

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

Thursday 31<sup>st</sup> August 2023 at 11:00

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

<b>Board</b>	<p><b>Present:</b></p> <ul style="list-style-type: none"> <li>- Eoin McVey, Chairperson</li> <li>- Prof Ciarán Ó hÓgartaigh, Deputy Chairperson (VC)</li> <li>- Dr Marie Bourke (excluding 9.2.1)</li> <li>- Prof Maeve Conrick (VC)</li> <li>- John Grenham</li> <li>- Lorelei Harris</li> <li>- Dr Conor Kostick</li> <li>- Prof Kalpana Shankar (VC)</li> <li>- Caitriona Sharkey (VC)</li> <li>- Jennifer Taaffe (VC) (1-5 and opening of 6)</li> </ul> <p><b>Apologies:</b></p> <ul style="list-style-type: none"> <li>- Lisa Grimm</li> </ul>
<b>Staff</b>	<p><b>In attendance:</b></p> <ul style="list-style-type: none"> <li>- Dr Audrey Whitty, Director</li> <li>- Orla Sweeney, Board Secretary</li> <li>- Brian O'Donnell, Deputy Director-Head of Estates (6, 7, 8 and 9.2.1)</li> <li>- Eoghan Ó Carragáin, Head of Digital Collections (VC) (9.2.2)</li> <li>- Liz Coffey, Head of Communications and Development (8.3)</li> <li>- Kathleen Ruane, Head of Finance-CRO (9.1-9.2)</li> </ul>
<p>Note: There is one vacancy on the Board. All Board members were present for the full duration of the meeting unless otherwise stated. (1-12) denotes where a Board or staff member was not present/in attendance for the full duration, but present/in attendance for certain section/s of the minutes.</p>	

## **1. Interests and procedural matters**

The Chairperson confirmed that the meeting was quorate. In response to the Chairperson's request for the Board to declare any conflicts of interests, none were declared by the Board.

**The Board meeting was quorate. The Board declared no conflicts of interests.**

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 the NLI Annual Report 2022; a signed copy of *The Late Night Writers Club*, a graphic novel by Annie West; NLI tote bag; and photographs of the previous Board meeting held in the University of Galway. After the meeting, the Board received a copy of the presentation provided under Agenda Item 6.

## **2. Draft minutes of the Board meeting of 29<sup>th</sup> June 2023 and their publication**

The Chairperson outlined the relevant Board paper and informed the Board that the Board Secretary will provide a brief presentation on 'Freedom of Information' at the Board meeting of 26<sup>th</sup> October 2023 (hereafter, 'the next Board meeting' or 'its next meeting' where appropriate).

**The Board approved:**

- **the draft minutes of the Board meeting of 29<sup>th</sup> June 2023 with no amendments; and**
- **the publication of the approved minutes with redactions as highlighted.**

**The Board noted with satisfaction:**

- **the Executive's rationale in proposing redactions to the published version of the Board minutes; and**
- **the Executive's proposal to review the published version of the Board minutes 2021-2022 and submit papers to the Board, for approval, to remove redactions where the rationale for the redactions no longer applies.**

### 3. Matters arising

The Director outlined the relevant Board paper. In addition, the Director verbally briefed the Board on the following matters concerning the Capital Development Project:

- Contracts of employment against capital expenditure can now take place.
- The Deputy Director and Head of Estates met the NLI's legal service provider, Beauchamps, concerning the proposed new Gov & Ops arrangements.
- The next meeting of the Capital Development Governance Committee is due to take place in September.

**The Board noted the matters arising action table and the Director's verbal briefing concerning the Capital Development Project.**

### 4. Executive Report

The Director outlined the relevant Board paper. The Director provided the Board with further information in relation to:

- Events: Due to their popularity, further dates have been added to the 'Director's Tours' and they will continue in 2024 albeit in a refreshed format. The 'Late at the Library' events are fully booked. The support provided by the NLI to the Dublin James Joyce Summer School, including its journal.
- Recruitment: The significant interest in the Head of Exhibitions, Learning and Programming post and an overview of the interview schedule.
- Donations: Appreciation to Board member, Dr Conor Kostick, for his assistance on a recent donation by Literature Ireland of translated works of Irish authors. Recognition of this donation and a donation of a collection by the Embassy of Ukraine to follow.
- Capital Development Project: The D/TCAGSM confirmed the provision of funding to meet the financial cost of the supply and installation of audio-visual and related equipment to the new accessible lecture theatre (linked to Agenda Item 8.1). The primary focus of communications with our neighbours, the RCPI, on the Project. The hope that the Project's

planning application will be lodged shortly by the OPW with Dublin City Council.

