom, National Library of Ireland,
4 Kildare Street, Dublin 2, D02 A322

Board	<p>Present: Eoin McVey, Chairperson Dr Marie Bourke Prof Maeve Conrick (via video conferencing) (1-9.1.3) John Grenham (via video conferencing) Lisa Grimm Lorelei Harris Dr Conor Kostick (via video conferencing) Prof Ciarán Ó hÓgartaigh Prof Kalpana Shankar (via video conferencing) Caitriona Sharkey (via video conferencing) Jennifer Taaffe</p>
Staff	<p>In attendance: Katherine McSharry, Acting Director (1-12) Susan O'Donnell, Acting Secretary (1-12) Orla Sweeney, Board Secretary (observing, 1-12) Liz Coffey, Head of Communications & Development (7.1)</p> <p>In attendance (via video conferencing): Kathleen Ruane, Head of Finance and CRO (8.2-9.2)</p> <p>Stuart Anderson, Founder & CEO, XpertDPO Ltd. (8.2) Aimee Jane Stephens, Consultant Data Protection Officer, XpertDPO Ltd. (8.2)</p>
<p>Note: (Items 1-12) denotes attendance for the inclusive sections of the minutes. All other Board/staff members were present/in attendance for the full duration of the meeting.</p>	

1. Interests and procedural matters

The Chairperson confirmed that the meeting was quorate. In response to the Chairperson's enquiry, the Board had no conflicts of interest to declare and adopted the meeting agenda.

The Board confirmed they were quorate; adopted the meeting agenda; and had no conflicts of interest to declare.

Note: All papers were circulated in advance of the Board meeting unless otherwise stated.

2. Draft minutes of the Board meeting of 2 June 2022 and their publication

The Board approved the draft minutes of the Board meeting of 2 June 2022, and the publication of the approved minutes with redactions as appropriate.

3. Matters arising

The Acting Director provided the Board with a brief overview of the matters arising action table:

Action 19.3.2: An update on the External Review of the Effectiveness of the Board would be provided under Item 5. It was suggested and agreed that the Board close this item in respect of 10 September 2020, given the current External Review under way.

Action 2021.2.2: An update on the Capital Development Programme would be provided to the Board under Item 6.

The Board noted the matters arising action table.

4. Acting Director's Report and Review of NLI strategic organisational priorities 2022

The Acting Director briefed the Board as follows:

- The Acting Director and Special Collections Librarian, Gerry Long, attended the Joint Committee on the Irish Language, Gaeltacht and the Irish-speaking Community's session on 15 June 2022, contributing on the topic of 'promoting reading and publishing in the Irish language'. A detailed submission was written and circulated to the Committee in advance, and a shorter summary read into the record.

- IFLA World Library & Information Congress (WLIC): After a delay of two years, the WLIC took place in Dublin on 26 to 29 July 2022.

The NLI was significantly involved in the organisation of the Congress, which saw 2,000 librarians visit Dublin.

The Acting Director was a member of the National Organising Committee, and the NLI hosted the AGM of the Directors of National Libraries on Wednesday 27 July. In addition, the NLI welcomed several National Library delegations, including the National Librarians of Australia, Bosnia, the Czech Republic, Hungary, Korea and Singapore. Visits to the Yeats and Heaney exhibitions were offered to general delegates at the conference on Friday 29 July.

The Board commended the Acting Director on the high profile involvement of the NLI at the recent IFLA World Library and Information Congress which took place in Dublin from 26 to 29 July 2022.

- A number of other items were highlighted:
- HR: Recruitment for sanctioned roles is either completed or well underway. The significant role of Acting Head of Exhibitions, Learning and Programming has been filled, with the successful candidate to start on 16 August 2022. Posts in the Seamus Heaney: Listen Now Again exhibition are also filled.
- The first Director's Tour was scheduled for Saturday 6 August 2022, with tours to follow on the first Saturday of each month thereafter.
- Funding has been received from the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media (DTCAGSM) for a programme of evening events through the autumn, as part of the Night Time Economy Strategy.
- Comparable onsite visitor and user numbers in the quarter from April-June 2022 show that numbers were at 70% of pre-Covid figures, trending in the right direction.

