

BOARD MEETING NO. 85 – 1 FEBRUARY 2024 @ 10:00AM

MINUTES

BOARD: Mark Adrain (MA – via MS Teams); Diana Fitzsimons (DF); Áine Gallagher (AG – Joined at 10:40); Kevin Gamble (KG); Cathy Gormley-Heenan (CG – via MS Teams and left at 12:00); Maurice Johnston (MJ – Left at 12:45)

STAFF: Bryan Gregory (BG – Chief Executive); Neil McIvor (NM – Director of Development); Rachael McCarthy (RM - Director of Finance & Corporate Services)

SECRETARY: Ian Spence

REF	DISCUSSION	ACTION BY
85.01	NOMINATION OF MEETING CHAIR BG welcomed members to the first meeting of the new board and explained the position regarding the chairing of the board meetings. Members agreed to rotate the chairing of the meetings until a Chair was formally appointed, with KG agreeing to chair the current meeting. DF asked for clarification on members personal liability in their role as board members. BG advised that the issue of board member indemnity cover should have been covered in members appointment letters. Post Meeting Note – See also paragraphs 38 to 42 of the Board’s Standing Orders.	
85.02	APOLOGIES None	
85.03	DECLARATION OF POTENTIAL CONFLICTS None were reported.	
85.04	LESSONS LEARNED FEEDBACK The Executive Team and Secretary left the meeting as the Board met in closed session with two former board members, Duncan McCausland and Ciaran Mackel. Following conclusion of this session, the acting Chair advised the Executive Team that he would be inviting the previous Chairman to meet with the Board. AP1 – Invite the previous Chairman to meet the Board at its next meeting.	KG
85.05	MINUTES OF THE PREVIOUS MEETING Members noted the minutes of the previous board meeting on 21 September 2023. 85.05.01 Matters Arising	

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	<p>Members acknowledged that the action points attributed to the previous Chairman could not be determined at this time. On that basis it was agreed to transfer these action points to the new Board to be actioned as and when appropriate.</p> <p>See paper 86.05 for updates on the other action points.</p>	
85.06	<p>BOARD GOVERNANCE MATTERS</p> <p>85.06.01 Committee and Membership</p> <p>BG advised the Board of the previous committees and their purpose and that the Audit & Risk Assurance Committee (ARAC) and the Physical & Economic Development Committee were the only committees currently active. Members decided that initially to aid their understanding, all six board members would sit on both committees, with ÁG chairing the ARAC and MA chairing the Physical & Economic Development Committee.</p> <p>First meeting of the ARAC was provisionally set for Thursday 29 February 2024 at 10:30. AP2 – Issue ARAC meeting invite to members to confirm attendance.</p> <p>Board and committees to meet on alternative months.</p> <p>AP3 – Issue Doodle Poll with suggested dates for future board meetings and training courses along with a draft work plan for the year.</p> <p>When necessary, business relevant to the other committees to be considered at board meetings until the respective committees are active.</p> <p>85.06.02 Standing Orders</p> <p>BG asked members to review the Standing Orders for gaps, omissions etc. and report back at the next board meeting.</p> <p>To strengthen the Board’s governance framework, an amendment in relation to retention of records was to be included to ensure that all appropriate records and documents pertaining to the Board were to be routed through the board secretariat for storing within the electronic documents records management system. AP4 – Update the Standing Orders following feedback from board members.</p>	<p>IS</p> <p>RM</p> <p>BG</p>
85.07	<p>RUAS – SITE PLANS SUBMISSION DATE</p> <p>NM explained the background to the Development Agreement with the Royal Ulster Agricultural Society (RUAS) and the requirement of the Society to submit its development plans. Board approval was sought to extend this submission date to 6 March 2025, for the reasons outlined in the paper.</p> <p>The Board approved the extension of the Submission (Main Site) date in the Development Agreement between the Corporation and RUAS to 6 March 2025. (Proposed by MJ, seconded by DF)</p>	

