

**Minutes of the Meeting of the Board of the
National Library of Ireland**

Thursday 29th February at 11.00am

**Hybrid meeting: Boardroom, National Library of Ireland,
4 Kildare Street, Dublin 2, D02 A322 and video conferencing (VC)**

Board	<p>Present:</p> <ul style="list-style-type: none"> - Eoin McVey, Chairperson - Dr Marie Bourke - John Grenham (VC) - Lisa Grimm - Elizabeth M. Kirwan (1-12) <p>Apologies:</p> <ul style="list-style-type: none"> - Prof Ciarán Ó hÓgartaigh, Deputy Chairperson - Lorelei Harris - Prof Kalpana Shankar - Caitriona Sharkey
Staff	<p>In attendance:</p> <ul style="list-style-type: none"> - Dr Audrey Whitty, Director (1-12) - Orla Sweeney, Board Secretary (1-12) - Kathleen Ruane, Head of Finance and Chief Risk Officer (10) - Eoghan Ó Carragáin, Head of Digital Collections (10.3.2)
<p>Note: There are three vacancies on the Board. All Board members were present for the full duration of the meeting unless otherwise stated. (12) denotes where a Board/staff member was not in attendance for the full duration, but in attendance for certain section/s of the minutes.</p>	

1. Interests and procedural matters

The Chairperson advised the Board of members' apologies which arose due to sickness, professional commitments and personal circumstances. The Chairperson confirmed that the meeting was quorate. In response to the Chairperson's request, the Board declared they had no conflicts of interests and adopted the agenda.

The Board meeting was quorate. The Board had no conflicts of interests to declare and adopted the agenda.

Note: All Board papers were circulated in advance of the Board meeting unless otherwise stated and taken as read. At the meeting, the Board received a book entitled *Kerry from Maps and Charts* by the former Keeper of Manuscripts, Dr Noel Kissane.

2. Draft minutes of the Board meeting of 14th December 2023 and their publication

The Board approved the draft minutes of the Board meeting of 14th December 2023 without amendment and the publication of the approved minutes with redactions as highlighted.

3. Matters arising

The Director outlined the matters arising action table and noted the following items, in particular:

- Review of the Board papers; action plan arising from the external evaluation of the Board and its Committees; and the review of the Board minute redactions 2022-2023: Actions assigned to the Board Secretary have not progressed due to workload capacity.
- [REDACTED]
- Philanthropy: The Head of Communication and Development is due to submit a paper on fundraising strategy and ethics to the

Board for its meeting of 25th April 2024 (hereafter, ‘the next Board meeting’).

- NLI Capital Development Project (CDP) – Gov & Ops: A letter issued from the NLI to the D/TCAGSM and the OPW on the 28th February 2024 in line with the Board’s instruction of 13th December 2023. The Executive’s engagement with the D/TCAGSM and OPW on this matter will continue through the CDP Governance Committee meetings.

The Chairperson informed the Board that the Assistant Secretary-General in the D/TCAGSM contacted him with reference to the ARC Chairperson’s letter to the Secretary-General concerning the Internal Auditor Report on Human Resources and People Management (2022), etc. The Chairperson noted that as the internal auditor will require assurance, then a reminder letter from the ARC to the D/TCAGSM may be required.

The Board noted its matters arising action table including actions relating to:

- [REDACTED]
- **Engagement with the D/TCAGSM and the OWP on the CDP Gov & Ops.**
- **Engagement with the D/TCAGSM on the Internal Auditor Report on Human Resources and People Management (2022). Further action may be required i.e. a reminder letter from the ARC to the D/TCAGSM.**

4. Executive Report

The Director outlined the relevant Board paper. In addition, the Director verbally briefed the Board on the following matters, and where relevant, the Chairperson and Board’s input on the matters are also noted.

- **Acquisitions:** The Director addressed queries from the Board concerning: (i) the storage of the O’Brien Press Publishing Archive; and (ii) the background to a donation of the Press Photographers Association of Ireland (PPAI) Covid-19 photographic collection. The Chairperson addressed a query from the Board on exhibiting items from the Andrew Bonar Law acquisition within the NLI.