- Conservation of Catholic Parish Registers: Potential funding and a pilot project as discussed at the meeting of 21<sup>st</sup> July 2023 between the Heads of the NLI, Heritage Council and Dublin Archdiocese's Diocesan Archivist, and with the full consent and knowledge of the Head of Irish Manuscripts Commission.
- National Museums Northern Ireland: Further collaborative opportunities relating to the Northern Ireland Publications Resource and the loan of collections to the NLI for future exhibitions.

The Board noted with interest the NLI's:

- [REDACTED]; and the development of virtual Rose Library at Emory University so it may more effectively share its Irish poetry collections with users in Ireland;
- the level of recruitment within the Library this year; and the
- the Director's busy schedule of work.

The Director addressed queries from the Board concerning the duration of the People and Places exhibition; the NLI's programme for Culture Night 2023 (the Director offered to send the programme to the Board); the basis for the British Library's 50<sup>th</sup> anniversary celebration given its 250-year history; and the distinction between certain US-Ireland networks.

Arising from the Report, the Board discussed philanthropy including the:

- the key philanthropic outcome that the Director needs to pursue;
- the means by which institutions, nationally and internationally, recognise philanthropic contributions including the various tiers of recognition aligned to various levels of philanthropy; and
- the need for a philanthropic strategy for the NLI detailing objectives, plans to meet the objectives and processes including consideration for internal controls such as authorisation thresholds and the establishment of a Committee to approve philanthropic contributions. The Director informed the Board that the Head of Communications and Development

is developing such a strategy. There were divergent views among Board members on:

- Philanthropic ambition such as ‘think big’ versus the reality. In relation to the latter, a Board member outlined an institution’s philanthropic efforts whereby it has taken 5 years to raise 50% of its funding target, and the same Board member offered to meet the Director and the Head of Communications and Development to provide further professional insights into philanthropy.
- Providing the Executive with discretion to pursue philanthropic efforts with/without Board input in advance of the above strategy being approved by the Board.

[REDACTED]

[REDACTED]. In line with the Board’s request, the Director agreed to provide a briefing at the next Board meeting on MoLI, as the museum was established prior to the majority of the members’ appointment to the NLI Board.

**The Board noted the Executive Report and the additional verbal briefing provided by the Director. The Board discussed philanthropy and MoLI.**

## **5. Board Committees**

### **5.1 Audit and Risk Committee**

#### **5.1.1 Report of 14<sup>th</sup> August 2023 and Minutes of 14<sup>th</sup> June 2023**

The Chairperson of the Audit and Risk Committee (ARC) outlined the relevant Board paper noting in particular that:

- The paper for Agenda Item 9.1.1 was submitted to the ARC.
- The ARC made a number of recommendations to the Executive concerning reporting to the Board at its upcoming meetings including:

- Providing Beauchamps' legal advice on the Capital Development Project's proposed new 'Gov & Ops' arrangements to the Board at its first available meeting.
  - Providing a verbal briefing on CommSec's Strategic Information Security/Risk Assessment including its key recommendations to the Board at its present meeting (see Agenda Item 9.2). Providing more detailed information to the Board (for example, CommSec's written report and the Executive's action plan including costs) at its next meeting.
  - Briefing the Board on the risk incident of 8<sup>th</sup> August 2023 (see Agenda Item 9.2.1).
  - Seeking Board approval, at the present meeting, for delegated authority for LT to approve discretionary expenditure (with expenditure limit to be determined by the Board) in advance of the submission of the mid-year budget review to the Board at its next meeting (see Agenda Item 9.1.2).
  - Providing a recruitment update to the Board (a recruitment update was included in the Board paper for Agenda Item 4).
- The ARC's considerations on CommSec's report, as follows:
    - Staff training should be noted as a key recommendation.
    - The Information Security Role's (ISR) line management could rest with Digital Collections and the ISR could report independently, on a quarterly basis, to the LT, ARC and Board. While CommSec recommended that the ISR report to the CRO, the ARC put forward an alternative approach given the CRO's significant remit.

The Director advised the Board that the Director of the National Library of the Czech Republic offered, when

they spoke at a recent conference, to share their experience of a cybersecurity breach at their national library with the NLI.

**The Board noted the Committee Chairperson's report on the ARC meeting of 14<sup>th</sup> August 2023 and the approved minutes of the ARC meeting of 14<sup>th</sup> June 2023.**

### **5.1.2 Membership**

The Chairperson outlined the relevant Board paper. Both the Chairperson of the Board and the Chairperson of the ARC noted their appreciation to: (i) Prof Conrick for her work on the ARC that will come to an end on 23<sup>th</sup> November 2023 with the expiration of her Board term: and (ii) Dr Marie Bourke for offering to re-join the ARC on 24<sup>th</sup> November 2023 for a limited time period.

