

## Minutes of the Board of the National Library of Ireland

Thursday 10 February 2022 at 11:00

### Video Conferencing

<b>Board</b>	<p><b>Present:</b> 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>
<b>Staff</b>	<p><b>In attendance:</b> Dr Sandra Collins, Director (1-13.1i) Susan O'Donnell, Acting Secretary</p> <p>Brian O'Donnell, Head of Estates (5.1-5.3; 8.2, 8.4; and 10.2.1 only) Seán Holly, Head of Human Resources (9.1 only) Kathleen Ruane, Head of Finance and CRO (10.1.1-10.1.5 only)</p>
<p>Note: (5.1-5.3) 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. Interests and procedural matters

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.

**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. Minutes**

### **2.1 Draft minutes of the Board meeting of 2 December 2021 and their publication**

**The Board approved the draft minutes of the Board meeting of 2 December 2021, subject to the removal of redactions of supplier names at Item 8, Business Cases, and the publication of the approved minutes with redactions as appropriate.**

### **2.2 Draft aide memoire of the Board meeting of 3 June 2021**

The draft aide memoire was provided by the Director.

**The Board approved the draft aide memoire of the Board meeting of 3 June 2021.**

## **3. Matters arising**

The Director provided the Board with a brief overview of the matters arising action table. The following actions were considered in more detail:

Action 19.3.2: The Director noted an external review of the Board is to be completed by 30 June 2022, and that the Board is to identify tasks it wishes to undertake in order to develop its knowledge of the Library, such as the recently completed Board tours of the West Wing.

Action 20.2.5: The Director noted that Board minutes from 8 April 2021 to 10 February 2022 will be published online in due course.

Action 2021.2.2: The Director noted that the Audit and Risk Committee (ARC) had received and reviewed the draft MOU in respect of the proposed new Governance arrangements. See Agenda item 5.2.

Action 21.5.2: The Director noted that tours of the West Wing for Board members were completed following the last Board meeting. This action was deemed closed.

**The Board noted the matters arising action table.**

#### **4. Director's report**

The Director briefed the Board as follows:

- Handover planning: The Director's last day in the office is 28 February 2022, with annual leave in place until 20 March 2022. The Deputy Director will deputise from 1 March, and serve as Acting Director from 21 March 2022. The Director advised of a handover process underway, with the Chairperson also briefed throughout. Sanction for the Director role is pending from DTCAGSM, and in the meantime the procurement of a recruitment service provider is recommended, similar to other NCIs.

**The Board approved the procurement of Director recruitment services, for the estimated budget [REDACTED].**

**The Board noted an estimated recruitment timeline of six months. The Board noted that the Head of HR is managing the process on behalf of the Chairperson and acting on his direction.**

**The Board requested additional information on the previous Director recruitment process.**

- The Director noted the summary of Irish Language Activities at the National Library, highlighted in the context of feedback received in preparation of the new Strategy 2022-2026.

**The Board noted the Director's report.**

## **5. Reimagining the National Library Capital Development Project**

### **5.1 Update on project costs**

**The Board noted the increased costs for the NLI Capital Development Project programme, and the factors impacting said costs.**

**The Board warmly endorsed the proposal to be presented to the Minister for approval, specifically the approval of costs as set out, [REDACTED] and the amalgamation of Phases 2b and 3.**

**The Board strongly recommended that the review and approval of this proposal is expedited by the Minister.**

### **5.2 MOU and feedback from Audit and Risk Committee**

The Chairperson of the Audit and Risk Committee (ARC) noted that the Committee discussed the draft Memorandum of Understanding (MOU) between DTCAGSM, OPW and the NLI, and noted the increased administration for NLI. The ARC welcomed the progress made on the Project.

**The Board noted the draft Memorandum of Understanding for the Capital Development Project as updated by Byrne Wallace, and the Audit and Risk Committee's considerations on the matter.**

### **5.3 Capital Development Project Risk Register**

The Chairperson of the Audit and Risk Committee noted that the ARC discussed the Capital Development Project Risk Register at its meeting on 26 January 2022, and the Register provided a comprehensive view of risk and mitigation relating to the Project.

**The Board noted the Capital Development Project Risk Register.**

**The Board noted thanks to the Audit and Risk Committee for their review of matters relating to the Capital Development Project.**

## **6. Strategy**

### **6.1 New NLI Strategy 2022-2026**

The Board welcomed the revised text of the new NLI Strategy 2022-2026, as recommended at the Board Strategy workshop of October 2021.

