

National Library of Scotland Board Meeting

Date: 24 November 2021.

Participants

Present:

- Sir Drummond Bone (DB).
- Simon Learoyd (Vice Chair – SL).
- Helen Durndell (Vice Chair - HD).
- Noreen Adams (NA).
- Elizabeth Carmichael (EC).
- Ruth Crawford QC (RC).
- Dianne Haley (DH).
- Alan Horn (AH).
- Lesley McPherson (LMcP).
- Adrienne Scullion (AS),
- Melissa Terras (MT),
- Robert Wallen (RW).

In attendance:

- Amina Shah (ASh).
- Anthony Gillespie (AG).
- Kathy Hutton (KH).
- Observer: Matt Fellion, TU representative (MF).

- Part-time: Alison Stevenson (ASt) and John Coll (JC).

Minutes of meeting

1. Chair's Welcome

The Chair welcomed all to the meeting including Amina Shah, this being her first meeting as National Librarian.

2. Apologies for Absence

Apologies were noted from the Faculty of Advocates and Jackie Cromarty.

3. Declarations of Interests

Declarations are as recorded.

4. Horizon scanning

- The recruitment process for four new Board members is underway. The Library's attraction strategy, including social media, seeks to attract potential new members from a diverse pool of applicants.
- With four Board members departing in January, the Governance Committee will not be quorate until new Committee members are appointed. Existing Committee members will review governance documents as appropriate by year end in advance of the March Board.
- The Library's provisional Grant in Aid funding advice from the Scottish Government (SG) is due on 9 December.
- The Library is cautiously following SG guidance as it continues towards pre pandemic opening hours. The Library continues to engage with TU representatives and be mindful of any staff concerns. Support remains

for those who can work remotely with risk assessments undertaken for any potential onsite meetings as appropriate.

5. Minutes of meetings

The minutes were approved as a correct record, subject to the following addition in the main minutes: Under Item 10, Audit Committee update, add: 'The Committee agreed to extend the investment managers' contracts for a year.'

6. Actions outstanding and matters arising from previous meetings

The Board noted the status of the actions.

7. National Librarian's Report

ASh highlighted several points from the report:

- The content and format of the Librarian's Report is undergoing review to address feedback from the recent external governance review.
- The Library's Leadership Team (LLT) is further developing how the Library measures progress with the strategic priorities. This, along with forward plans and audience development, was due to be discussed at the postponed Away Day. The output from the LLT will now inform the 2021/22 Library Plan and form part of discussions at the rescheduled Away Day.
- Newspaper digitisation project: An options appraisal is underway.
- Google Books project: The Library has been working collaboratively with the British Library to establish ways of transporting the books to Europe within new post Brexit arrangements.

- Honresfield consortium purchase: The Library's fundraising efforts have been exemplary. The Friends of the National Library are leading this at a UK level including appropriate governance. The Board will be kept apprised of progress. The Board asked for thanks to be passed to all involved in both the outstanding fundraising effort and the considerable collections work to date.

AG highlighted:

- At the end of Q2, 87% of the objectives continue to be assessed as 'Green'. There was a small increase (3%) in the number assessed as 'Amber' but to date, none have been assessed as 'Red'.
- Five indicators have been assessed as 'Amber' as they are slightly below expectations. Three were identified in the Q1 report with the two new ones now marked as 'Amber' being:
 - Reading Room visits: This indicator is currently marked as 'Amber' but it is likely that, as a result of ongoing caution due to Covid, it will move to 'Red' in Q3. Website usage has also seen a reduction and benchmarking is being developed for this, taking into account evidence of a global downturn.
 - Support costs as a percentage of Library income: This is largely due to timing differences between income budgeted and income received and is expected to be within target by year end.

The Chair thanked both for the updates. The Board noted the Library was recently successful in winning the UK wide PFM Award for Partners in Energy Management along with its project partners and asked for thanks to be passed to all involved.

ASh confirmed that Dr Emily Munro's captivating film, 'Living Proof', has been extremely well received by cinema audiences across Scotland. The film demonstrates use of the Library's archives in telling the story of Scotland and options for future viewings are being reviewed. The Board will be updated as these are identified.