**Upon the recommendation of the Chairperson, in consultation with the ARC Chairperson, the Board approved the re-appointment of Board member, Dr Marie Bourke, as an ordinary member of the ARC effective from 24<sup>th</sup> November 2023 until three Board members, appointed through the PAS appointment process, are in place.**

## **5.2 Committee on Genealogy and Heraldry**

The Chairperson of the Committee on Genealogy and Heraldry (CGH) provided the Board with a verbal briefing, as follows:

- The Committee had no meetings scheduled between the previous and present Board meeting; however, the sub-group of the Committee did meet.
- The next Committee meeting is scheduled to take place on 13<sup>th</sup> September 2023.
- It is hoped that the Committee will submit the sub-group's report - outlining a range of possible options to the Board to broaden the reach of the Office of the Chief Herald and the NLI's genealogy and heraldry offerings, keeping in mind the severe constraints of

time and personnel under which the Library operates – to the Board at its next meeting.

**The Board noted the Committee Chairperson’s verbal report on the CGH.**

### **5.3 Readers’ Advisory Committee**

The Chairperson of the Readers’ Advisory Committee (RAC) provided the Board with a verbal briefing as follows:

- The Committee had no meetings scheduled between the previous and present Board meeting;
- The next Committee meeting is scheduled to take place on 28<sup>th</sup> September 2023 and the agenda has been finalised.

**The Board noted the Committee member’s verbal report on the RAC.**

## **6. Presentation: Estates: NLI Collection Storage Evaluation Report and Masterplan Options**

The Chairperson and the Board congratulated the Deputy Director on his recent appointment to the post, in addition to his post as Head of Estates.

The Deputy Director-Head of Estates:

- Presented a synopsis of the relevant Board paper;
- Declared his strong preference for: Option A (NLI Kildare Street on-site archive); and, when Option A at capacity, follow with Option D (NLI off-site archive) with the contingency of a commercial off-site storage service for a short period until Option D is available.
- Advised that in light of his strong preference, the Board’s feedback in this developmental stage of the masterplan concept would be welcome.

The Deputy Director-Head of Estates responded to queries from the Board concerning:

- Best practice and consultation with international peers on same;
- Previous and planned investment by comparable institutions, both nationally and internationally, in their infrastructure;
- Scope of acquiring a neighbouring building as part of the NLI campus; demolishing the NLI's 'Ryan's Garage' building; and collaborating with another national cultural institution on an off-site archive;
- Employment opportunities in light of robotic technology;
- Energy source options being considered as part of the masterplan concept; and
- Philanthropic funding.

The Board welcomed the shift away from a commercial off-site storage service and recommended the NLI's masterplan should be inspired by the investment and infrastructure of international institutions. The Board also recommended that, in this developmental stage of the masterplan concept, the Executive should emphasise:

- The risk to the collections from climate change and the climate targets and obligations anticipated to be met by the masterplan concept.
- Time is of the essence for the NLI in realising the masterplan concept.
- The costs currently incurred by the NLI and OPW in meeting the NLI's archive requirements (for example, commercial offsite storage, energy, transport) and the savings forecasted as a result of the masterplan concept.
- The timeline by which Option A (NLI Kildare Street on-site archive) is at capacity should, at present, be open-ended.
- The visitor and the visitor experience in any purpose-built archive facility by the NLI; for example, the Glasgow Museums Resource Centre is a visitor attraction in its own right.

**The Board provided its approval for the Executive to develop further to the masterplan concept. The Board noted the Executive will commence engagement directly with the D/TCAGSM and OPW on the masterplan concept.**

## 7. Policies

### 7.1 Estates: NLI Safety Statement

The Deputy Director-Head of Estates outlined the relevant Board paper.

**The Board approved the approved the draft NLI Safety Statement (Ref: NLI\_EST\_POL\_2302).**

### 7.2 Estates: NLI Climate Action Roadmap 2023

The Deputy Director-Head of Estates outlined the relevant Board paper. In relation to development of the next iteration of the Roadmap due to be submitted to the Board in 2024:

- the Board recommended that the Executive consider energy production; and
- the Deputy Director-Head of Estates noted that it should also consider decarbonisation including the climate impact of the NLI Collection Storage Evaluation Report and Masterplan Option (see Agenda Item 6).

In response to a query from the Board, the Deputy Director-Head of Estates briefed the Board on the recruitment campaign for the Health & Safety Officer post.

