

**NATIONAL MUSEUMS SCOTLAND
BOARD OF TRUSTEES**

**MINUTES OF THE MEETING HELD ON 26 MARCH 2014 AT THE NATIONAL MUSEUM
OF SCOTLAND, EDINBURGH**

Present:

Mr Bruce Minto	Chairman
Mr Gordon Drummond	Trustee
Mr Christopher Fletcher	Trustee
Dr Anna Gregor	Trustee
Mr Andrew Holmes	Trustee
Mr Miller McLean	Trustee
Prof Walter Nimmo	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
Mr Steve McLean (SMcL)	General Manager, National Museum of Flight (for Item 10)
Mr Bryn Redman (BR)	Redman Exhibition Designers (for Item 10)
Ms Fiona Stewart (FS)	Director of Estates & Facilities (for Item 10 and 15)
Ms Ruth Gill (RG)	Director of Public Programmes (for Items 11, 12, 13 and 14).
Ms Cherie McNair (CMcN)	Head of Exhibitions & Design (for Item 12)
Ms Henrietta Lidchi (HL)	Keeper of World Cultures (for Item 13)

Apologies:

Prof Chris Breward	Trustee
Dr Isabel Bruce	Trustee

PRELIMINARIES

The Chairman congratulated National Museums Scotland staff and Trustees on the positive feedback he had received at the recent annual strategic review meeting with the Cabinet Secretary for Culture & External Affairs regarding our organisation's achievements over the last year.

The Chairman gave a verbal report on the progress of the Trustees' recruitment round. The Board noted that the deadline for the submission of applications had passed on 21 March and the interviews were scheduled for early May.

ITEM 1 – APOLOGIES

1.1 Apologies were received from Isabel Bruce and Chris Breward.

ITEM 2 – MINUTES OF THE MEETING HELD ON 05 FEBRUARY 2014

2.1 The minutes of the meeting held on 05 February 2014 were approved.

ACTION

ITEM 3 – MATTERS ARISING

3.1 Matters arising for 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 (2014) 11

5.1 The Director presented his report which had been circulated, and highlighted the main points arising from the aforementioned annual meeting with the Cabinet Secretary.

5.2 The Director gave a verbal update on the ongoing industrial dispute regarding weekend allowances.

5.3 The new activity and ways of working being progressed by the Development Team were noted, including the new initiative to enable the public to become Members online. C Fletcher undertook to share his experiences at the National Trust for Scotland regarding the development of a long term Membership strategy.

CF

ITEM 6 – STRATEGIC PLAN 2011-16: 2014/15 UPDATE

NMS (2014) 12

6.1 David Spilsbury introduced the paper which had been circulated. The Board of Trustees:

- Approved the 2014/15 update to the Strategic Plan 2011-16, for submission to the Scottish Government by May 2014 and for circulation to all staff members.
- Agreed that National Museums Scotland management could undertake minor amendments to the Plan before it was published to respond to any small, final comments from the Scottish Government.

DS, JB

ITEM 7 – BUDGET APPROVAL FOR 2014/15

NMS (2014) 13

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

- Approved the 2014/15 budget.
- Noted the indicative figures for 2015/16 and 2016/17, and the capital investment plan 2014-17.

7.2 With reference to the budget discussions at the last Board meeting, G Drummond reported that NMS Enterprises Ltd’s (NMSE) budget assumptions for 2014/15 and the prospects for the business in future years had been reviewed. He explained the rationale and confirmed the projected target of Gift Aid payments from NMSE to National Museums Scotland for 2014/15.

7.3 In terms of possible risk in future years, the Financial Plan for 2015/16 and 2016/17 showed deficits arising from potential increases in employers’ pension contributions which may have to be addressed in future budgets.

7.4 On the topic of managing our energy consumption, J Troughton confirmed that work on this was being progressed on behalf of the Board by the Estates Committee, led by the Director of Estates & Facilities.