8. Audit Committee Update

SL advised:

- The Committee received presentation updates from the investment managers who manage endowment funds on behalf of the Library. Some recovery in capital value has been evidenced with income also showing signs of improvement. The Committee continues to place greater and continuing emphasis on ESG investing, asking the investment managers to ensure the managed funds are compliant with UN Principles of Responsible Investment.
- The Board asked that consideration of how investment managers deal with ESG be considered as part of the retendering process which is due to take place in 2022.
- The Library's risk appetite continues to be Low overall. One suggested additional risk will be highlighted later in the meeting.
- On receiving a digital update, the Committee noted both the pace and amount of work underway in this area including cyber security measures. It is proposed a Digital Roadmap update is provided to the March Board.

9. Staffing & Remuneration (S&R) Committee Chair update

HD advised:

- The induction programmes for the new Board Chair and National Librarian are underway.
- Discussions are continuing with TU representatives on a possible reduction in working week hours. If agreed, any change requires to be implemented within the existing budget. The 2022/23 draft pay policy is expected along with the SG budget on 9 December.
- The security review continues to move forward. AG advised the Library is presently engaging with TU representatives and reviewing next steps.
- The Committee's Terms of Reference were reviewed. Any suggested changes will be reviewed by the Board in March, along with those for the Audit and Governance Committees.
- The Committee received details of the considerable volume of work being undertaken around future digital skills training needs and had also received further feedback from the recent staff survey which compares favourably with results from previous years.

The Chair thanked the Committee Chairs for the valuable updates.

[Alison Stevenson (ASt) joined the meeting.]

10. Governance Committee Chair update

RW advised that the Committee has not met since the last Board however, Committee members are due to review several governance documents remotely in advance of the March Board.

11. Major Loan Request RL00161

ASt advised the paper is seeking Board approval for the major loan RL00161 as detailed. The Library's Loan Panel, Interim Associate Director of Collections & Research and the Librarian have reviewed and recommend approval to the Board. Being the first international loan since Brexit, particular attention has been paid to both customs and export licences, facilitated through the use of a suitably qualified external agent.

The Board approved the loan asking that in advance of moving forward, it be clarified that the insurance valuation covers all three items, and that the Library will be acknowledged in the display. The Board also requested that a record be kept of the Library's costs including people's time as it may be a useful record for future loan requests.

12. Board effectiveness review action plan

The Chair advised that, following reviewing the plan with the Librarian, many of the recommended actions were intended for discussion at the postponed Away Day (scheduled for 29 March). An update on actions progress is also scheduled for the March Board. Following discussion, ASh confirmed that in advance of the March Board the LLT will further consider:

- Length/content of agenda/papers, identification of key issues, balance of operational versus strategic content, how operational analysis can inform future plans.
- Further insight of users, both qualitative and quantitative.

The Board noted the paper and that increasing Board visibility would be added to the action plan, including as part of onboarding of new Board members.

13. Library climate action

AG provided an overview of the Library Climate Action Plan (CAP). This links to a strategy theme of sustainability:

- Up to end 2020, the Library has over-achieved on reduction targets for Green House Gases through a variety of measures including increased use of renewable energy and a variety of other initiatives.
- A weighting for sustainability is now included in all regulated procurements.
- Two internally appointed programme leads will now work with the Library's organisation wide 'Green Team' to take forward the CAP, including measures to increase staff engagement in this important area.
- The Library will require to put in place further initiatives as it works towards achieving 100% reduction by 2045, with energy consumption remaining one of the key areas to tackle.
- Reporting will be through the annual Sustainability Report which is put on the Library's website.

ASt advised:

- The Library is seeking to use its collections to engage with people across Scotland through learning and research resources. This is supported by the 'Living Proof' film, incorporating images from the moving image archive, which has been touring Scotland with great feedback. The film will receive its UK online release at the start of December and details of how to view will be forwarded to the Board.

- A 'Climate Action' page has also been added to the Library's supported by eresources. A link to an item on 'Climate Change Needs Culture' will be forwarded to Board members, this helps to illustrate the importance of engagement with the culture sector.

Following viewing two short films, the Board observed that they were good examples of how the Library can use its collections to be part of the climate action conversation. The Chair thanked both for a very interesting presentation.

14. Strategic Risk Register

AG advised:

- A draft Risk Policy & Appetite was reviewed by the Audit Committee earlier this month and was largely agreed. In addition, the detailed procedures have been updated and agreed by the LLT.
- Work continues to mitigate risk S1 – Significant Loss or Damage to the Collections. This includes design/planning for work on smoke extraction and sprinkler systems at Causewayside as well as review work on the collections protection systems at George IV Bridge. In November the Audit Committee also heard about the cyber security work underway to achieve Cyber Essentials Plus.
- In relation to S4, Reduction in Financial Resources, at the time the report was written the CPI index was 3.1%. This has now jumped to 4.2% and the current situation presents several new or different risks. These include if the Library must meet any element of the upcoming draft pay policy as well as the specific risk of certain contracts such as the Facilities Management contract that is about to go out to tender.