**The Board approved the draft NLI Climate Action Roadmap 2023.**

## 8. Business Cases

### 8.1 Estates: Supply and Installation of Audio Visual (AV) and Related Equipment to the new Accessible Lecture Theatre

The Deputy Director-Head of Estates outlined the relevant Board paper. In line with the Director's briefing under Agenda Item 4, the Deputy Director-Head of Estates advised the Board that the D/TCAGSM confirmed the provision of funding to meet the financial cost outlined in the Board paper.

The Deputy Director-Head of Estates addressed a query from the Board concerning the timeline for completion of works in new Lecture Theatre.

**The Board provided approval for the Executive to proceed to contract with Creative Technologies (Audio Visual) Ireland Ltd. for the supply and installation of audio visual equipment in the new Joly Lecture Theatre [REDACTED] with funds to be provided by D/TCAGSM.**

## **8.2 Estates: Commercial Off-Site Records Management and Storage Service Contract**

The Deputy Director-Head of Estates outlined the relevant Board paper and in addition, advised the Board when a new procurement process for the provision of commercial off-site records management and storage service is due to take place.

**The Board provided its approval for the Executive to: (i) avail of the option to extend a contract with Glenbeigh Records Management (GRM); and (ii) invoke the options in the existing contract, for one 12-month extension option, to extend the contract with GRM from the currently approved contract end period of 10<sup>th</sup> September 2023 to 10<sup>th</sup> September 2024 [REDACTED]. Note: The financial cost varies depending on the amount stored and the number of calls for materials stored there to be transported to the NLI.**

## **8.3 Communications and Development: Provision of Public Relations, Public Affairs and Communications Services**

The Head of Communications and Development outlined the relevant Board paper and responded to comments by the Board on: DHR Communications' report 'Environment Scan for the NLI, May 2023', as presented at the previous Board meeting, and DHR Communications' service in general.

In addition to her response, the Head of Communications and Development outlined the procurement undertaken for

the provision of this service; her overall satisfaction with DHR Communications' service; and an example of the work that could be undertaken in-house, if additional staffing were available in her department.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**The Board provided approval for the Executive to extend a contract with DHR Communications for a twelve-month term from 29<sup>th</sup> September 2023 to 27<sup>th</sup> September 2024, as allowed for under the RFT (OGP's Multi-Supplier Framework Agreement for the provision of Public Relations and Communications Services (MMP066F)) and the current contract with DHR Communications [REDACTED].**

Note: The Board addressed Agenda Item 9.2, Risk Management, after Agenda Item 8.3. For the purposes of clarify, however, the minutes will continue to align with the Agenda.

## 9. Corporate Affairs

### 9.1 Finance

#### 9.1.1 **Management Accounts for the year to 30<sup>th</sup> June 2023**

The ARC Chairperson informed the Board that the ARC, at its meeting of 14<sup>th</sup> August 2023, recommended the said Management Accounts to the Board for approval.

**The Board approved the Management Accounts for the year to 30<sup>th</sup> June 2023.**

#### 9.1.2 **Revised budget forecast for the remainder of 2023 (excluding B11: Pay and Pension)**

The Head of Finance-CRO outlined the relevant Board paper. In addition, the Head of Finance-CRO informed the Board that, as the Board paper was drafted on foot of an ARC recommendation to the Executive on 14<sup>th</sup> August 2023 (see Agenda Item 5.1.1), the Board paper had not been submitted to the ARC in advance of the Board meeting.

On foot an invitation of the Chairperson of the Board to the ARC for any comments on the Board paper, the ARC Chairperson advised that at a future date the Executive, ARC and Board could consider if delegated authority should be provided to LT to re-allocate funds, as the needs arises, within the approved Budget (i.e. move funds from one spending code to another spending code).

The Director responded to a query from the Board on agency supports for HR to progress recruitment and the Executive's capacity to undertake additional expenditure (for example, on acquisitions or projects) before year end thus reducing the amount of funds forecasted to be carried forward from 2023 into 2024.

**The Board reviewed and approved the draft high level revised budget forecast for the remainder of 2023 (excluding B11: Pay and Pension).**

### **9.1.3 Bank Mandate**

**The Board approved the proposed change to the NLI Bank Mandate that was recommended by the Director and Head of Finance-CRO on foot of the appointment of the Deputy Director. The approved Mandate includes the following with account operation and signing authority with any two of the following as authorised signatories for cheques:**

- Dr Audrey Whitty (Director)**
- Brian O'Donnell (Deputy Director and Head of Estates)**
- Kathleen Ruane (Head of Finance and CRO)**
- Liz Coffey (Head of Communications and Development)**

## **9.2 Risk Management**

### **9.2.1 Risk incident of 8<sup>th</sup> August 2023**

The Deputy Director-Head of Estates informed the Board that: (i) the intended mitigations, outlined in the Executive Report, are in place; (ii) a further mitigation is in place that requires all contractors to undertake a tailored induction with Estates prior to commencing work onsite; and (iii) a checklist noting mitigations and their completion will be maintained with the relevant contract documentation.