Following a query from the Board, the Acting Director confirmed that visitor figures for Attendance at Learning and Outreach Activities for both Adults and Children included figures for the NLI and also the Museum of Literature Ireland (MoLI). This approach was agreed with DTCAGSM at the establishment of MoLI, as MoLI figures were not reported elsewhere.

The Board noted the Acting Director's Report and Review of NLI strategic organisational priorities 2022.

The submission to the Joint Committee on the Irish Language, Gaeltacht and the Irish-speaking Community on 15 June was to be provided to the Board on email in English after the meeting.

The Acting Director will provide visitor figures for NLI only and not including those for MoLI, to the Board at its next meeting.

5. Board orientation: Update on external review

The Board noted the update on the external review of the NLI Board. The timeline for completion of the external review was: the questionnaire to issue shortly; one-to-one interviews will be completed in early September; with findings to be presented to Board at its October meeting.

6. Presentation: Capital Development Project update

The Acting Director updated on the Capital Development Project, including an overview of Public Affairs activities, noting recent and planned visits to the West Wing by senior Government officials; progress on Design, Procurement and Planning; Budget and Cost Approvals; Governance and Operations; and Additional Capital Works.

Thanks were noted to the Board for their approval by email to proceed to contract for the services of an Economic Consultant to prepare an Interim and Final Business Case for the Capital Development Project.

The Acting Director also updated on

- i) The redevelopment of Café Joly into a public lecture theatre;
- ii) The redevelopment of the Art Room; and
- iii) The potential for a viewing gallery in the Main Reading Room.

The Board noted that the closure of the café impacted the sense of welcome to the National Library main building. This could be addressed by the introduction of a mobile coffee unit outside the National Library.

In response to a query from the Board, the Acting Director agreed that the viewing gallery in the Main Reading Room could be a specific project for philanthropic funding.

In response to a suggestion from Board on Design and Planning, that given sustainability is part of the NLI Strategy, it would be useful to know what measures are being put in place regarding same. The Acting Director will advise the Head of Estates to address in his presentation at the next meeting of the Board.

The Board noted the presentation on the Capital Development Project delivered by the Acting Director.

The presentation was to be circulated to the Board after the meeting.

7. Business cases

7.1 Communications & Development: Contract for Public Relations, Public Affairs and Communications Services

The Head of Communications and Development confirmed that the winning tender for the contract for PR, Public Affairs and Communications Services was the most economically advantageous, offered the lowest daily rate; and the rate was effective for three years.

It was noted by a Board member that the service provider's strengths were in public affairs and strategic advice, with marketing less of a specialism.

The Board approved the NLI to award a contract for the provision of Public Relations, Public Affairs and Communications Services to DHR Communications for one year, with the further option to renew annually up to three years, subject to annual Board approval.

[REDACTED]

The Board noted apologies from Professor Ó hÓgartaigh who was unavailable to participate in evaluation of tenders as suggested.

7.2 Communications & Development: Contract for Translation Services

The Board noted that responses to the tender for Translation Services will be received after this Board meeting, and before that of 6 October. Delaying approval to the Board meeting of 6 October would impact the delivery date for the new bilingual website.

The Board approved the request for the award of the contract for Translation Services to be provided to it for consideration over email.

7.3 Digital Collections: Extending the ICT helpdesk services contract

The Board noted that Sureskills Limited is the current service provider.

The Board approved the Executive to extend the contract with Sureskills Limited for onsite ICT helpdesk services for a period of one year, as allowed for under the open tender competition previously approved by the Board on 3 June 2021.

[REDACTED]

7.4 Digital Collections: Contract for Digitisation Services

The Board approved the NLI to place the contract for digitisation services with Archives Ireland (Mastermind), under a Request for Mini-Tender carried out under the NLI's existing 2018 Digitisation Framework to procure digitisation operators for 2022, with the option to extend contract to 2023.