- Communications/Events/Exhibitions:
 - Seamus Heaney: Listen Now Again: The Director noted her appreciation to Harry Hughes, Readers Advisory Committee member, for facilitating the SH:LNA travelling banner exhibition in Westport House. The Director informed the Board that from 1st - 18th February 2024 (Wed-Sun from 12.00noon to 4.00pm with no admission fee applied) 1,300 people visited the exhibition.
 - Theatre: The Director informed the Board of plans in place for the official opening of the new theatre in early April 2024. The Board reiterated its concern that the ELP 2024 schedule has been adversely affected by the delay in opening the theatre. The Board acknowledged the long-standing support provided by senior OPW staff to the NLI and expressed its hope that the OPW will have no further competing external demands placed on it, so it can complete the theatre in time for the official opening.
 - Advertisements: The Chairperson welcomed the advertisement of the NLI's exhibitions through high profile on-street digital signage. The Director commended the Fáilte Ireland funded survey, the findings of which resulted in this marketing strategy.
 - Philanthropy: The Director informed the Board that funding generously provided by [REDACTED] through The Ireland Funds America will be used by the NLI for a nationwide schools' outreach programme. The Board welcomed the donation and the Executive's plan which it hoped included DEIS (Delivering Equality of Opportunity in Schools) schools.
 - Joint Oireachtas Committee on Tourism, Culture, Arts and Sport: The Chairperson noted that he was very encouraged by the JOC's recent visit to the NLI and he recommended that the Director contact the JOC directly on its offer of further engagement.
 - Dr Noel Kissane, former NLI staff: Each Board member received a copy of the former Keeper of Manuscripts' latest book *Kerry from Maps and Charts*. The Chairperson agreed to write to Dr Kissane to convey the Board's appreciation and

commendation. The Director addressed a query from the Board concerning supports provided by the NLI for publications.

- Social Media: The Board noted the social media overview from January-December 2023 provided as part of the Executive Report. The Board discussed the matter briefly with reference to the increase in the NLI's social media statistics; the level of work required to provide social media content; establishing a programme of NLI ambassadors/advocates; and engagement with the public through alternative social media platforms.

The Director agreed to convey to the Executive a Board member's commendation on the NLI's advertisement artwork in print media and the NLI's St Brigid's Day event.

The Board noted and discussed the Executive Report and the additional verbal briefing provided by the Director. The Chairperson is to send a letter of thanks to Dr Noel Kissane for the copy of his book.

5. Board Committees

5.1 Audit and Risk Committee

5.1.1 Report of 15th February 2024 and Minutes of 1st December 2023

In the absence of the Committee Chairperson, the Chairperson invited the Director, who was in attendance at the previous Committee meeting, to provide the necessary briefing. The Director provided the Board with an overview of the relevant Board paper noting that:

- The filling of 3 vacancies on the Board is progressing; charitable status has been granted to the NLI; and gender pay gap reporting for the 2025 statutory deadline is also progressing.
- Papers provided under the following Board Agenda Items were also considered by ARC at its meeting: 10.1.1; 10.1.3; 10.2 (specifically the documents

appendix to the Board paper). In relation to the Board Agenda Item 10.1.2, the Financial Statements 2023-draft 1 were circulated to the ARC on 20th February 2024.

- ARC made a number of recommendations/requests for the Board's consideration:

- [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
- Underfunding: Board Chairperson and Board to escalate the NLI's under-funding with the Secretary-General and/or Minister in D/TCAGSM and/or D/PENDR.
- NLI Trust: A project for Digital Collections and Communications & Development to be approved by the Board for submission to the NLI Trust Council for approval for funding by the NLI Trust.

The Board noted the report of the ARC meeting of 1st December 2023 and the approved minutes of the ARC meeting of 11th October 2023. The Chairperson commended the work of the ARC. As noted above (Agenda Item 3) and below (Agenda Item 10.1.3), the Board agreed to act in line with ARC's recommendation/request concerning the [REDACTED] and the NLI Trust.

5.1.2 ARC Annual Report 2023

The Board noted the ARC's Annual Report 2023 to the Board.

5.1.3 ARC Terms of Reference

The Board reviewed the ARC's ToR and approved the ARC's recommendation that one change be made to its ToR i.e. detailing the procedures that apply when Committee business has to be

conducted between Committee meetings. The Board noted the ARC's advice (unchanged) to the Board on the compatibility of the Committee's ToR with the Code of Practice for the Governance of State Bodies.

5.2 Committee on Genealogy and Heraldry

The Committee Chairperson informed the Board that the Committee had no meetings scheduled between the previous and present Board meeting; the next Committee meeting will take place on 6th March 2024; and he is in discussion with the Committee Secretary in assigning a chair for the upcoming Committee meeting as he has been called for jury service.

The Board noted the Committee Chairperson's verbal briefing concerning the CGH.

5.3 Readers' Advisory Committee: Report of 22nd February 2024 and Minutes of 5th December 2023

The Chairperson of the Readers' Advisory Committee (RAC) informed the Board that the Committee met on 22nd February 2024; the Heads of Exhibitions, Learning and Programming, Communications and Development and Service Delivery each presented at the Committee meeting; and the presentations were well received by the Committee.