ITEM 8 – FINANCIAL REPORT

NMS (2014) 14

8.1 David Spilsbury presented his report which had been circulated. The Board of Trustees:

- Noted and commented on the report.
- Authorised the Director to approve the proposed donation, subject to conditions, to the NMS Charitable Trust as detailed in section 2 of the report, and inform the Chairman when the transfer occurs.
- Authorised the Chairman to sign any documentation required by the museums' Bankers, to support our becoming Automated Direct Debit Instruction Service (AUDDIS) registered and a Direct Submitter of direct debit collections with the bank.

GR

Chair

**ITEM 9 – GOVERNANCE OF NATIONAL MUSEUMS
SCOTLAND ENTERPRISES LIMITED**

NMS (2014) 15

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

- a) Approved the Documents appended and the Written Resolution;
- b) Authorised the Board Chairman to approve all actions and execute all documents required in relation to finalising the Updated Articles for circulation to the Members of the Company and gaining the approval of the Scottish Ministers and with specific authority to: liaise with the Chairman of NMSE Ltd to approve any amendments to the Updated Articles, Memorandum and/or Written Resolution in accordance with any comments received from Board of Trustees prior to circulation of the Updated Articles and Memorandum to the Scottish Ministers;
- c) Approved the circulation of the Updated Articles and Memorandum, together with any other required supporting documents, to the relevant Scottish Ministers for the purpose of seeking their approval to the adoption of the Updated Articles by the Company as its articles of association;
- d) Authorised the Board Chairman to act with the NMSE Ltd Chairman to make any final amendments and finalise the Updated Articles, in accordance with any comments received from the Scottish Ministers following their review of the Updated Articles;
- e) Authorised the Board Chairman to make any final amendments to and to finalise any of the other Documents to reflect any comments received from the Board of Trustees and/or the Scottish Ministers; and take all actions and execute all documents required in relation to gaining the approval of the Scottish Ministers to the Updated Articles;

**Chair,
DS**

**Chair,
GD**

DS

**Chair,
GD**

Chair

- f) Agreed, subject to and following the receipt of approval from the Scottish Ministers to the Company's adoption of the Updated Articles (as finalised by the Board Chairman), to circulate the Written Resolution and Updated Articles to the members of the Company with a view to the Updated Articles being adopted by the Company as its articles of association; and
- g) Approved that the Board of Trustees issues a letter instructing shareholders to support the adoption of the Updated Articles.

DS

DS, JB

ITEM 10 – NATIONAL MUSEUM OF FLIGHT DEVELOPMENT PLAN PHASE 2: UPDATE NMS (2014) 16

10.1 Fiona Stewart, Steve McLean and Bryn Redman joined the meeting and gave a presentation on the Stage D designs of phase 2 of the National Museum of Flight (NMoF) Development Plan. The Board welcomed the presentation and approved:

- The Stage D design.
- The project team progressing with the Heritage Lottery Fund (HLF) Round 2 application for submission in June 2014.

FS,
SMcL

ITEM 11 – PUBLIC PROGRAMMES: FUTURE DIRECTION NMS (2014) 17

11.1 Ruth Gill joined the meeting and gave a presentation on the future direction of Public Programmes following her recent review of this significant area of our activity. The presentation and its content were welcomed by Trustees, in particular the emphasis upon implementation. Following discussion, the Board:

- Approved the key changes of emphasis and noted the progress being made within the Directorate.
- Approved the proposed way forward as set out in the paper.

11.2 R Gill reported that she would now devise a short Public Programmes “strategic narrative” for the organisation. This would guide and headline the Exhibitions and Learning & Programmes strategies which are currently being reviewed and revamped.

RG

ITEM 12 – EXHIBITIONS REVIEW: INITIAL THOUGHTS NMS (2014) 18

12.1 Cherie McNair joined the meeting, and she and Ruth Gill introduced the report which had been circulated. The discussion included topics such as:

- Working towards increasing our “home grown” exhibitions in future years.
- Finding opportunities to show more of our own collections.
- Maximising our brand identity.
- Enabling curators across specialties to come together on a regular basis to share and develop ideas.
- The process for choosing the exhibitions which become part of our programme.
- Future ticket pricing.