[REDACTED]

8. Policies

8.1 Estates: Closed Circuit Television (CCTV) Policy

The Board approved the CCTV Policy based on the inclusion of the following recommendation:

- i. A list of all individuals who could have access to review CCTV footage.**

8.2 Corporate Governance: Suite of Data Protection documentation

8.2.1 Presentation from XpertDPO

8.2.2 Data Breach Management Policy

8.2.3 Subject Access Request Policy

8.2.4 Data Portability Procedure

8.2.5 Data Processing Agreement

8.2.6 Acceptable Use of Information and

Communications Technology (ICT) Policy

8.2.7 Data Management Policy

8.2.8 Data Protection Policy Statement (Internal Policy)

Queries from the Board were addressed after the presentation of the proposed suite of Data Protection documentation by Xpert DPO.

XpertDPO advised that the Data Protection Officer (DPO) cannot also hold the role of Lead Responsible Person on certain policies, such as the Data Management Policy, due to a potential conflict of interest for the DPO.

The Board noted the importance of an established process in the case of a data breach, including post-incident review and follow-up.

The Board noted the presentation delivered by XpertDPO Ltd. on the proposed suite of Data Protection documentation.

The Board approved the above suite of Data Protection documentation, based on the inclusion of the following recommendations:

- **The Board recommended that, with regard to the Data Breach Management Policy, a separate protocol is developed specifying the protocol for prioritising recovery actions in the event of a serious breach.**

The Acting Director agreed to action this recommendation, which related to Crisis Management more broadly.

- **The Board recommended that the planned staff training on the new suite of Data Protection policies is tailored to role-specific situations directly relevant to NLI staff. The Acting Director confirmed that XpertDPO have agreed to ensure that role-specific training is provided to NLI staff.**

9. Corporate Affairs

9.1 Finance

9.1.1 Management accounts for year to 31 May 2022

The Head of Finance and Chief Risk Officer (CRO) presented the Management Accounts for the year to 31 May 2022 for approval. The Board was advised that income is tracking on budget; while expenditure is tracking behind budget, mostly due to timing of the receipt of invoices.

The Board approved the draft management accounts for the year to 31 May 2022.

9.1.2 Chairperson's Comprehensive Report to the Minister; NLI Consolidated Accounts Paper prepared by Mazars; Financial Statements; letter of Representation; Independent Actuarial Report

The Board reviewed and approved the Chairperson’s Comprehensive Report to the Minister for the financial year ended 31 December 2021.

The Chairperson of the Audit and Risk Committee (ARC) advised that, following considerations at its meeting of 20 July 2022 and thereafter, the ARC were happy to accept Mazars’ conclusion that:

‘As there is no requirement under National Cultural Institutions Act, 1997 or FRS102 to prepare consolidated accounts it is not deemed necessary to prepare’.

On review, consolidated accounts are not required under the National Cultural Institutions Act, 1997, and, in addition, the amounts are not material to accounts.

The Head of Finance and CRO is progressing a request from the ARC for confirmation from DTCAGSM of on the form of the Financial Statements specified by the Minister.

The Board noted that the ARC are happy to accept guidance from Mazars on the basis of preparation of NLI Accounts. The Board noted the NLI Consolidated Accounts Paper prepared by Mazars following consultation with the Comptroller and Auditor General.

The Board approved the draft audited Financial Statements for the year ended 31 December 2021 subject to amendment by the Comptroller and Auditor General; and the draft Letter of Representation to the Comptroller and Auditor General in connection with the audited Financial Statements for the year ended 31 December 2021.

The Board noted the Actuarial Report – FRS 102 Disclosures for the year ended 31 December 2021 as prepared by an Independent External Actuary.

9.1.3 Revised budget forecast to 31 December 2022

The Head of Finance and CRO presented the revised budget forecast to 31 December 2022, and advised that expenditure was reduced in this version. The reduction was due mainly to timing with regard to digital storage, cataloguing projects and payroll, where there had been a significant delay in sanctioning roles.

The Board approved the revised budget forecast to 31 December 2022.