The Board noted the Committee Chairperson's verbal report on the RAC meeting of 22nd February 2024 and the approved minutes of the RAC meeting of 5th December 2023. In the line with Committee Chairperson's recommendation, the Board welcomed the circulation of the Executive's RAC presentations to the Board.

6. NLI Strategic Organisational Priorities

6.1 Report on NLI Strategic Organisational Priorities 2023

The Director provided an overview of the relevant Board paper. The Board and Director discussed the following strategic organisational priority projects:

- (i) the NLI Capital Development Project with reference to cost, timeline, progress and the ranking of the NLI's project in comparison to other NCI's projects; and
- (ii) West Wing Exhibitions and Engagement Project with reference to engagement with key exhibition stakeholders and exhibition content: in particular, with reference to EEDI (Equity, Equality, Diversity and Inclusion); for example, collections by women and non-literary based NLI collections such as visual, historical and scientific.

The Board noted and discussed the report on the NLI Strategic Organisational Priorities 2023. The Board recommended that the Executive consider people or collections that the NLI could bring to the public's attention, in the short term, as part of its EEDI work.

6.2 NLI Strategic Organisational Priorities 2024

The Director provided a detailed overview of the relevant Board paper. The Board and Director discussed the following strategic organisational priorities:

- (i) Building Organisational Capacity – see recommendation below;
- (ii) Developing our Digital Collecting Capability – copyright in terms of (i) the legislation and (ii) the PPAI Covid-19 photographic collection; and
- (iii) Hidden Collections Programme – resourcing to meet the anticipated increased demand for access to NLI collection items and the project's link to the work of the Advisory Committee on Restitution and Repatriation of Cultural Heritage.

The Board discussed and noted that there are 7 Strategic Organisational Priorities for 2024, as follows: (i) Capital Development - Reimagining the National Library; (ii) Exhibitions, Learning and Programming; (iii) Building Organisational Capacity; (iv) Developing our Digital Collecting Capability; (v) Development Planning; (vi) Hidden Collections Programme; and (vii) Corporate Governance Policy.

The Board recommended that a goal noted as part of the NLI Strategic Organisational Priorities 2023 – “access existing EEDI aspects to NLI recruitment and pilots for additional”- continue into 2024 by incorporating it, for example, into Building Organisational Capacity strategic priority.

7. MoLI

The Chairperson advised the Board that this Agenda Item is deferred to the next Board meeting because the Board paper arose out of an ARC recommendation from its meeting of 15th February 2024 and, of the 3 Board members on the ARC, 2 members are not in attendance at the Board meeting and 1 member was not in attendance at the previous ARC meeting.

The Chairperson also advised the Board that he anticipates that further information on the NLI collection on loan to MoLI will be available for the next Board meeting. The Chairperson noted that the NLI collection as always is of paramount importance.

The Board noted the Chairperson’s briefing that this Agenda Item is deferred until the next Board meeting. The Chairperson recommended that the Director, as a member of the MoLI Board, brief this Board on MoLI, as and when appropriate, in accordance with her responsibilities as a MoLI Board member including confidentiality.

8. Oversight Agreement and Performance Delivery Agreement 2024

The Director provided a detailed overview of the relevant Board paper. The Chairperson commended the estimated full-time

equivalent staffing outlined, but noted more staff resources are needed.

The Board approved the Oversight Agreement 2024, which will be signed by the Chairperson. The Board noted the draft Performance Delivery Agreement 2024, which will be signed by the Director, subject to replacing generic document titles with the NLI's document titles.

9. Business Cases

9.1 Published Collections: Supply of books of Irish interest published outside Ireland

The Director outlined the relevant Board paper.

The Board noted that on 8th January 2024, the NLI proceeded to contract with O'Mahony's Booksellers Ltd for the supply of books of Irish interest published outside Ireland under a Multi Supplier Framework Agreement for the Provision of Library Goods – Cascade Approach (Lot 1 for Irish Published Materials - new books published outside the Irish Republic and Lot 2: Out of Print Second Hand Material) prepared by the Education Procurement Service for an initial period of 24 months with an option of 2 further 12 month extensions costing up to €100,000 (zero VAT rate) per annum.

10. Corporate Affairs

10.1 Finance

10.1.1 Management Accounts for year to 31st December 2023

The Head of Finance-CRO outlined the relevant Board paper. The Chairperson welcomed the submission of the Managements Accounts for the year to the 31st December 2023, as it was important to know the closing balance when considering Agenda Item 10.1.3.

The Board approved the draft Management Accounts for the year to 31st December 2023.

