

Minutes of the Board of the National Library of Ireland

Thursday 7 October 2021 at 11:00

Video Conferencing

Board	<p>Present: Eoin McVey, Chairperson Dr Marie Bourke Prof Maeve Conrick John Grenham Lisa Grimm Lorelei Harris Dr Conor Kostick Katherine McSharry Prof Ciarán Ó hÓgartaigh Prof Kalpana Shankar Caitriona Sharkey Jennifer Taaffe</p>
Staff	<p>In attendance: Dr Sandra Collins, Director Susan O'Donnell, Acting Secretary</p> <p>Eoin McCarney, Interim Head of Development (5.1 only) Kathleen Ruane, Head of Finance and CRO (6.1.1-6.1.3 only)</p>
<p>Note: (5.1-6.1.3) 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. Introductions and procedural matters

The Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media recently appointed a Chairperson and six additional members to the Board of the National Library of Ireland.

The Chairperson welcomed the newly appointed Board members: John Grenham, Lisa Grimm, Lorelei Harris, Professor Ciarán Ó hÓgartaigh, Professor Kalpana Shankar and Caitriona Sharkey. Board members introduced themselves to their fellow Board

members, outlining their professional biographies, expertise and interests in relation to the National Library.

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.

Introductions took place among the Board. The Board warmly welcomed the appointment of the Board in full.

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 5 August 2021 and their publication

The Board approved the draft minutes of the Board meeting of 5 August 2021 without amendment, and the publication of the approved minutes with redactions as appropriate.

3. Matters arising

The Director provided the Board with an overview of the matters arising action table, noting the status of each action as detailed in the table. The following actions were considered in more detail:

Action 19.3.2: The Director advised that the next external review of the effectiveness of the Board is to be completed by 30 June 2022. The Director will liaise with the Board on this matter next year.

Action 20.1.1: The Director advised that this matter will be closed and updated that on 21 September 2020 the Board wrote to the Minister with responsibility for Enterprise, Trade and Employment requesting him to support a legislative amendment to the Copyright and Other Intellectual Property Law Provisions Act 2019 (the 2019 Act) to provide a legislative basis for the NLI to archive the entire .ie domain (the Irish web).

Further, meetings took place in November 2020 with key stakeholders. The NLI awaits the report from DTCAGSM on the feasibility of establishing a digital legal deposit scheme and

national web archive for the .ie domain. Following questions from the Board, the Director noted that the report is expected in the coming months.

Action 20.3.4: The Director advised that this matter is closed as the Board approved the draft Collection Development Policy at its meeting of 5 August 2021 and the public consultation is underway.

Action 2021.2.2: The Director advised that the Audit and Risk Committee has instructed the Head of Estates to seek legal advice regarding the proposed new Governance arrangements. The legal advice will be brought to the Committee at its next meeting, which will take place in advance of the December Board meeting.

Action 21.5.1: The Director advised that it is proposed to schedule an agenda item in H1 2022 for the Board to discuss what plan / activities they would like to implement to further develop their oversight and effectiveness. This could include a rota of presentations from the Executive or training in areas such as Finance.

The Board noted the matters arising action table.

4. Director's report

The Director provided the Board with a verbal briefing and presentation as follows.

- Major Changes and Risk Mitigation:

The Director advised that there have been a number of changes at Executive level in recent months, with a potentially negative impact on operations; however, risk mitigation steps are in place and progressing as follows.

- ICT and Digital Collections:

The Head of Digital Collections retired in July; in addition, the ICT Executive Officer resigned in May. The roles are both critical to keeping the NLI ICT and digital assets safe and secure, keep online services running and supporting staff to work remotely.

The following actions were taken to mitigate risk: an Acting ICT Higher Executive Officer (HEO) with previous experience in the role was appointed; an existing ICT

support contract was extended for potential 30 drawdown days of senior ICT support; the recruitment of the new Head of Digital Collections was successfully expedited and the new appointee will start on 1 December; and the new ICT HEO will join on 1 November. The Head of Human Resources is continuing to manage the Digital Collections team effectively.

