

**NATIONAL MUSEUMS SCOTLAND
BOARD OF TRUSTEES**

**MINUTES OF THE MEETING HELD ON 22 MARCH 2013 AT THE NATIONAL MUSEUM
OF SCOTLAND, EDINBURGH**

Present:

Mr Bruce Minto	Chairman
Dr Isabel Bruce	Trustee
Dr Anna Gregor	Trustee
Mr Andrew Holmes	Trustee
Mr Miller McLean	Trustee
Professor Malcolm McLeod	Trustee
Professor Stuart Monro	Trustee
Mr Jamie Troughton	Trustee
Mr Iain Watt	Trustee

Dr Gordon Rintoul (GR)	NMS Director
Mr David Spilsbury (DS)	Director of Finance & Planning
Ms Julie Brown (JB)	Head of Corporate Policy & Performance
Ms Ruth Gill (RG)	Director of Public Programmes (for Item 9)
Mr Alexander Heyward (AH)	Keeper of Science & Technology (for Items 9 and 11)
Mr James Robinson (JR)	Keeper of Art & Design (for Items 9 and 11)
Mr George Dalglish (GD)	Keeper of Scottish History & Archaeology (for Item 11)
Mr Nick Fraser (NF)	Keeper of Natural Sciences (for Item 11)
Ms Henrietta Lidchi (HL)	Keeper of World Cultures (for Item 11)
Ms Jane Carmichael (JC)	Director of Collections (for Items 11 and 12)

PRELIMINARIES

It was noted that Malcolm McLeod's and Stuart Monro's terms of appointments would come to an end on 31 March, and that this was their last Board meeting. The Chairman thanked them both for their significant contributions as Trustees of National Museums Scotland since 2005. Throughout their tenure they had been involved in a wide range of matters, providing support to the organisation and championing the Museum externally. The Chairman presented them both with the National Museums of Scotland medal in appreciation of their service.

The Chairman updated the Board on the progress of the Trustee recruitment round. It was noted that the Cabinet Secretary for Culture & External Affairs had only recently received the necessary paperwork from civil servants and had not yet made a final decision. The Board expressed their serious concern at the delay in appointing new Trustees and that the organisation was in danger of not having the statutory minimum number of Trustees on the Board. The Chairman confirmed that he was in dialogue with the Scottish Government regarding this matter.

ITEM 1 – APOLOGIES

1.1 There were no apologies.

ITEM 2 – MINUTES OF THE MEETING HELD ON 01 FEBRUARY 2013

2.1 The minutes of the meeting held on 01 February 2013 were approved.

ACTION

ITEM 3 – MATTERS ARISING

3.1 With regard to Minute Item 7 (National Museum of Costume), the Director reported that further, positive discussions had taken place with representatives from the Dumfries & Galloway region. A plan setting out a range of activity to take place in the region was in development, with some elements already confirmed. The removal of collections from Shambellie House was planned to take place during April.

3.2 With regard to Minute Item 15 (Forward Programme of Business), the Chairman confirmed that the strategic planning and budgeting session would be scheduled to take place in the autumn.

JB

ITEM 4 – DECLARATION OF INTERESTS

4.1 It was noted that there were no material declarations of interests from Board members in relation to the substantive items on the agenda. The Chairman and Iain Watt confirmed, in relation to item 6.2, that they were each a Trustee of the NMS Charitable Trust as Trustees of National Museums Scotland. It was unanimously agreed that this interest was not material and that these two Trustees were free and able to take part in any discussions and vote on any resolution relating to this matter.

ITEM 5 – DIRECTOR'S REPORT TO THE TRUSTEES

NMS (2013) 11

5.1 The Director presented his report which had been circulated. KPI out-turn data would be provided to Trustees before the next Board Meeting, when ready.

JB

ITEM 6 – FINANCIAL REPORT

NMS (2013) 12

6.1 David Spilsbury presented his report which had been circulated. The Board of Trustees noted the following:

- The financial position in 2012/13 had changed since the last report.
- The forecast for the year-end position was around break-even, having planned for a deficit. A key reason for the change was some estates projects being delayed.
- Capital expenditure would be less than budgeted due to the lead time for project development.