**The Board approved the text of the NLI Strategy 2022-2026 as final, and approved to progress to design and publication.**

**The Board noted the response letter from DTCAGSM and the public consultation findings.**

**The Board agreed that contribution of Board members and the Chairperson to the Strategy would be acknowledged by name in the final Strategy document.**

### **6.2 NLI Strategic Organisational Priorities**

#### **6.2.1 NLI Strategic Organisational Priorities 2022**

**The Board approved the draft strategic organisational priorities and goals 2022.**

#### **6.2.2 Report on NLI Strategic Organisational Priorities 2021**

**The Board noted the report on NLI Strategic organisational priorities 2021.**

**The Board welcomed the appointment of Eoghan Ó Carragáin as Head of Digital Collections.**

## **7. Oversight Agreement and Performance Delivery Agreement 2022**

**The Board approved the Oversight Agreement 2022 between the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media and the Board of the National Library of Ireland.**

**The Board noted the Performance Delivery Agreement 2022 between the Department of Tourism, Culture, Arts, Gaeltacht, Sport and Media and the National Library of Ireland.**

## **8. Business Cases**

### **8.1 Published Collections: Book suppliers**

Following an update from the Board, it was noted a member of the publishing industry in Ireland has signalled an approaching challenge with regard to the increasing costs of paper.

In response to a query from the Board, the process around the selection of a UK-based supplier, ProQuest LLC, as book supplier to the NLI, will be confirmed for the next meeting.

The Director confirmed that the next tender would be due to be submitted to the Board for review in November 2023.

**The Board agreed to extend the existing contracts with ProQuest and O'Mahony's for the supply of new books published outside the Irish Republic and second-hand books of Irish interest for a) one year from April 2022 and b) a further eight (8) months until 30 November 2023, as is permitted under the terms of the current contracts; and**

**The Board agreed to increase the allocated budget for the acquisitions of new books of Irish interest to**

**[REDACTED]**  
**[REDACTED]**

### **8.2 Estates: Tender for Final Business Case for Capital Development Project**

**The Board approved the issuing of a tender for preparation of a 'Final Business Case' for the Capital Development Project in line with Public Spending Code (PSC) requirements.**

### **8.3 Special Collections: Band Aid Archive Cataloguing Project**

**The Board approved the NLI to proceed to contract Eneclann Ltd to provide cataloguing services in respect of photographs, artefacts and memorabilia in the Band Aid Archive under Lot 1: Metadata Creation, QA and Enhancement of the National Library's Collection Management Services Framework Agreement. This is to be completed over a period of 36 weeks in 2022, and the cost including VAT was [REDACTED].**

### **8.4 Estates: NLI Contract Security Services**

The Head of Estates, Brian O'Donnell, noted that, at its meeting of 2 December, the Board approved the Award of NLI Security Services Contract to Momentum Support Services Ltd. However, as the supplier sought to vary the rates set out in their tender prior to signing contracts, and following consultation with the Office of Government Procurement, the NLI took the view that it should not proceed on this basis. Board approval was now being sought to engage with the next highest tender scoring service provider, OCS Ireland, subject to legal advice on the proposed approach.

A temporary extension of service was secured from the existing provider on a non-competitive basis, as the provision of security services for the NLI is imperative.

**The Board noted the proposed change in supplier of security services, and the reasons for this proposal.**

**The Board approved the award of the NLI Security Services Contract to OSC Ireland Ltd. for a two-year contract with two options to extend by one year, subject to legal advice. The Financial Cost of the Project [REDACTED]**

## **8.5 Development: PR and Communications services**

The Director informed that the current service contract dates from 2016, and ran until 03 October 2021. Due to changes of personnel at the Leadership Team, and consequent impact on the Development Office, it was not possible to progress the procurement of the new PR and Communications services contract during 2021. This was brought to the Board's attention at the August 2021 Board meeting. The new Head of Communications and Development is now initiating the procurement process that is expected to be complete in autumn 2022.

**The Board noted the intention to extend the NLI DHR contract on an interim, non-competitive basis until the procurement process is complete and a PR company has been appointed.**

**The Board noted the update on the issuing of an invitation to tender for PR and Communications Services, as planned for 2022.**

## **9. Policies**

### **9.1 HR: Blended Working Policy**

The Head of HR, Seán Holly, presented the draft Blended Working Policy for review.

In response to queries from the Board, the Head of HR noted that: the draft Policy would respond to the Right to Request Remote Work Bill 2021 as necessary; the Policy has been flagged with the Trade Union; and that it is not possible for all staff to work from home, due to role profiles.

The Board welcomed the introduction of the Blended Working Policy, as flexible working may enhance retention in some roles.

The Board noted the process for changes to or withdrawal of flexible arrangements and the importance



of this process. In addition, the Board recommended that it should be communicated clearly to all staff that this Policy is in a test phase.

**The Board approved the Blended Working Policy.**

**The Board noted that there will be an opportunity to review this policy in September 2022.**

## **10. Corporate Affairs**

### **10.1 Finance**

#### **10.1.1 Management accounts for year to 30 November 2021**

The Head of Finance and CRO, Kathleen Ruane, confirmed that the surplus for November arose as Department funding was received early; additional funding for an acquisition was received; and income exceeded budget. Draft management accounts for 31 December 2021 indicated that accounts will revert to budget.

