

**NATIONAL MUSEUMS SCOTLAND
BOARD OF TRUSTEES**

**MINUTES OF THE MEETING HELD ON 15 JUNE 2012 AT THE NATIONAL MUSEUM OF
SCOTLAND, EDINBURGH**

Present:

Sir Angus Grossart	Chairman
Dr Isabel Bruce	Trustee
Dr Anna Gregor	Trustee
Mr Andrew Holmes	Trustee
Mr Michael Kirwan	Trustee
Mr Miller McLean	Trustee
Professor Malcolm McLeod	Trustee
Mr Bruce Minto	Trustee
Professor Stuart Monro	Trustee
Mr Jamie Troughton	Trustee
Sir John Ward	Trustee
Mr Iain Watt	Trustee

Dr Gordon Rintoul (GR)	NMS Director
Mr Andrew Patience AP)	Director of Finance & Resources
Ms Julie Brown (JB)	Head of Corporate Policy & Performance
Ms Jane Carmichael (JC)	Director of Collections (for Items 9 and 10)
Ms Sheilagh Stewart (SS)	Head of Human Resources (for Item 13)

ACTION

ITEM 1 – APOLOGIES

1.1 There were no apologies.

ITEM 2 – MINUTES OF THE MEETING HELD ON 30 MARCH 2012

2.1 The minutes of the meeting held on 30 March 2012 were approved.

ITEM 3 – MATTERS ARISING

3.1 With regard to Minute Item 11.2 (ref. Budget for 2012/13), the Director confirmed that the Cabinet Secretary for Culture & External Affairs and National Museums Scotland had agreed that the organisation's Purchase Grant for 2012/13 would be £200k.

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 – CHAIRMAN'S REPORT TO THE TRUSTEES

5.1 The Chairman gave his verbal report. He updated the Board on contact with the Ministers, senior Scottish Government officials, politicians, and other cultural/heritage organisations within the UK since the last Board meeting. He

reported on his four day visit (at his own expense) to St Petersburg to engage with the State Hermitage Museum ahead of our exhibition on Catherine the Great.

5.2 Looking to the future, the Chairman stressed the need for the organisation, over the next 18 months, to build on the momentum following the reopening of the transformed National Museum of Scotland. He highlighted the importance and scale of the strategic agenda for the collections, potential exhibitions and international ambitions.

5.3 The Chairman and Director confirmed that the Cabinet Secretary had not yet appointed our new Chairperson. Trustees would be notified as soon as the formal decision was known.

ITEM 6 – DIRECTOR’S REPORT TO THE TRUSTEES NMS (2012) 17

6.1 The Director presented his report which had been circulated. He updated Trustees on the recent Legionella outbreak in Edinburgh and reiterated that tests had confirmed that there were no issues with Legionella in our cooling towers. Furthermore, both the Health and Safety Executive and the City of Edinburgh Council Environmental Health had confirmed they were satisfied with our documentation and procedures. Environmental Health Officers had asked that the staff who appoint and oversee the specialist contractors should undertake refresher training.

6.2 Trustees noted that the Scottish Government’s recent referendum consultation had focused on the mechanics of the process, but that National Museums Scotland had also asked our sponsor department when there would be dialogue with public bodies regarding the planned handling of cultural matters should there be an independent Scotland. It was agreed that a list of issues and queries would be prepared for discussion and submission to Government.

JB

ITEM 7 – FINANCIAL REPORT NMS (2012) 18

7.1 Andrew Patience presented the report which had been circulated. For the year ended 31 March 2012, the National Museums Scotland out-turn for 2011/12 showed a deficit, as expected. This reflected the organisation’s baseline budget at break-even, timing of expenditure on the Royal Museum Project (RMP), and deferred project expenditure from 2010/11.

7.2 The Director reported that he had received National Museums Scotland’s Grant-in-Aid letter for 2012/13 to 2014/15 from the Scottish Government earlier in the day. Trustees noted there were two new provisions in the letter which had been not been agreed to by the Board in previous discussions regarding our Management Statement and Financial Memorandum (MSFM). The Board concluded that it was not acceptable or appropriate for National Museums Scotland to receive provisions in a Grant-in-Aid letter which were not in line with the current MSFM, which was a fundamental element of our Governance arrangements. It was agreed that a letter of reply by the Chairman would be sent to the Scottish Government, asking that the provisions be removed and that a revised letter be sent.

GR, JB

It was noted that the Grant-in-Aid letter also stated that our MSFM would be revised in 2012/13. This was a longstanding action which National Museums Scotland had been seeking to resolve since 2007 and have commented on, in more than one draft in recent years. It had now come to light that there was a proposal to bring forward another update of this document, which could lead to further delay in a new MSFM being agreed. The Director was asked to raise this matter with our sponsor team.

GR

7.3 The Chairman requested that an update report on donations be prepared for the Board.

AP, PW

ITEM 8 – REPORTS FROM COMMITTEES

(i) Draft Minutes of the Estates & Facilities Management Committee meeting held on 28 March 2012

8.1 The Chairman noted that the minutes of the Estates & Facilities Management Committee meeting held on 28 March 2012 had been circulated to the Board. Jamie Troughton (Chairman of the Estates & Facilities Management Committee) stated that the internal audit report on building risk management had now been revised and agreed with the internal auditors. He and Miller McLean (new Chairman of the Audit Committee) confirmed that they were both generally content with the report, noting that some matters were still being completed and that they expected to be in a position to report to the next Board meeting that any loose ends had been finalised.