10.1.2 Financial Statements for the year ended 31st December 2023 (draft 1)

The Head of Finance-CRO outlined the relevant Board paper detailing in particular: (i) the reconciliation between the Managements Accounts and draft 1 of the Financial Statements, both for the year ended 31st December 2023; and (ii) outstanding items in the draft Financial Statements which are dependent on information being supplied by the National Shared Services Office.

The Board noted the Financial Statements 2023-draft 1-unaudited for the year to 31st December 2023.

10.1.3 High-Level Budget 2024

The Head of Finance-CRO provided a detailed outline of the relevant Board paper in line with that provided to the ARC at its meeting of 15th February 2024 and as recorded in the Committee Chairperson's report to the Board.

In short, the NLI has insufficient funding to meet expenditure equivalent to that incurred in 2023. Therefore, budgeted expenditure in 2024 has had to be cut, where possible, with Digital Collections and Special Collections most adversely affected.

In addition, the Executive advised the Board of:

- D/PENDR-D/TCAGSM proposal of 1-year fixed term contracts of employment and Executive's consideration that the cons far

- outweigh the pros in relation to this proposal; and
- the heightened importance of the mid-year review of this Budget.

The Executive addressed queries from the Board on the funding position of other NCI's and the reason funding for the 'Strategic Assessment of Collection Storage and Masterplan Requirements for Kildare Street Campus' is proposed to come from the Capital B11 and not the Capital B7 allocation.

The Chairperson addressed a query from the Board on the remit of the NLI Trust.

The Board approved the draft High-Level Budget 2024. The Board also approved the request for funding for two projects - one in Digital Collections and one in Communications & Development - costing €20,000 each in 2024 for submission to the NLI Trust Council for approval for funding by the NLI Trust.

10.2 Effectiveness of internal controls for 2023 and draft Statement of Internal Controls for year ended 31st December 2023

The Head of Finance-CRO provided a detailed outline of the relevant Board paper. In addition, the:

- Head of Finance-CRO advised the Board that this paper had expanded in recent years to include more documentation to assist the Board in conducting its annual review of the effectiveness of internal controls.
- Board Secretary highlighted that Risk & Resilience, the service provider engaged to undertake the Risk Management Review, had advised the Board at its workshop (see Agenda Item 10.3.1) that the NLI's Risk Management was in good order and consequently, it

would be making suggestions for the NLI to consider implementing should the institution deem them helpful.

The Chairperson commended the amount of work undertaken in relation to internal controls and the quality of the reporting.

The Board conducted its annual review of the effectiveness of internal controls for 2023. The Board approved the draft Statement of Internal Controls for year ended 31st December 2023.

10.3 Risk Management

10.3.1 CRO Update

The Head of Finance-CRO verbal briefing to the Board included:

- Recap on the Internal Audit Plan 2024 noting that the first Internal Audit, the High-Level Review of Internal Controls 2023, had been completed and the report submitted to the ARC and Board.
- The Risk Management Review is continuing; a Risk Appetite Workshop had been held jointly with the Board and the ARC earlier today; the risk management documentation will be submitted to the ARC and the Board for their next meetings; and the Corporate Risk Register will be submitted to the ARC and Board for their subsequent meetings.
- Agenda Item 10.3.2 arises out of a verbal briefing provided by the CRO at the previous ARC meeting about an ICT outage on 15th February 2024 and the ARC's recommendation that the Head of Digital Collections and/or ICT Infrastructure Operations Lead provide a brief written report to the Board on ICT outages that have taken place over the last 12 months and attend the Board meeting to address any queries.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Board noted the Incident Report on partial service downtime on 15th February 2024 and the Head of Digital Collections additional verbal briefing. The Chairperson requested that the Executive keep the Board updated on any significant ICT improvements or deteriorations.

11. Next Board meeting: Thursday 25th April 2024, 11:00

The Board noted the next hybrid meeting of the Board will take place on Thursday 25th April at 11.00am.

12. AOB

The Board had no other business.

13. Time alone

The Chairperson informed the Board that the meeting was no longer quorate and consequently, it would only address 2 out of 3 remaining Agenda Items.

13.1 Director's Performance Appraisal: Director's Goals 2024 and Performance 2023

As the Board was asked to review and approve the Director's Goals 2024 and the Director's Performance Appraisal 2023, then the Board deferred this item to the next Board meeting.

13.2 Annual Self-Assessment Evaluation of the Board and its Committees

There was a discussion on the self-assessment of the Board and its Committees and the members expressed satisfaction that the Board and the Committees are functioning well.

13.3 Annual regional Board meeting

The Chairperson announced that the President of University College Cork has invited the Board to hold its June 27th meeting in UCC. The Board agreed to accept the invitation.

The Chairperson closed the meeting.