The Chairperson of the Audit and Risk Committee (ARC), confirmed that, on 26 January 2022, the ARC reviewed the draft management accounts for the year to 30 November 2021 and recommended approval by the Board.

**The Board approved the draft management accounts for the year to 30 November 2021.**

#### **10.1.2 High level Budget 2022**

The Head of Finance addressed a query from the Board concerning the budget surplus, advising that the Department are aware of the surplus as the NLI seeks sanction to carry over to the coming financial year.

The Chairperson of the ARC informed the Board that, on 26 January 2022, the ARC reviewed the draft high level budget 2022 and recommended approval by the Board.

**The Board approved the draft high level budget 2022 in respect to budget allocation under:**

- **B11 Sub-head - Current non pay;**
- **B11 Sub-head - Capital;**
- **B7 Sub-head - Reimagining the National Library - Capital Development; and**
- **B7 Sub-head - Digitisation Fund.**

### **10.1.3 Internal audit: Review of Effectiveness of Internal Controls 2021 and Draft Statement of Control**

**The Board noted that the Code of Practice for the Governance of State Bodies provides that the annual review of the effectiveness of internal control should be conducted by the Board close to the end of the period under review or as soon as possible after the end of the financial period under review, and no later than three months after the period end i.e. 31 March 2022.**

**The Board reviewed the effectiveness of the internal controls 2021 with reference to:**

- **The external audit and the management letter. The Board noted the management letter of the audit for year ended of 31 December 2020.**
- **The internal audit reports. The Board noted the Internal Audit Report on the Review of GDPR Systems and Procedures; the Internal Audit Report on Risk Management Framework; and the Internal Audit Report on High Level Review of Internal Controls 2021.**

- **Risk Management.**
- **Executive reporting to the Audit and Risk Committee and the Board during the year.**
- **The ARC's reporting to the Board. The Chairperson of the ARC's informed the Board that the Committee conducted a review of the effectiveness of internal controls 2021 at its meeting on 26 January 2022. Given the satisfactory outcome of the internal audit on high level review of internal controls for 2021, received after that meeting, the Chairperson informed the Board that the ARC was happy to commend the effectiveness of the internal controls 2021.**

**Following the review of the effectiveness of internal controls 2021, The Board approved the draft Statement of Internal Controls 2021.**

#### **10.1.4 NLI Bank mandate**

The Director was set to complete her role in March 2022. As a result, there were a number of changes required to the bank mandate.

**The Board approved the proposed changes to the NLI Bank Mandate.**

#### **10.1.5 NLI Trust**

**The Board confirmed their agreement to be enrolled as members of the NLI Trust at the next Council meeting of the NLI Trust.**

### **10.2 Risk Management**

#### **10.2.1 COVID-19 Induction, Risk Assessment and Business Operation Continuity Plan**

**The Board approved the Risk Assessment and Business Operation Continuity Plan, and noted the updated COVID-19 Induction.**

## **11. Board committees**

### **11.1 Audit and Risk Committee: Report of 26 January 2022 and minutes of 19 November 2021 and 19 May 2021**

The Chairperson of the Audit and Risk Committee (ARC), briefed the Board on the Committee meeting of 26 January 2022.

The Chairperson of the ARC acknowledged the extensive work undertaken by the Head of Finance and CRO.

**The Board noted the Committee Chairperson's report on the Audit and Risk Committee meeting of 26 January 2022, and the approved minutes of the Audit and Risk Committee meetings of 19 May 2021 and 19 November 2021.**

### **11.2 Committee on Genealogy and Heraldry**

**The Board noted the briefing from the Chairperson of the Committee on Genealogy and Heraldry on the agenda planned for the inaugural meeting upcoming on 23 February 2022.**

### **11.3 Readers' Advisory Committee**

The Board agreed at its meeting of 7th October 2021 the Board member membership of the Readers' Advisory Committee as: Ms Lorelei Harris, Chair; and Ms Katherine McSharry. Four external members must also be appointed, one from each province, in compliance with the National Cultural Institutions Act, 1997.

The Chairperson recommended for the Board's approval the following proposed membership of the Readers' Advisory Committee:

- Leinster: Lian Bell;
- Munster: Liam O'Brien;
- Connaught: Harry Hughes; and
- Ulster: Prof Mary O'Dowd.

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

## **12. Next Board meeting: Thursday 7 April 2022, 11:00**

**The Board noted that the next meeting of the Board will take place on Thursday, 7 April 2022 at 11:00.**

**The Chair will contact the Board one month in advance of the next meeting to determine if the Board prefers to meet in-person or virtually.**

## **13. Any Other Business**

### **13.1 Departure of the Director**

- i. The Board noted its great appreciation for the enormous contribution which the outgoing Director, Dr Sandra Collins, has made to the National Library of Ireland.**

The Director departed the meeting.

- ii. The Board discussed marking the departure of the current Director from the National Library.**

**The Chairperson closed the meeting.**