

**Nature of Meeting:** National Library of Scotland Board Meeting  
**Venue:** Microsoft Teams meeting  
**Date of Meeting:** Wednesday 31 March 2021

**Present:** Simon Learoyd (Chair - SL), Helen Durndell (Vice Chair - HD), Elizabeth Carmichael (EC), Ruth Crawford QC (RC), Dianne Haley (DH), Alan Horn (AH), Iain Marley (IM), Lesley McPherson (LMcP), Adrienne Scullion (AS), Amina Shah (ASh), Melissa Terras (MT), Robert Wallen (RW)

**In attendance:** Stephen O'Rourke QC, Faculty of Advocates (SO'R), John Scally (National Librarian - JS), Anthony Gillespie (Director of Business Support - AG), Jackie Cromarty (Associate Director of External Relations - JCr) and Kathy Hutton (Board Support and Compliance Officer - KH). Part-time: Robin Smith (RS); Andrew Hughes and Lucie De Faou, Good Governance Institute (GGI)

## **Minutes of meeting**

Opening presentation: Head of Moving Image & Sound Collections provided an overview of some digital initiatives by Kelvin Hall staff while in lockdown which have considerably increased digital engagement. A review is underway on continuing the focus on a more diverse audience base as well as a tailored experience to access the collections at Kelvin Hall.

### **1. Chair's welcome**

The Chair welcomed all to the meeting including Stephen O'Rourke QC who was recently appointed Keeper of the Library at the Faculty of Advocates. The Chair recorded a note of thanks to Mungo Bovey QC for his valuable contribution to the Board while Keeper of the Library for more than 12 years.

The Chair asked Board members to note a possible 'Away Day' on 23 November, in advance of the 24 November scheduled Board. This timing would provide an opportunity for the new Chair and Chief Executive to be involved.

### **2. Apologies for absence**

Apologies were noted from Noreen Adams and Jan Usher.

### **3. Declarations of interests**

The Chair requested any declarations be made at the appropriate time in the agenda.

### **4. Horizon scanning**

During discussion, the Board noted the following may impact the Library in the future:

- The continuing uncertainty and impact of Covid
- The upcoming Scottish election
- The impact on staff wellbeing following the events of the last 18 months, noting this is not unique to the Library

- Funding levels, both from Scottish Government and the Library's fundraising activity

## **5. Minutes of the meeting of 25 November 2020**

The Board approved the minutes.

## **6. Actions outstanding and matters arising from previous meetings.**

The Board noted the action status.

## **7. National Librarian's Report**

JS highlighted that the report has pivoted towards more online activity content.

Reopening update: JS advised the Library Resumption Team was able to build on experience and learnings from the previous reopening. Stuart Lewis will lead this as Project Manager. Consideration of further reopening activity is underway (for example the shop and café) following the re-opening on 27 April. Initially, core staff will be on site to assist with the public service element with other staff continuing to work from home. JS confirmed managers continue to have ongoing dialogue with staff including discussion of any wellbeing issues staff may be experiencing.

JS confirmed that a Task and Finish Group have reviewed the momentum towards changing workstyles, such as increased home working and produced an Emergency Working from Home policy. The Flexible Working Policy is also under revision. The Library is being careful not to agree any permanent changes before the environment and staff work patterns have become more settled.

The Chair thanked JS for the update observing the report again demonstrated the impressive work of Library staff during these uncertain times. The Board noted the report.

## **8. Library Plan Update – 2020 / 2021 – Q3**

JS provided an overview of the quarterly Library Plan update.

- Similar to the first lockdown with the majority of staff working remotely and the Library closed to visitors, the second lockdown has impacted a number of objectives.
- It is anticipated that by year-end up to 50% of targets and indicators will not be met in full. However, other activities have more than compensated such as the pivot towards digital engagement. The Library's digital journey has been considerably boosted by the flexibility of staff during lockdown.
- As mentioned earlier, the Library will take the time to consider what a flexible hybrid working model might look like. The ongoing need for flexibility in these uncertain times is recognised in the Library Plan.
- The forthcoming Annual Review 2020-2021 would highlight some strategic achievements from the last few years. User feedback will also continue to inform future use of Library services.