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	<p>NM also highlighted the RUAS option to purchase an additional 10 acres and suggested moving that date to correspond with 6 March 2025. AP5 – Issue paper to members seeking approval to extend the RUAS Option to Purchase additional lands date to 6 March 2025.</p>	<p>NM</p>
<p>85.08</p>	<p>SITE WIDE CAPITAL WORKS BUSINESS CASE</p> <p>NM presented this paper seeking approval of the business case. The Board approved the business case for site wide minor capital works 2024 to 2025 at a spend of £885,000, <u>subject to available funding.</u> (Proposed by DF, seconded by ÁG)</p> <p>AP6 – Send members a finance budget update for 2024/25.</p>	<p>RM</p>
<p>85.09</p>	<p>LOOK AHEAD: 2024/25 BUSINESS PLAN</p> <p>BG gave the members a brief background and context to the Annual Business Plan process. In normal circumstances the plan would be agreed by the Board and submitted to the Executive Office (TEO) in January of each year prior to the commencement of the plan in April.</p> <p>Given the time lag following the appointment of the new Board, it was proposed that a 2024/25 Business Plan would now be drafted and submitted to the Board for its consideration at its next meeting.</p> <p>It was proposed that the 2024/25 business Plan would broadly follow the objectives of the last Business Plan (2022/23) submitted to TEO but input from the new Board was welcomed.</p> <p>BG advised that a response had just been received from TEO to the Corporation’s draft Partnership Agreement.</p>	
<p>85.10</p>	<p>EXECUTIVE TEAM DASHBOARD REPORT</p> <p><u>Finance</u></p> <p>RM took the members through her report and highlighted the budgetary pressure MLK would face in 2024/25 given inflation and TEO indicating a flat cash position. MLKDC would also have less income from other sources in 2024/25. TEO had acknowledged the error in understating the budget requirement in 2023/24 and this would hopefully provide additional funding in 2024/25. The Risk Registers reflected these budget pressures.</p> <p><u>Development</u></p> <p>NM highlighted the key points from his report and advised that Sir Jeffrey Donalson’s office had been in contact to arrange a visit to the site by the Secretary of State for Northern Ireland.</p> <p>Going forward Capital projects to be ranked in order of priority, where possible.</p> <p>AP7 – Organise a meeting of the Physical & Economic Development Committee for 29 February 2024.</p>	<p>NM</p>

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	DF asked about the Corporation's relationship with Lisburn & Castlereagh City Council (LCCC). NM confirmed that there was a very good working relationship with LCCC. Consideration to be given to having an appropriate representative of the Council attend future board meetings as an observer.	
85.11	<p>RISK REGISTERS</p> <p>BG advised that the new governance issue on the Strategic Risk Register would be downgraded to a risk now that members had agreed on the chairing arrangements for the Board.</p> <p>AG asked the Executive Team to ensure that the risk descriptors were clearly defined and specific.</p>	
85.12	<p>QUARTERLY ASSURANCE STATEMENT</p> <p>Members noted the Board approval process around the quarterly assurance statements.</p>	
85.13	<p>AOB</p> <p>AP8 – Establish the range of functionality of the board document sharing platform.</p> <p>The meeting concluded at 13:00.</p>	IS

BOARD MEETING NO. 86 – 25 APRIL 2024 @ 10:30AM

MINUTES

ACTING CHAIR: Cathy Gormley-Heenan (CGH)

BOARD: Mark Adrain (MA – Left at 13:30); Diana Fitzsimons (DF – Left at 13:05); Áine Gallagher (ÁG – Joined at 10:40); Kevin Gamble (KG); Maurice Johnston (MJ)

STAFF: Bryan Gregory (BG – Chief Executive); Neil McIvor (NM – Director of Development); Rachael McCarthy (RM - Director of Finance & Corporate Services)

SECRETARY: Ian Spence

ATTENDEES: Terence Brannigan OBE (TB) – Past Chairman; Kathryn Thomson (KT); William Blair (WB) – National Museums Northern Ireland (NMNI)

REF	DISCUSSION	ACTION BY
86.01	CONFIRMATION OF CHAIR CGH confirmed as acting Chair for the meeting.	
86.02	PAST CHAIRMAN TERENCE BRANNIGAN The Board met in closed session with the past Chairman, Mr Terence Brannigan OBE. This session ended at 11:50 when TB left and the Executive Team joined the meeting.	
86.03	APOLOGIES None	
86.04	DECLARATION OF POTENTIAL CONFLICTS None were reported.	
86.05	MINUTES OF THE PREVIOUS MEETING 86.05.01 Approval of Minutes The Board approved the minutes of the meeting held on 1 February 2024. (Proposed by KG, seconded by CGH) 86.05.02 Matters Arising AP4 (01/02/2024) – The Board approved the adoption of the Standing Orders (v4.0) subject to referencing the rotating Chair position. (Proposed by CGH, seconded by DF) AP1 - Amend the Board's Standing Orders to reflect the interim arrangement of a rotating Chair. AP8 (21/09/2023) – BG pointed out that the current Service Level Agreement (SLA) with the Strategic Investment Board (SIB) related to the seconding of staff to MLK, which brought additional benefits in terms of support, but it would cease to be relevant if this was no longer the	BG