6.2 David Spilsbury tabled a paper regarding Board Reserves. Trustees noted that:

- As previously discussed by the Board, changes in the Scottish Government approach to financial management during 2012/13 had created significant problems for National Museums Scotland in the use of Board Reserves.
- There was, as yet, no confirmation from the Scottish Government of how access to the Board Reserves could be facilitated. It was possible, however, that the Government may be able to provide resource cover to enable at least some of the Board Reserves to be donated to the NMS Charitable Trust.

The Board of Trustees authorised the Director to approve a donation of an element of the Board Reserves to the NMS Charitable Trust as proposed in section 4 of the paper. The Chairman would be informed if and when such a transfer had occurred.

Director

ITEM 7 – BUDGET FOR 2013/14

NMS (2013) 13

7.1 David Spilsbury presented the paper which had been circulated. The Board of Trustees:

- Approved the 2013/14 budget.
- Noted the indicative figures for 2014/15 and 2015/16, and the capital investment plan 2013-16.

ITEM 8 – STRATEGIC PLAN 2011-15: 2013/14 UPDATE

NMS (2013) 14

8.1 The Director introduced the paper which had been circulated. The Board of Trustees:

- Approved the updated Strategic Plan 2011-15, for completion and submission to the Scottish Government, subject to the agreed final amendments.
- Agreed that National Museums Scotland's management would amend the Plan to respond to any relevant comments received from the Cabinet Secretary in May, before the final version was then published.

DS, JB

ITEM 9 – NMOS MASTERPLAN PHASE 3: UPDATE

NMS (2013) 15

9.1 Ruth Gill, Alexander Hayward, and James Robinson joined the meeting. The Board of Trustees welcomed warmly their presentation on the latest thinking regarding the content for the new planned Science & Technology and Art & Design galleries.

9.2 The Board of Trustees noted the overall report on the progress of the National Museum of Scotland Masterplan Phase 3 project.

ITEM 10 – NMCC MASTERPLAN AND NEW BUILD PROJECT: UPDATE

NMS (2013) 16

10.1 The Director presented the report which had been circulated. The Board of Trustees noted the progress made on the National Museums Collection Centre Masterplan and New Build Project.

ITEM 11 – COLLECTIONS FOCUS RESEARCH: STRATEGIC THEMES AND PROGRAMME 2013 – 2018

NMS (2013) 17

11.1 Jane Carmichael, accompanied by the collection Keepers, joined the meeting. She confirmed that detailed discussion of the matter had taken place at the Research Advisory Group in January. It was noted that it would now become the Research Strategy Group, be a Leadership Team vehicle, have appropriate Trustee representation, and report from time to time to the Board. The following points were highlighted:

JC

- The importance of collaboration with other organisations.
- The need to be focused, to plan ahead and to “think big”.
- Developing further the existing strategy of diversifying external sources of research income.
- Trustee encouragement for the work of the new Research Strategy Group.

11.2 The Board approved the new strategic direction of research as set out in the paper. Trustees recognised that research had been transformed in scale and scope in recent years, and encouraged the development of research going forward.

ITEM 12 – COLLECTIONS ACTIVITY REPORT

NMS (2013) 18

12.1 Jane Carmichael presented her report which had been circulated. The Board of Trustees noted progress on research, acquisitions, loans, national and international working, representation and staffing matters.

ITEM 13 – REPORTS FROM COMMITTEES

(i) Minutes of the National Museums Scotland Enterprises Board meeting held on 01 February 2013

13.1 The Chairman noted that the draft minutes of the NMSE Board meeting held on 01 February 2013 had been circulated.

(ii) Verbal Report from the National Museums Scotland Audit Committee meeting held on 22 March 2013

13.2 Miller McLean (Chairman of the Audit Committee) reported on the key issues arising from the meeting held earlier in the day. As well considering the Board Reserves matter, the Committee:

- Reviewed the agreed follow-up work on the internal audit report on building risk management. It had been noted that good progress was being made on the maintenance programme which would document and prioritise both planned and operational backlog maintenance by reference to available funding.
- Signed off the internal audit plan for the coming financial year.

ITEM 14 – FORWARD PROGRAMME OF BUSINESS

NMS (2013) 19

14.1 The Board noted the Forward Programme of Business.

ITEM 15 – ANY OTHER BUSINESS

15.1 The Board conveyed their sincere thanks and best wishes to Stuart Monro and Malcolm McLeod.

ITEM 16 – DATE OF NEXT MEETING

16.1 The next meeting will be held on Wednesday, 12 June 2013.