9.2 Risk Management: Updated Corporate Risk Register

The Head of Finance and CRO presented the updated corporate risk register. When assessing residual risk, only mitigating controls which have been implemented were considered. In addition, each risk was aligned to the relevant pillar within the new Strategy 2022-2026.

The Chairperson of the Audit and Risk Committee (ARC) confirmed that the Committee had reviewed this comprehensively updated Corporate Risk Register at its meeting of 20 July 2022, and recommended approval by the Board.

The Board approved the updated Corporate Risk Register.

9.3 Ethics: Supporting compliance

The Board noted that a written notice informing designated directors and designated employees of their obligations under the Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts) usually issues from the NLI's Ethics Contact each January. In 2022, this was delayed due to the absence of the permanent Board Secretary.

The Audit and Risk Committee (ARC) was advised accordingly at its meeting on 20 July 2022.

The Board noted the NLI's Ethics Contact will issue the written notice informing designated directors and designated employees of their obligations under the Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts) on the week of 8 August 2022, and seeking return of

the statements within 14 calendar days upon receipt of same.

10. Board Committees

The Chairperson proposed that the item on Board Committees is included earlier in the Board meeting agenda to reflect the importance of the contribution of the Committees to the work of the National Library and allow time for discussion.

The Board agreed that the item on Board Committees is to be included earlier in the Board meeting agenda. Starting from the Board meeting of 6 October 2022, Board Committees will be considered immediately after the Acting Director's Report.

10.1 Audit and Risk Committee

10.1.1 Report of 20 July 2022 and minutes of 18 May 2022

The Chairperson of the Audit and Risk Committee (ARC) briefed the Board on the Committee meeting of 20 July 2022.

The Chairperson of the ARC advised that he contacted the Office of the Comptroller and Auditor General recently, and the Office confirmed that there were no issues on file for raising.

The Chairperson of the ARC advised that the Committee considered the final draft internal audit report on the review of collections and acquisitions. Further review was deferred until its meeting of 21 September 2022, in order to allow further information to be provided.

The Board noted the Committee Chairperson's report on the Audit and Risk Committee meeting of 20 July 2022, and the approved minutes of the meeting of 18 May 2022.

10.1.2 Audit and Risk Committee: Membership

The Chairperson of the Audit and Risk Committee (ARC) briefed the Board on Committee membership. As advised by the Board Secretary, one member will have completed their term with the Committee in August 2022. A replacement will be considered for the next meeting of the ARC in September.

The Board noted thanks to the ARC for their consideration of all business at hand.

The Board noted the Committee Chairperson's update on ARC membership.

10.2 Committee on Genealogy and Heraldry: Report of 21 July 2022 and minutes of 24 February 2022

The Chairperson of the Committee on Genealogy and Heraldry (CGH) briefed the Board on the Committee meeting of 21 July 2022, which included presentations on the NLI digitisation programme and on the Office of the Chief Herald.

The Board noted the report from the Committee Chairperson on the Committee on Genealogy and Heraldry (CGH) meeting of 21 July, and the approved minutes of the meeting of 24 February 2022.

10.3 Readers' Advisory Committee: Report of 26 April 2022

The Chairperson of the Readers' Advisory Committee (RAC) briefed the Board on the inaugural meeting of the Committee on 26 April 2022, which included a high level overview of the NLI and tour of the West Wing delivered by the Acting Director.

The Chairperson noted that two areas of focus for the work of the Committee included:

- 1) Regional access; and
- 2) Connection of the NLI to the greater Irish library network.

The Board noted the report from the Committee Chairperson on the Readers' Advisory Committee meeting

of 26 April 2022, with the next meeting scheduled in September 2022.

11. Next Board meeting: Thursday 6 October 2022, 11:00

The Board noted that its next meeting will take place on Thursday, 6 October 2022 at 11:00.

12. Any Other Business

12.1 December 1 2022 Board meeting

The Board noted the update on the 1 December 2022 Board meeting.

13. Time Alone

The Chairperson updated the Board on the recruitment of a new Director.

The Chairperson closed the meeting.