AG highlighted the excellent progress made in relation to the cataloguing of Hidden Collections, with this indicator increasing from 25% to 43% between Q2 and Q3 due to home working initiatives, especially the Music Retro Project.

The Chair thanked JS and AG for the update. The Board noted the report and agreed that what the Library staff had achieved in the last year was remarkable given the challenges presented by Covid 19.

### **9. Audit Committee (AC) Chair update**

Iain Marley advised:

- The Treasury Management and Investment Policy (TMIP) will be reviewed by the Committee later this year. The Committee has already discussed ethical investment whilst seeking to define the Library's position on Environmental, Sustainability and Climate issues. Of key importance is how the Library's fund managers will measure and report compliance with the revised Policy.
- Audit Scotland's appointment as external auditors has been extended for a further year, this appointment is within the remit of Scottish Government (SG).
- A recent internal audit on fundraising found substantial assurance over the design, operation and effectiveness of fundraising controls. Synergy with the aforementioned TMIP is being considered by AG.

### **10. Governance Committee (GC) Chair update**

Amina Shah advised:

- The main focus of the last Committee meeting was consideration of the external Board effectiveness report which will be covered later in the agenda.
- After review, no formal response was made to the SG's consultation on proposed revisions to the Model Code of Conduct for Members of Devolved Public Bodies. Any changes to the Model Code will be considered and reflected in the Library's own Code of Conduct for Members.
- A suggested informal virtual 'get together' for Board members was discussed and will be arranged for end April/start May.

### **11. Staffing & Remuneration (S&R) Committee Chair update**

Helen Durndell advised:

- Following the Committee's review of the Safeguarding Children, Young People & Vulnerable Adults Policy in October 2020, Elizabeth Carmichael has agreed to be the Board's Safeguarding Trustee. The Policy will come to the June Board for information. Library staff are reviewing training for the Board's Safeguarding Trustee and appropriate Library staff.
- The new Chief Executive and new Chair will consider appropriate succession planning reporting.
- The Committee had received an update on the Library's pay award discussions. An interim pay award proposal is expected to be put to the Committee for approval shortly.
- A valuable update from JCr on the Equalities and Inclusion Outline Programme had been provided to the Committee and will come to the Board during 2021.

The Chair thanked the Committee Chairs for their comprehensive updates which again helped to demonstrate the breadth of work of the Board Committees and the assurance this provided to the Board.

### **12. Library Plan and Budget 2021/22**

JS advised:

- The Plan continues to be ambitious and speaks to the additional strengths the Library has gained in the last 12 months. It is a strong rebound plan taking account of continuing Covid uncertainty. Highlights within the Plan include the Google Books project and opening of the Treasures Gallery.
- A GB Public Spaces enhancement update will be provided to the June Board. The recommendation reporting timeline is dependent on procurement and receipt of indicative costings.

AG advised:

- Draft budget figures had been developed in tandem with the Library Plan and similarly reflect a recovery and rebound period. A recovery back to pre-pandemic levels of income is not expected until the second half of the financial year at the earliest. Overall, the Library is planning to break even financially with no planned use of reserves.
- Financial stress testing looking at a range of scenarios was undertaken with results relatively similar to previous years. Even with the most adverse scenario, the Library would have sufficient unrestricted reserves to be able to continue business as usual for another year whilst remedial measures were put in place.
- The Board was asked to approve this prudent budget in the knowledge there are likely to be adjustments as the year progresses.

IM confirmed the Audit Committee had scrutinised the Library Plan and budget. The Committee considered the assumptions made in the budget were prudent and provide a good basis for controlling finances in the coming year. Building on a solid foundation and a welcome funding settlement from SG, the Committee recommended the budget for Board approval, subject to potential adjustment during the year.

The Chair thanked the Library staff and Audit Committee for their work in bringing this to the Board for consideration.

Following a robust discussion, the Board agreed it was a very ambitious plan especially in light of the continuing uncertain environment. The Board noted the Library Leadership Team (LLT) will continue to review the targets over the coming year. The Board requested the LLT identify the top 10 'mission critical' targets for the coming year.

The Chair thanked all for their input and the Board approved the 2021/22 Library Plan and budget, noting the potential of necessary adjustments during the year.