12.2 The Trustees noted progress made to date on the review of exhibitions, and that the new Strategy would be coming to the Board for approval in early 2015.

RG,
CMcN

**ITEM 13 – NATIONAL MUSEUM OF SCOTLAND
MASTERPLAN PHASE 4**

NMS (2014) 19

13.1 Henrietta Lidchi joined the meeting, and she and Ruth Gill presented the paper which had been circulated. The Board of Trustees enthusiastically welcomed the initiatives set out in the MP4 paper and in particular the narrative surrounding the two proposed new galleries. The Trustees proceeded to:

- Approve the project being developed to the HLF Round 1 stage.
- Approve an application to the NMS Charitable Trust for the funding necessary for the initial development of the project.
- Approve one of the level 5 galleries being changed to Exhibitions & Design operational use.

RG, HL

GR

**ITEM 14 – NATIONAL MUSEUM OF SCOTLAND
MASTERPLAN PHASE 3: UPDATE**

NMS (2014) 20

14.1 The Board of Trustees noted the most recent progress made on Phase 3 of the National Museum of Scotland Masterplan and endorsed the new approved budget and scope for the project, noting that the additions were fully funded.

**ITEM 15 – NATIONAL MUSEUMS COLLECTIONS CENTRE
MASTERPLAN, NEW BUILD PROJECT AND
EXTENSION TO BUILDING 1: UPDATE**

NMS (2014) 21

15.1 The Board of Trustees noted the good progress made on the National Museums Collection Centre (NMCC) Masterplan, New Build Project and Extension to Building 1.

15.2 The Chairman and the Director reported on the further discussions with the National Galleries of Scotland since the last Board meeting, to explore their interest in the scope for sharing collection storage and related facilities at NMCC. Although it was clear that there were a number of issues to work through, we had confirmed our commitment to continue seeking opportunities to collaborate at NMCC.

ITEM 16 – COLLECTIONS ACTIVITY REPORT

NMS (2014) 22

16.1 The Board of Trustees noted the progress of collections activity under the headings: collections development acquisitions; capital projects; research; national; and staffing.

16.2 The Chairman highlighted the importance of not losing sight of Collections given all the major projects and new developments being progressed by the organisation, and it was agreed that an annual “Collections” item would be included in the Board’s Forward Programme (in addition to the annual “Research” item).

JC, JB

ITEM 17 – REPORTS FROM COMMITTEES

(i) Minutes of the National Museums Scotland Enterprises Ltd Board meeting held on 06 March 2014

17.1 The Chairman noted that the draft minutes of the NMSE Board meeting held on 06 March 2014 had been circulated.

(ii) Minutes of the Estates Committee meeting held on 07 March 2014

17.2 The Chairman noted that the draft minutes of the Estates Committee meeting held on 07 March 2014 had been circulated.

(iii) Verbal Update of the Finance Committee held on 12 March 2014

17.3 Iain Watt (Chairman of the Finance Committee) confirmed that the key issues arising from the Finance Committee meeting held on 12 March 2014 had been covered under the preceding agenda items.

(iv) Minutes of the Audit & Risk Committee meeting held on 13 March 2014

17.4 The Chairman noted that the draft minutes of the Audit Committee meeting held on 13 March 2014 had been circulated.

ITEM 18 – FORWARD PROGRAMME OF BUSINESS

NMS (2014) 23

18.1 The Board noted the Forward Programme of Business.

ITEM 19 – ANY OTHER BUSINESS

19.1 There was nothing to report.

ITEM 20 – DATE OF NEXT MEETING

20.1 The next Board of Trustees meeting will be held on Wednesday, 11 June 2014. The Chairman asked everyone to note that the meeting programme would commence earlier than usual to enable the planned tour at NMCC to go ahead as planned.