As mentioned earlier in the Audit Committee update, an additional risk of 'monitoring the Library's reputation' is proposed and this will be fleshed out in advance of the March Board.

The Chair thanked AG for the update. The Board noted the paper including the increased financial risk. The Board asked AG to review appropriate assurance mapping for the risk register which may help further focus on key issues.

John Coll joined the meeting.

15. GB public spaces

John Coll advised a design team with supporting consultants is now in place and presently undertaking an information gathering exercise.

The initial output from this work including key milestones, initial design and business case will be shared with the Board sub-group in February. Following this, revised design plans will be shared with the Board in March, ideally through the Away Day agenda.

The business case, outline programme of work, strategic outline business case and Stage 2 concept design will be presented to the Board in June 2022 seeking approval for any element of work over the £250k project tolerance. It is proposed that any works within tolerance levels will be delegated to the LLT through the Capitals Programme Board. The Board will continue to receive updates as work progresses and project approval will only be sought from the Board once funding is identified.

The Chair thanked JC for the update. The Board noted the intended timeline and information to be presented to the Board sub-group and Board and asked that early advice is provided to the Board as work progresses.

16. Safeguarding Policy annual report

JC advised considerable training has been undertaken by Library staff across the organisation, appropriate to their level of responsibility in relation to safeguarding. Training to embed safeguarding is a key requirement for all front facing staff to ensure staff are aware of the policy and feel confident to raise any issues. A third Safeguarding Officer has now been appointed to ensure coverage across all Library buildings.

The Safeguarding Policy, but not procedures, is available on the Library's website. There have been no reported incidents since the last update to the Board.

The Board's Safeguarding Officer, Elizabeth Carmichael, recognised the good work within the organisation to date in raising awareness and training staff. Having undertaken a safeguarding course as an induction to her role as Safeguarding Officer, EC suggested it would be useful for another Board member to undertake the same to gather further feedback on the suitability of the course for all Board members.

The Chair thanked both JC and EC for the updates and undertook to identify another Board member to undertake the course. The Board noted the paper and that training was intended to be provided to any incoming Board members as part of their induction programme.

John Coll left the meeting.

17. Quarterly Finance Report

The Board took the paper as read. AG advised:

- In relation to the Q2 financial results, the Library had a small deficit of £15k but this is better than the planned deficit at this point of the year and indicates good progress with the 2021/22 budget.

- Income has been steady, in part due to receipt of funds from third party digitisations. On-line sales have also been buoyant. Expenditure has been slower than expected as the start of some contracts has been delayed. The Library has also received refunds of non-domestic rates costs at George IV Bridge and Causewayside which is expected to be an ongoing benefit to the Library.
- Following advice from SG on the draft notification of the Library's Grant in Aid on 9 December, the Board will receive a summary of this to ensure early awareness of the financial effect.

The Chair thanked AG for the update and noted the Board's financial concern from any possible reduction in Grant in Aid and if the pay policy is not fully funded. The Board noted that the Library's strong strategy speaks to SG's key priorities including outreach with schools and colleges.

18. Health & Safety report

AG advised there have been no accidents, incidents or near misses reported involving Library staff since the last meeting. One incident involving a roof panel was reported but there was no report of injury and the response and checking from the Estates team had quickly closed the issue.

19. Approved minutes

The Board noted:

Audit Committee minutes of 9 August 2021

Governance Committee: 7 September 2021

Staffing & Remuneration Committee: 23 June 2021].

20. NLS Foundation minutes

The Board noted the NLS Foundation minutes of 3 August 2021.

SL advised the NLSF would welcome the Board Chair and Librarian attending an upcoming meeting to provide a Library update.

21. Date of next meeting:

Tuesday 29 March 2022 (Away Day): 10.00 start

Wednesday 30 March 2022: 10.00 start

The Board noted the proposed March 2022 agenda items.

22. Farewell to departing Board members

SL and HD led thanks from the Board to the four Board members stepping down in January – Noreen Adams, Dianne Haley, Melissa Terras, Adrienne Scullion. The Chair and Board collectively thanked all for their enormous contribution to both the Board and Committees over the last eight years which has led to many positive developments for both the Library and its governance.

The meeting closed at 13.00.