- Exhibitions, Learning and Programming:

The former Head of Exhibitions, Learning and Programming (ELP) resigned and departed in July following two years' service. There have been three additional team resignations.

Katherine McSharry agreed to move to this role effective from 1 August, retaining the Deputy Director portfolio. This is a welcome development given the Deputy Director's experience as Head of the former Outreach Department; project director on the design and delivery of the Seamus Heaney: Listen Now Again exhibition; and NLI lead for the delivery of the Museum of Literature Ireland.

In her capacity as Head of ELP, Ms McSharry has conducted a review of ELP commitments; rationalised operational plans; and prioritised a major tender for West Wing Development. One major tender is now planned, and this proposal will be brought to the Board in Q1 2022.

The Director addressed a number of queries from the Board on ELP staffing. The Director advised that ELP delivered the NLI events programme almost entirely on-line in 2020 and 2021. The Head of ELP is now working on a strategic plan to effectively prioritise the commitment of staff time. Previously there were 16 staff members in ELP, with numbers currently at 13. Funding has been reserved and the first new recruit will be on-site in the next month.

- Corporate Governance:

The Corporate Governance HEO is on sick leave from June 2021. The responsibilities of the Corporate Governance HEO role include: Board Secretary, Secretary for the Executive, Data Protection Officer, Freedom of Information Officer, compliance, reporting, managing feedback, data requests,

and more. An Acting Secretary for the Board and Executive has been appointed, and the Director is taking on additional responsibilities in the area of Corporate Governance.

The Head of Finance and Chief Risk Officer has agreed to lead on Data Protection, and the Director requested that the Board grant the Director authority for expenditure up to [REDACTED] in order to procure additional Data Protection Officer services, to mitigate any risk to the organisation in this important area. The Director responded to questions regarding the normal procurement procedures and the duration of the contract.

The Chairperson of the Audit and Risk Committee advised that this matter was discussed at the most recent meeting of the ARC and that this action would address its concerns.

The Board agreed to delegate financial authority to the Director for the amount of up to [REDACTED] to procure Data Protection Officer services for an initial contract term of six months, and noted their approval of the various mitigation measures put in place.

- Recruitment

The Director advised that recruitment was proceeding well, with 18 new hires recruited and started in 2021 and three more imminent. The recruitment process has been moved on-line successfully.

The remaining Executive level appointment, Head of Communications and Development, will be advertised shortly. An Interim Head of Development is in place.

Following a query from the Board, the Director confirmed that the roles recruited in 2021 are permanent roles.

- Capital Development Project

This is the priority project for the National Library and will be an intensive focus in the coming years.

Phase 2a (Investigative Works) is completed: following investigative works, the condition and fabric of the West Wing was in general found to be good.

Phase 2b (Repairs) has been delayed. Repair works for the roof and fabric of the West Wing are needed and require scaffolding and crane. The OPW advise that planning permission is required.

It is now proposed to combine Phase 2b (Repairs) and Phase 3 (Construction) into one phase, with one planning application and one major contract to catch-up on the delay to Phase 2b and reduce risk and costs.

The OPW design team has been appointed. However, the OPW Project Architect has resigned and the OPW have agreed to expedite the appointment of a conservation architectural practice from the existing framework.

Estimated costs are expected to rise from €14.7m due to inflation and increased building costs. Ministerial approval will be needed for a final business case.

Currently the following are outstanding: (i) revised costs, plans, timeline from OPW, (ii) the Head of Estates is seeking legal advice regarding new Governance proposals underway, (iii) clarity on DTCAGSM approach to funding NLI exhibition costs, and (iv) a final business case for Ministerial approval.

A proposal will be submitted to Board for consideration in Q1 2022.

A tour of the West Wing will be arranged for Board members.

Following a suggestion from a Board member that a Sub-Committee be established to advise the Capital Development project, it was agreed that the full Board continue to have direct oversight of this project given that it is the most significant development undertaken in the National Library in the past 100 years; that the Audit and Risk Committee will be reviewing associated risks; and that the Director and/or Head of Estates will continue to provide reports at every Board meeting. The Chairperson added that he will keep in constant contact with the Director regarding the project.