The Deputy Director-Head of Estates also informed the Board that advice from the OPW's Fire Officer and Senior Architect, who were apprised of the matter, is pending.

The Deputy Director-Head of Estates responded to a query from the Board concerning the flammable properties of the book-stacks in the decommissioned West Wing.

**The Board noted the written briefing on the risk incident of 8<sup>th</sup> August 2023 as detailed in the Executive Report (Agenda Item 5) and the Deputy Director-Head of Estates verbal briefing on the matter.**

### **9.2.2 CommSec's Strategic Information Security/Risk Assessment for the NLI**

The Head of Digital Collections verbally briefed the Board on the background to the project; the procurement undertaken with CommSec as successful tenderer; the project outcome, i.e. an assessment report that had been reviewed by LT and ARC; and the key strategic and technical recommendations detailed in CommSec's assessment report.

The Head of Digital Collections advised the Board that, in line with the ARC's recommendation of 14<sup>th</sup> August 2023, CommSec's written report and the Executive's action plan including costs will be submitted to the Board for its next meeting.

The Head of Finance-CRO responded to a query from the Chairperson concerning her satisfaction with the comprehensiveness of CommSec's report.

The Chairperson of the ARC reiterated the ARC's considerations on CommSec's report as detailed above under Agenda Item 5.1.1.

**The Board noted the Head of Digital Collections verbal briefing on CommSec's Strategic Information Security/Risk Assessment for the NLI.**

## 9.3 Governance

### 9.3.1 NLI Board Seal

The Director outlined the relevant Board paper.

**The Board authorises Brian O'Donnell, Deputy Director-Head of Estates as an appropriate officer of the Board to authenticate by his signature the seal of the Board.**

**The Board agreed that any two of the four members of the Executive listed below as the appropriate officers of the Board to authenticate by their signature the seal of the Board in ranked order:**

- 1. Dr Audrey Whitty, Director;**
- 2. Brian O'Donnell, Deputy Director-Head of Estates;**
- 3. Kathleen Ruane, Head of Finance-CRO;**
- 4. Colette O'Flaherty, Keeper of Special Collections and Chief Herald of Ireland.**

**Consequently, the Director may authenticate the seal along with another appropriate officer (i.e. Brian O'Donnell or Kathleen Ruane or Colette O'Flaherty). In the event that the Director is unavailable or if the office of the Director is vacant, the Deputy Director may authenticate the seal along with another appropriate officer (i.e. Kathleen Ruane or Colette O'Flaherty). In the event that the Director and Deputy Director are both unavailable or if the offices of the Director and Deputy Director are vacant, the seal should be authenticated by the Board**

**The Board noted there are no further changes concerning the authentication of the seal of the Board to that agreed by the Board on 6 October 2022.**

### **9.3.2 Staff nominee on the NLI Board**

The Chairperson advised the Board that the staff nominee on the NLI Board, as provided by the National Cultural Institutions Act, 1997, was a matter for the Minister of D/TCAGSM and the staff.

The Chairperson was hopeful that the Minister would appoint a member of the established staff panel to the Board shortly.

In response to a query from the Board, the Director advised that she had briefed the Chairperson throughout the establishment of the said staff panel.

**The Board noted the insights arising from the surveying of staff on the appointment of a staff member on the NLI Board and the next steps as detailed in sections 5 and 6 respectively of the Board paper.**

### **9.3.3 External evaluation of the Board and its Committees**

The Board Secretary apologised that she had no further update for the Board and informed the Board that she will submit a paper on the matter at its next meeting.

## **10. Next Board meeting: Thursday 26<sup>th</sup> October 2023, 11:00**

The Chairperson advised the Board that this will be last Board meeting for Board members, Prof Maeve Conrick, Dr Conor Kostick and Jennifer Taaffe as their terms expire on 23<sup>rd</sup> November 2023.

**The next meeting of the Board will take place on Thursday 26<sup>th</sup> October 2023 at 11am in the NLI's Boardroom.**

**11. AOB**

There were no other matters arising.

**12. Time alone**

The Board did not hold a private session due to the lengthy duration of the present meeting.

**The Chairperson closed the meeting.**