

**NATIONAL MUSEUMS SCOTLAND
BOARD OF TRUSTEES**

**MINUTES OF THE MEETING HELD ON WEDNESDAY 21 SEPTEMBER 2022 AT THE
NATIONAL MUSEUM OF FLIGHT, EAST FORTUNE**

Present:

Mr Ian Russell	Chairman
Prof Mary Bownes	Trustee
Ms Mimi Brophy	Trustee
Mr Stephen Dando	Trustee
Mr Graeme Gibson	Trustee
Dr Brian Lang	Trustee
Dr Catriona Macdonald	Trustee
Ms Beth McKillop	Trustee
Dr Laura Young	Trustee

In Attendance:

Dr Chris Breward (CB)	NMS Director
Mr Keith Pentland (KP)	Director of Finance, Planning & ICT
Ms Julie Brown (JB)	Head of Corporate Policy & Performance
Dr Sam Alberti (SA)	Director of Collections
Ms Helen Ireland (HI)	Director of External Relations
Mr Peter Williamson (PW)	Managing Director of NMSE Ltd
Ms Ruth Gill (RG)	Director of Public Programmes
Lynn Smith (LS)	Director of People
Mr Jason Dixon (JD)	Director of Retail (for item 9)
Ms Elaine Elder (EE)	Head of Sales & Marketing (for item 9)

Apologies:

Ms Ann Allen	Trustee
Mr Adam Bruce	Trustee
Ms Jandy Stevenson	Trustee
Prof Ian Wall	Trustee

PRELIMINIARIES

The Chairman welcomed new Trustees Beth McKillop and Stephen Dando to their first Board meeting.

Trustees marked the contribution made by Adam Bruce, in his role as as an officer of Arms (Marchmont Herald) of the Court of the Lord Lyon, to the major public events relating to the death of Her Majesty Queen Elizabeth II and to the proclamation of King Charles III.

TOUR

Sam Alberti and Ruth Gill led a tour of the National Museum of Flight with Meredith Greiling (Principal Curator, Transport) and Ian Brown (Assistant Curator, Aviation Transport). Trustees extended their thanks and appreciation for the tour and to the site team for their warm welcome and hospitality.

ACTION

ITEM 1 – APOLOGIES

1.1 Apologies were received from Ann Allen, Adam Bruce, Jandy Stevenson and Ian Wall.

ITEM 2 – MINUTES OF THE MEETING HELD ON 08 JUNE 2022

2.1 The minutes of the meeting held on 08 June 2022 were approved, subject to the agreed amendment.

ITEM 3 – MATTERS ARISING

3.1 Matters arising from the last meeting were taken under the main agenda items.

ITEM 4 – DECLARATION OF INTERESTS

4.1 It was noted that there were no declarations of interests from Board members in relation to the substantive items on the agenda.

ITEM 5 – DIRECTOR’S REPORT TO THE TRUSTEES **NMS (2022) 30**

5.1 The Director presented his report which had been circulated. Highlights included the continued success of our special and touring exhibitions, and the announcement of the opening of the new *Dr Who Worlds of Wonder* exhibition on 09 December.

5.2 The Director reported on the recent request from the Nisga’a Nation (British Columbia, Canada) for the return of a Memorial Pole, and that NMS will follow its published procedure for considering requests for transfer. Trustees appreciated the sensitive nature of this matter and noted that a full update would be brought to the next Board meeting.

CB, SA

ITEM 6 – FINANCIAL REPORT **NMS (2022) 31**

6.1 Keith Pentland presented the report which had been circulated and gave a detailed verbal update on pay negotiations and rising operational costs.

6.2 The Board noted that:

- Current information suggested we would break even.
- Discussions were ongoing with the trade unions and the Scottish Government in relation to pay increases.

6.3 It was agreed that the Chairs of the Finance and Audit & Risk Committees would meet with Keith Pentland and Lynn Smith to discuss pay matters further and keep the Board of Trustees updated.

**GG, JS,
KP, LS**

ITEM 7 – ANNUAL REPORT AND ACCOUNTS

NMS (2022) 32

7.1 Keith Pentland presented the audited draft Annual Report & Accounts for 2021/22 which had been circulated. He confirmed that the draft had been reviewed in detail by the Finance Committee and Audit & Risk Committee, with detailed presentational changes arising from their deliberations now incorporated into the final draft, together with the final audit certificate.