- COVID-19 Planning

COVID-19 management throughout the pandemic has followed these principles: (i) follow Government advice, (ii) health and safety come first, and (iii) provide clear, regular communication.

Services moved online successfully, with a very strong public engagement programme. Buildings were opened or closed following Government advice on public health measures.

A phased approach to removing COVID-19 restrictions onsite is now being implemented in line with the current Government advice. As a result, we have extended opening hours and increased the number of appointments for research services. The Living with Pride NPA exhibition is now open seven days a week; the Seamus Heaney: Listen Now Again at the Bank of Ireland Culture & Heritage Centre is open six days a week; and the WB Yeats exhibition at Kildare Street will reopen on 22 October.

The National Library is using the opportunity to review services to ensure set-up is optimal for delivery. The pandemic has demonstrated that the National Library can deliver a quality service online.

The Board noted the Director's report.

5. Business Cases

5.1 Development Office: NLI Website Services Contract

The Interim Head of Development, Eoin McCarney, sought approval for the NLI to proceed to contract with Annertech and bigO Creative for website development, design and maintenance for a period of three years:

- The current NLI site is 14 years old, is unsuitable for our needs and inadequate for our users, and lacks the technical and front end functionality required to deliver a significant range of end-user services.

- The brief for this project is to deliver a user-focussed website which is visually appealing, is in line with the standard for comparable organisations, and offers a more intuitive user experience. The website should meet the Web Content Accessibility Guidelines (WCAG 2.1) at Level AA, and potentially Level AAA.
- A sample website was shared with the Board showing large, visually appealing images, divided into clear, easy to use menus.

Following a query from the Board, the Interim Head of Development confirmed that the proposed tenderer is setup to complete the work remotely: workshops can be delivered and feedback gathered virtually.

The Board provided approval for the Executive to proceed to contract with Annertech and BigO for website development, design and maintenance for a period of three years. [REDACTED]

5.2 Estates:

5.2.1 NLI Contract Security Services

The Board provided approval for the Executive to issue a tender for Contract Security Services.

5.2.2 NLI Contract Cleaning Services

The Board provided approval for the award of the NLI Cleaning Services Contract to [REDACTED]. The financial cost of the project excluding VAT is [REDACTED].

5.3 Exhibitions, Learning & Programming: Band Aid Archive Services Contract

The Board provided approval to award a contract for the provision of research services to evaluate, identify,

document and interpret key artefacts from the Band Aid Archive [REDACTED]. The financial cost of the project excluding VAT is [REDACTED].

5.4 Finance: NLI Internal Audit Services

The Board provided approval for the Executive to issue a tender for Internal Audit Services for the National Library.

5.5 Published Collections: Collection Management Services (Cataloguing)

The Board provided approval for the Executive to issue an invitation to mini tender under the current *Collection Management Services Framework Agreement* for the supply of cataloguing services of one (1) cataloguer for a period of eight (8) months to catalogue 2,855 new books.

The Board commended the detailed documentation provided. The Board requested that future business cases highlight if the requested budget is included in the NLI budget planning in the Overview, information currently noted in Section 4 of the text.

6. Corporate Affairs

6.1 Finance

6.1.1 Chairperson's Comprehensive Report to the Minister, Financial Statements, Letter of Representation, Independent Actuarial Report

The Head of Finance and Chief Risk Officer, Kathleen Ruane, noted that there is no significant variation between the Chairperson's Comprehensive Report to the Minister for the financial year ended 31 December 2019 and 31 December 2020. In addition, Mazars, the Comptroller and Auditor General's service provider, approved the draft Financial Statements for submission to the Board and advised that final approval from the Comptroller and Auditor General is pending; however, no material changes are expected at this stage and an unqualified audit report is expected to be issued.