Andrew Hughes (AH) and Lucie De Faou (LDF) of the Good Governance Institute (GGI) joined the meeting.

### **13. External Board effectiveness report**

ASh welcomed AH and LLF who were invited to provide an overview of their final report.

AH advised a comprehensive review process had been undertaken which provided a strong body of evidence from which to draw their conclusions. The recommendations within the report are provided in the spirit of suggesting incremental improvement as their findings reinforce that overall the Library is well governed and that the governance procedures work well.

After a wide-ranging discussion, ASh thanked AH and LLF as well as the Board members and Library staff for their time for this review. The Board asked the Governance Committee to consider the recommendations and to provide the Board with a suggested action plan for implementation. The Board noted the report.

The Chair thanked GGI for this valuable piece of work and Andrew Hughes and Lucie De Faou left the meeting.

#### **14. Internal audit: overview and forward plan**

IM advised that whilst the Audit Committee (AC) is the primary representative body of the Board for receiving internal audit information, it is important for the Board to be aware of the outcome of internal audit reviews and to have the opportunity to review the audit plan for the coming year.

The AC has reviewed the proposed 2021/22 internal audit plan and invites the Board to review the plan and suggest areas for possible future internal audits. Board members are asked to highlight any suggested areas of audit focus to the AC Chair as they arise.

Following Board discussion, the AC will consider future internal audits on (1) the digital skills pilot and wider programme, (2) target setting and (3) effectiveness of measures to support staff wellbeing.

The Chair thanked IM for providing Board members with this valuable update. The Chair also thanked the AC for their work in reviewing internal audit which provides the Board with assurance that the Library is operating as expected and any best practice recommendations are adopted to enhance Library operations.

The Board noted the report and the intention to bring the proposed internal audit plan to the Board annually.

#### **15. Quarter 3 Finance Report 2020/21**

With the paper taken as read, AG highlighted:

- Covid has been a significant feature for the year however the Library is presently expecting to end the year with a surplus due to the timing of planned expenditures.
- The total value of the portfolio under investment management at end December 2020 had recovered to a similar level to that of December 2019. No material impact on investment income has been felt to date but some impact is expected and this has been budgeted for.

The Chair thanked AG for the update. The Board noted the Library is presently in a satisfactory financial position and noted the report.

Robin Smith (RS) joined the meeting.

## **16. Collections Development briefing**

RS provided an overview of the collections development background and framework which includes seeking to address any silences in the collection.

Whilst of course the National Library's remit is to collect material published in the country, in practice this can be complex and influenced to an extent in meeting the demand from users. The Collection Development Policy (CDP) provides the detail for collecting and signposts the present preoccupations.

The Policy is 'owned' by the National Librarian and Library Leadership Team but is developed through cross department discussion, evolving with the strategy whilst taking account of ethical considerations. The Library recognises that it operates in a complex environment socially and ethically.

SL thanked RS for the extensive briefing paper on this important area. Following a wide-ranging Board discussion, the Board noted the report and that:

- An update of the ongoing policy review work, in part reflecting the needs of the new strategy, is expected to come back to the Board in the first half of 2022 along with the Collection Development Policy.
- The Board will receive annual oversight of collection development.

Robin Smith left the meeting.

## **17. Health & Safety report**

AG advised two incidents had been reported since the last Board update. One of the incidents fell into the 'near miss' category. AG confirmed that, given the issues raised by the incident, an independent report has been commissioned with an action plan to be drawn up.

The Chair thanked AG for the update. The Board noted the report.

## **18. Approved minutes**

The Board noted:

Audit Committee minutes of 9 November 2020

Governance Committee minutes of 8 September 2020

S&R Committee minutes of 28 October 2020

## **19. NLS Foundation minutes**

The Board noted the minutes. The Chair advised that the Chair of the Foundation is now Carolina Viola following Richard Burns stepping down.

## **20. Board and Committee dates**

The Board noted the proposed 23 November 'Away Day' and the 2022 meeting dates with Outlook invites to be issued.

## **21. Date of next meeting:** Wednesday 30 June 2021

In addition to the items noted earlier, a Charity Law update is scheduled for the next meeting.