7.2 Following discussion, it was agreed that:

- The Board's sign-off of the Accounts was approved, subject to the receipt of a letter of comfort from Scottish Government that NMS would receive sufficient funding for next financial year.
- Delegated authority for the final approval of the Annual Report & Accounts for 2021/22, and the accompanying letter of representation from the Accountable Officer to the auditors, would be given to a sub-group comprising of the Board Chairman, the Chairs of the Finance and Audit & Risk Committees, the Director and Keith Pentland.
- Keith Pentland would make the discussed amendment to page 12.

7.3 The Chairman congratulated Keith Pentland and the Finance team on all their hard work throughout the process.

**Chair,
GG, JS,
Director,
KP**

ITEM 8 – COLLECTIONS & RESEARCH REPORT

NMS (2022) 33

8.1 Trustees noted the Collections & Research Report and congratulated the Collections Directorate on the quality and diversity of the outputs.

ITEM 9 – NMS ENTERPRISES LTD: OVERVIEW

9.1 Peter Williamson, Jason Dixon and Elaine Elder gave a presentation on the current scope of work undertaken within all parts of NMSE Ltd and answered questions from Trustees.

9.2 The Board extended their thanks for the presentation and noted the positive recovery of the Trading Company in the aftermath of the Covid pandemic.

ITEM 10 – REPORTS FROM COMMITTEES

(i) Audit & Risk Committee

10.1 The Chairman noted that the approved minutes of the Audit & Risk Committee meeting held on 07 June 2022 and the draft minutes of the meeting held on 24 August 2022 had been circulated.

(ii) National Museums Scotland Enterprises Ltd Board

10.2 The Chairman noted that the draft minutes of the NMSE Ltd Board meeting held on 17 June 2022 had been circulated.

(iii) Personnel & Remuneration Committee

10.3 The Chairman noted that the draft minutes of the Personnel & Remuneration Committee meeting held on 13 July 2022 had been circulated.

(iv) Estates Committee

10.4 The Chairman noted that the draft minutes of the Estates Committee meeting held on 20 July 2022 had been circulated.

10.5 Keith Pentland reported that the Committee's primary activity at present was reviewing the major capital projects and highlighted that our investment priorities would be discussed at the next Board meeting.

AA, CB,
KP

(v) Acquisitions Committee

10.6 The Chairman noted that the draft minutes of the Acquisitions Committee meeting held on 01 August 2022 had been circulated.

10.7 Brian Lang (Chairman of the Acquisitions Committee) asked that the briefing paper on 'Cultural Chattels & Tax' presented at the meeting be circulated to Trustees for information.

SA, JB

(vi) Finance Committee

10.8 The Chairman noted that the draft minutes of the Finance Committee meeting held on 08 August 2022 had been circulated.

10.9 Graeme Gibson (new Chair of the Finance Committee) highlighted the Committee's discussion regarding rising energy costs and inflation.

(vii) Nominations & Governance Committee

10.10 The Chairman confirmed that our other two new Trustees would be commencing on 01 April 2023 as planned and reported on his latest thoughts on the next recruitment round.

ITEM 11 – APPOINTMENTS TO BOARD COMMITTEES AND RELATED GROUPS

NMS (2022) 35

11.1 The Board of Trustees:

- Ratified their endorsement over email of the recommendations in the paper.
- Noted the appendix which detailed the associated, updated Trustee membership from 01 September of: the Board Committees; the subsidiary of the NMS Board (NMSE Ltd); the NMS Charitable Trust Board; the American Friends of National Museums Scotland; and the Research Strategy Group.

11.2 The Chairman thanked Trustees for all their invaluable work on the Board Committees and related groups.

ITEM 12 – BOARD OF TRUSTEES MEETING DATES: 2022-25

NMS (2022) 36

12.1 Trustees noted the Board meeting dates.

ITEM 13 – FORWARD PROGRAMME OF BUSINESS

NMS (2022) 37

13.1 The Board noted the Forward Programme of Business.

13.2 The Chairman asked that a follow-up session on our investment priorities be added to the Programme in February [ref. minute 10.5].

**CB, KP,
JB**

ITEM 14 – ANY OTHER BUSINESS

14.1 There was nothing to report.

ITEM 15 – DATE OF NEXT MEETING

15.1 The next meeting will be held on Wednesday 30 November 2022.