The Board noted that the Audit and Risk Committee at its meeting of 24 September 2021 reviewed the Chairperson's Comprehensive Report to the Minister; the Financial Statements; the Letter of Representation; and the Independent Actuarial Report, and recommended the items to the Board for approval.

The Board reviewed and approved the Chairperson's Comprehensive Report to the Minister for the financial year ended 31 December 2020; the draft audited Financial Statements for the year ended 31 December 2020 subject to any 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 2020.

The Board reviewed and noted the Actuarial Report – FRS 102 Disclosures for the year ended 31 December 2020 prepared by an Independent External Actuary.

6.1.2 Management accounts for year to 31 July 2021

The Head of Finance and Chief Risk Officer (CRO) noted that Incoming Resources was up €24,000 to the end of July 2021, mainly due to own resource income e.g. Income from copying and Heraldry services.

Expenditure increased year-on-year by €360,000 in July 2021 largely due to an increase in payroll spend in 2021 compared to 2020.

The Board noted the point raised by the Head of Finance and CRO in relation to the National Shared Services Office (NSSO) acknowledgement of errors made by them in relation to the payment of pension lump sums and pensions of three pensioners who retired in 2019, 2020 and 2021. NLI management have requested NSSO to investigate these errors whereby pension payments were paid from PMG (Superannuation

Vote) rather than by NLI in relation to three pensioners. The value of the lump sum and pension payments to 31 December 2021 [REDACTED]. An accrual will be included in the management accounts from August 2021. The Head of Finance and CRO noted that the Comptroller and Auditor General (C&AG) considered the post-year-end event in relation to three pensioners paid from the Superannuation Vote rather than the NLI was due to NSSO errors and that the C&AG confirmed no change to the 2020 accounts, but this needs to be resolved for the 2021 accounts.

Following a question from the Board, the Head of Finance and CRO advised that the error was identified by the NLI and that the NSSO have acknowledged errors made in relation to this matter.

The Chairperson of the ARC advised that the Committee had reviewed all the above matters, and while a current pay surplus for 2021 was expected, a re-allocation will be needed from the Department from current pay to current pension so the NLI can satisfy pension commitments this year. This will result in full spend of the pay and pensions allocation for 2021.

The Chairperson of the Audit and Risk Committee advised that the ARC, at its meeting on 24 September 2021, reviewed the draft management accounts for July 2021 and recommended their approval by the Board.

The Board approved the draft management accounts for July 2021.

The Head of Finance and CRO noted the Board's recommendation to include a short document summarising key headlines at the start of the management accounts.

6.1.3 Revised budget forecast for remainder of 2021

The Head of Finance and CRO advised that, following review by the Leadership Team and the Audit and Risk Committee (ARC), a revised budget forecast is being presented.

Given the absence of a Head of Digital Collections for much of 2021, [REDACTED] for digital storage is not expected to be spent this year. It is proposed to request to DTCAGSM to carry this forward to 2022, unless an exceptional strategic acquisition is identified in 2021 by Special Collections.

The Chairperson of the ARC advised that the Committee, at its meeting on 24 September 2021, reviewed the revised budget forecast for the remainder of 2021 and recommended approval by the Board.

The Board approved the revised budget forecast for the remainder of 2021.

6.2 Estates: NLI Safety Statement

The Director noted that the NLI Safety Statement is updated and presented to Board for approval annually. She noted that the Health and Safety Officer delivered a very good rollout of prevention and control measures in response to developments with the COVID-19 pandemic in 2021.

The Board approved the NLI Safety Statement.

7. Board Committees

7.1 Audit and Risk Committee:

7.1.1 Report on the Audit and Risk Committee meeting of 24 September 2021

The Chairperson of the Audit and Risk Committee (ARC), Prof Maeve Conrick, briefed the Board on the ARC meeting of 24 September 2021.

The ARC noted that a draft report has been issued by the Internal Auditors on the internal audit on GDPR. This has not yet been progressed by the NLI due to the absence of the

Data Protection Officer. The ARC noted that it would support measures to implement interim arrangements to cover this role and mitigate this risk, and the Chairperson noted that this has been addressed at Item 4 above.