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	<p>case. Members agreed to keep the action point open and revisit when the CEO position was finally determined.</p> <p>AP4 (18/05/2023) – NM advised that he was meeting with RUAS on 8 May 2024 and would be guided by legal advice from SIB.</p> <p>Regarding legal advice, which SIB provided on an ad hoc basis, BG pointed out that the Board would need to obtain independent legal advice for specific Board matters, as and when necessary, and as had been done previously. However, there was currently no budget for legal costs.</p>	
86.06	<p>CHAIR'S BUSINESS</p> <p>86.06.01 FM/dFM Visit and Briefing Note</p> <p>Members welcomed the Briefing Note with DF suggesting that the Board draw up a small number of key enabling requests and present these to FM/dFM when they visit the site. AP2 - Agree with the Board, a list of key 'enablers' to present to FM/dFM.</p> <p>The Chair, in her role as University Provost at Ulster University advised of a recent meeting with the Secretary of the Smithsonian Institute, where she was able to highlight the potential of the MLK site. CGH urged members to take the opportunity to highlight the potential of MLK with key influencers they might come into contact with.</p> <p>86.06.02 Committee Membership</p> <p>The Board approved, in principle, the establishment of a Stakeholder Committee and to appoint a sub-group to develop the Committee's remit, for Board approval. (Proposed by CGH, seconded by ÁG)</p> <p>The members agreed the following makeup of the three committees during this interim period. This to be reviewed again when the Board was at full complement. (Proposed by CGH, seconded by ÁG)</p> <p><u>Audit & Risk Assurance Committee (ARAC)</u></p> <p>ÁG (Chair); KG; CGH; + independent member</p> <p>NIAO had confirmed that the rotating Board Chair could also sit on ARAC.</p> <p><u>Development Committee</u></p> <p>MA (Chair); DF; ÁG; MJ</p> <p><u>Stakeholder Committee</u></p> <p>KG (Chair); DF; CGH</p>	BG
86.07	<p>DRAFT PARTNERSHIP AGREEMENT</p> <p>BG set out the background to the Partnership Agreement as a new model 'relationship document' setting out the partnership arrangements between an Arms's Length Body (ALB) and its sponsor department, thus replacing the Management Statement & Financial Memorandum (MSFM).</p>	

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	<p>BG referred to paragraph 2.5 and the 'Peace to Prosperity' vision and suggested that while the vision was still relevant the strapline would benefit from updating. The Board approved the removal of the strapline 'Peace to Prosperity' in all MLK material and outputs. (Proposed by ÁG, seconded by KG)</p> <p>Members suggested several amendments to the agreement which were accepted and pointed out that the agreement set out how the relationship between MLKDC and TEO should work.</p> <p>The Board approved the draft TEO-MLKDC Partnership Agreement, subject to the incorporation of the suggested amendments. (Proposed by CGH, seconded by MJ)</p> <p>AP3 - Send the draft Partnership Agreement, with the agreed amendments, to the Board for final approval, prior to submission to TEO.</p>	<p style="text-align: center;">BG</p>
<p>86.08</p>	<p>2024/25 BUSINESS PLAN</p> <p>BG took the Board through the 2024/25 Business Plan with several amendments being suggested by members which were accepted. Regarding paragraph 8.5, ÁG pointed out that the Audit & Risk Assurance Committee (ARAC) gives an opinion on the assurances it receives.</p> <p>The Board approved the draft 2024/25 Business Plan for submission to TEO, subject to incorporation of the amendments and confirmed that MLKDC would progress on the basis of that draft plan, until and unless advised otherwise by TEO, subject to budget availability. (Proposed by KG, seconded by ÁG)</p> <p>AP4 - Submit the amended 2024/25 Business Plan to TEO along with a letter highlighting the potential implications of a restricted budget.</p>	<p style="text-align: center;">BG</p>
<p>86.09</p>	<p>EQUALITY & DISABILITY ACTION PLANS</p> <p>The Board approved the draft Equality and Disability Action Plans in advance of the consultation process. (Proposed by KG, seconded by DF)</p>	
<p>86.10</p>	<p>EXECUTIVE TEAM DASHBOARD REPORT</p> <p>The Board noted the Executive Team Dashboard Report.</p>	
<p>86.11</p>	<p>QUARTERLY ASSURANCE STATEMENT</p> <p>BG highlighted sections 3.1, 5.1 and 10. of his Quarterly Assurance Statement which the Board noted.</p>	
<p>86.12</p>	<p>NMNI PRESENTATION</p> <p>KT and WB joined the meeting at 12:40.</p> <p>KT outlined NMNI's current work themed around the title of The Troubles and Beyond and the importance of building confidence and</p>	

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	<p>trust across all stakeholders and their respective constituencies in this journey.</p> <p>WB then made a presentation on this work emphasising the importance of moving forward in agreed small steps.</p> <p>KT acknowledged that a draft partnership agreement between NMNI and MLK was in development, but which could only be activated once there was political agreement on the way forward. Regarding the question of access to the prison, KT highlighted the need for a political mandate to allow NMNI to manage this under agreed criteria. AP5 - Agree a list of site access criteria with NMNI.</p> <p>KT and WB left at 13:30 with an open invitation to the Board to visit NMNI.</p> <p>AP6 - Send the Board a copy of the NMNI presentation.</p>	<p>BG</p> <p>IS</p>
<p>86.13</p>	<p>AOB</p> <p>None</p>	
<p>86.14</p>	<p>DATE OF NEXT MEETING (S)</p> <p>27 June 2024 (11:00 – 13:00) was confirmed as the date of the next board meeting. AP7 – Advise members of the dates of the scheduled board meetings through to January 2025.</p> <p>The meeting concluded at 14:00</p>	<p>RM</p>