JT

8.2 With regard to reporting on the progress of the backlog maintenance works to Trustees, it was noted that the Estates & Facilities Management Committee would agree the reporting schedule at its next meeting in July and that the outcome would be reported at the next Board meeting.

JT, FS

(ii) Draft Minutes of the Audit Committee meeting held on 30 March 2012

8.3 The Chairman noted that the minutes of the Audit Committee meeting held on 30 March 2012 had been circulated to the Board. Miller McLean confirmed that the revised internal audit report on building risk management was on the agenda for the next Committee meeting in August.

(iii) Verbal Report from the National Museums Scotland Enterprises Board meeting held on 15 June 2012

8.4 Michael Kirwan (Chairman of the NMSE Limited Board) reported on the National Museums Scotland Enterprises Board meeting held on 15 June 2012. He reported that NMSE Ltd had met its end-year target for 2011/12 as anticipated and the 2012/13 budget was progressing satisfactorily to date.

8.5. Trustees requested an update on the current retail position since July 2011 and the options being progressed as part of the further planned shop improvements. It was agreed that the Board should receive an update at the next meeting.

MK, PW

ITEM 9 – COLLECTIONS DEVELOPMENT STRATEGY NMS (2012) 19

9.1 The Board of Trustees approved the revised Collections Development Strategy.

9.2 The Chairman stressed the vital importance of imagination, initiative, leadership and empowerment in our approach to collections development going forward, and of a sense of curatorial and international drive. He reiterated that the next 18 months were crucial for the organisation in order that we reap the benefits of the huge success of the transformation of the National Museum of Scotland by using it as a springboard for our aspirations and efforts.

ITEM 10 – REVIEW OF COLLECTIONS ACTIVITY NMS (2012) 20

10.1 Jane Carmichael presented her report which had been circulated. The Board noted progress on acquisitions, loans, national and international working, staff changes and publications.

10.2 The Chairman highlighted that culture ministers from around the world would be gathering in Edinburgh on 13-14 August for the first International Culture Summit to debate the power and profile of culture in forging and fostering international relationships. He stressed the importance for National Museums Scotland of planning ahead for the event in terms of knowing what it specifically wanted to achieve, in developing relationships, and avoiding being submerged in generalist discussions.

ITEM 11 – NMoS MASTERPLAN PHASE 3: UPDATE NMS (2012) 21

11.1 The Director presented the update which had been circulated. The Board of Trustees noted the following:

- Progress on the development of the NMoS Masterplan Phase 3.
- Progress to date regarding fundraising for the NMoS Masterplan Phase 3.
- The ongoing discussions to explore the scope for including Mackintosh material within the new Art & Design displays.
- Progress with incorporating motor sport into displays and the exhibition programme in the National Museum of Scotland.

11.2 It was agreed that further consideration was needed on the scope and possibilities for including Mackintosh material in the new displays. The Chairman strongly encouraged the Board not to miss out on the potential which was available and would create a major draw. He undertook to provide a note of key points and potential contacts and support for the Trustees regarding Mackintosh furniture and objects.

11.3 On incorporating motor sport into displays, discussions with key contacts were progressing well. It was reported that the likely timing would be dependent on agreeing loans, gaining the necessary funding, and the timing of the next phase of the National Museum of Scotland Masterplan.

Chair

ITEM 12 – ROYAL MUSEUM PROJECT: PROGRESS REPORT **NMS (2012) 22**

12.1 The Director presented the report which had been circulated. Formal written agreement regarding the remaining elements of the overall project costs was imminent. The Director confirmed that, diaries allowing, the aim would be to hold final meeting of the RMP Project Executive Group meeting by the end of August.

GR

ITEM 13 – HEALTH & SAFETY ANNUAL REPORT **NMS (2012) 23**

13.1 The Board of Trustees noted the Health and Safety Annual Report for financial year 2011/12. Sheilagh Stewart confirmed that the organisation had a robust Health and Safety system in place, and that the relevant policies were reviewed following any changes in legislation.

ITEM 14 – NATIONAL MUSEUMS SCOTLAND AUDIT COMMITTEE **NMS (2012) 24**

14.1 The Board of Trustees endorsed the following recommendations:

- The formal appointment of Miller McLean as the new Chairman of the Audit Committee.
- The appointment of Iain Watt to the Committee.

ITEM 15 – FORWARD PROGRAMME OF BUSINESS **NMS (2012) 25**

15.1 The Board noted the Forward Programme of Business.

ITEM 16 – ANY OTHER BUSINESS

16.1 It was noted that this was the Chairman's last Board meeting as his term of appointment was due to end on 31 July. The Trustees formally thanked Sir Angus for his leadership and guidance over the last six and a half years. The Chairman stated that, through a time of immense change, the organisation had achieved a great deal to be proud of, including the successful reopening of the transformed National Museum of Scotland and over two million visitors. He stressed his appreciation of the talent, expertise and commitment of National Museums Scotland's staff and volunteers, and wished the institution well going forward. He added that it had also been a pleasure to work with Trustees, and he was grateful for their contributions and support, and their good company, during his tenure. He would continue to be supportive, where he could.

ITEM 17 – DATE OF NEXT MEETING

17.1 The next Board of Trustees meeting will be held on Friday 07 September 2012.