The Chairperson advised that the ARC were briefed by Mazars and that the external audit had run smoothly, the audit is complete, and the Comptroller and Auditor General plans to issue an unqualified audit opinion.

Following a query from the Board, the Director confirmed that a two-year contract was in place with the external auditors and that the NLI would be working with the same auditors, Mazars, next year.

The Board noted the Committee Chair's report on the Audit and Risk Committee meeting of 24 September 2021.

7.1.2 Audit and Risk Committee Membership

The Chairperson noted that the Chairperson, Prof Maeve Conrick, has stepped out of the Chair and Committee member, Dr Marie Bourke, had resigned from the Audit and Risk Committee.

The Chairperson conveyed thanks to Prof Conrick, for her expertise, guidance and commitment during her term as Chairperson of the ARC.

Prof Conrick expressed her appreciation to the Committee for their support and encouragement during her term as Chairperson of the ARC and noted her willingness to continue to serve as an ordinary member of the ARC.

The Chairperson conveyed thanks to Dr Bourke for her service on the Committee.

The proposed membership for the Audit and Risk Committee was put to the Board as follows:

- Prof Ciarán Ó hÓgartaigh as Chair [New Chair]
- Prof Maeve Conrick [Prof Conrick steps out of the Chair but continues as an ordinary member]
- Caitriona Sharkey [new member]
- Jennifer Taaffe [continues as an ordinary member]
- External member: Teresa Harrington [continues as an external member]

The Board approved the proposed membership of the Audit and Risk Committee. The Board welcomed the appointment of Professor Ciarán Ó hÓgartaigh as Chairperson of the ARC.

The new Chairperson of the ARC conveyed his thanks to Caitriona Sharkey for agreeing to join the Committee; to Teresa Harrington, who will continue to serve as external member on the Committee; and looked forward to working with the Committee.

7.2 Committee on Genealogy and Heraldry and Readers' Advisory Committee: Establishment

The Chairperson advised that the Committee on Genealogy and Heraldry and the Readers' Advisory Committee are statutory committees as provided for under the National Cultural Institutions Act, 1997.

The Board agreed in April 2021 to defer the establishment of the two Board Committees, the Committee on Genealogy and Heraldry and Readers' Advisory Committee, until the full Board membership and Chairperson were appointed. As the full Board and Chairperson had been appointed by the Minister of Tourism, Culture, Arts, Gaeltacht, Sport and Media, the Board should now consider the establishment of the Committee on Genealogy and Heraldry and Readers' Advisory Committee.

The proposed Board member membership for the Committee on Genealogy and Heraldry was as follows:

- Mr John Grenham as Chair
- Ms Lisa Grimm
- Prof Kalpana Shankar
- Dr Conor Kostick.

The Board approved the Board member membership of the Committee on Genealogy and Heraldry.

The proposed Board member membership for the Readers' Advisory Committee was as follows:

- Ms Lorelei Harris as Chair
- Ms Katherine McSharry.

The Board approved the Board member membership of the Readers' Advisory Committee.

The Board Chairperson and the Chair of the Readers' Advisory Committee and the Chair of the Genealogy and Heraldry Committee will consider the non-Board memberships of the respective Committees and bring proposals to the Board for their approval.

8. Board meeting schedule for 2022

The Board approved the draft Board meeting schedule for 2022 with one amendment, to the date in February.

- Thursday 10 February, 11am
- Thursday 7 April, 11am
(Easter Monday: 18 April 2022)
- Thursday 2 June, 11am
- Thursday 4 August, 11am
- Thursday 6 October, 11am
- Thursday 1 December, 11am

9. Next Board meeting: Thursday 2 December 2021, 11 am

The Board noted that its next meeting will take place on Thursday 2 December.

It is planned to meet in person, with a tour of the West Wing at 10am and the Board meeting to follow at 11am in the Museum of Literature Ireland (MoLI).

10. AOB

The Board had no other business.

The Chairperson closed the meeting.