

**NATIONAL MUSEUMS SCOTLAND
BOARD OF TRUSTEES**

**MINUTES OF THE MEETING HELD ON 25 MARCH 2015 AT THE NATIONAL MUSEUM
OF SCOTLAND, EDINBURGH**

Present:

Mr Bruce Minto	Chairman
Professor Chris Breward	Trustee
Dr Isabel Bruce	Trustee
Mr Christopher Fletcher	Trustee
Dr Anna Gregor	Trustee
Mr Andrew Holmes	Trustee
Dr Brian Lang	Trustee
Ms Lynda Logan	Trustee
Dr Catriona Macdonald	Trustee
Mr Miller McLean	Trustee
Professor Walter Nimmo	Trustee
Mr Jamie Troughton	Trustee
Ms Eilidh Wiseman	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 Items 9 & 10)
Mr Stephen Allen (SA)	Head of Learning & Programmes (for Item 9)
Ms Jane Carmichael (JC)	Director of Collections (for Items 11, 12 & 13)
Ms Henrietta Lidchi (HL)	Keeper of World Cultures (for Item 11)

Apologies:

Mr Gordon Drummond	Trustee
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ITEM 1 – APOLOGIES

1.1 Apologies were received from Gordon Drummond.

ITEM 2 – MINUTES OF THE MEETING HELD ON 04 FEBRUARY 2015

2.1 The minutes of the meeting held on 04 February 2015 were approved.

ITEM 3 – MATTERS ARISING

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

ACTION

ITEM 4 – DECLARATIONS 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. However, the Chairman noted, as previously declared, the potential interest of himself and Walter Nimmo in relation to the Chambers Street Public Realm Project (ref. agenda item 10).

ITEM 5 – DIRECTOR’S REPORT TO THE TRUSTEES **NMS (2015) 11**

5.1 The Director presented his report which had been circulated, and highlighted the sections regarding visitor numbers, senior management recruitment, and the adjustment to the Accommodation Strategy schedule due to other priorities.

ITEM 6 – FINANCIAL REPORT **NMS (2015) 12**

6.1 David Spilsbury presented his report which had been circulated. The Board of Trustees noted that, by the end of the year, it was expected we will achieve a balanced position with lower than budgeted self-generated income offset by lower than budgeted costs.

6.2 It was noted that following legal advice, an adjustment to NMS Enterprises Limited’s capital structure was in progress and would be completed formally by 31 March. D Spilsbury explained that this related to the recent change in regulatory interpretation of the law underpinning the donations from subsidiary companies to their parent charity.

**GD, BM,
GR, DS**

ITEM 7 – STRATEGIC PLAN 2011-15: 2015/16 UPDATE **NMS (2015) 13**

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

- Noted the feedback received from the Scottish Government regarding the first draft of the document.
- Approved the 2015/16 update to the Strategic Plan 20011-16, for completion and submission to the Scottish Government, staff and key stakeholders by May 2015.

DS, JB

ITEM 8 – BUDGET 2015/16 **NMS (2015) 14**

8.1 David Spilsbury presented the paper, which had been circulated further to the review of the first draft budget by the Finance Committee on 24 February. He highlighted:

- The key presentational change of summarising the financial position for three years for the whole National Museum Scotland Group (i.e. NMS, NMSE and the major projects programme).
- That our KPIs (including the financial ones) would be reviewed under the development of the new Strategic Plan 2016-20.

8.2 Following a wide-ranging discussion, including the balance of government/non-government funding and our exhibitions (programme/costs/NMSE income) going forward, the Board of Trustees:

- Approved the 2015/16 Budget as shown in Appendix 1.
- Noted the Financial Plan for 2016/17 and 2017/18.
- Noted the changing financial environment and the increased uncertainty that we are now managing and facing.

ITEM 9 –LEARNING & PROGRAMMES STRATEGY 2015-20 **NMS (2015) 15**

9.1 Ruth Gill and Stephen Allen joined the meeting and presented the paper which had been circulated.

9.2 The Board welcomed the new Strategy and approved it subject to the following elements being developed further under its implementation:

- Partnerships (including programmes and projects with the education sector).
- International collaboration.
- Being a hub for science engagement.
- Focusing on a limited number of activities of high impact and of high value to us, given our limited resources.

SA, RG

ITEM 10 – NATIONAL MUSEUM OF SCOTLAND **NMS (2015) 16**
MASTERPLAN PHASE 3: UPDATE

10.1 Ruth Gill presented the report which had been circulated. She explained that the tender response date for the exhibition fit-out contract had been extended by 10 working days and that Heritage Lottery Fund (HLF) had been notified. Although confirmation was being sought from the Project Manager, she was of the view that the project would stay on programme in overall terms.

10.2 The Director then gave a verbal update on the section of the report relating to the Chambers Street Public Realm Project.

10.3 The Board of Trustees noted the progress made on the MP3 project, and the current position regarding the Chambers Street project.

ITEM 11 – NATIONAL MUSEUM OF SCOTLAND **NMS (2015) 17**
MASTERPLAN PHASE 4: HLF ROUND 1
SUBMISSION & CONTENT PRESENTATION

11.1 Jane Carmichael and Henrietta Lidchi joined the meeting. The former introduced the paper and the latter gave a presentation on the developing NMoS Masterplan Phase 4 project. The Director confirmed that this was the final phase of the Masterplan and that this would be stressed to potential funders, particularly given the highly challenging and competitive funding environment.

11.2 Trustees very much enjoyed the presentation and provided feedback including: the importance of the learning engagement and outreach elements of the project; and the need to consider the contemporary political and geopolitical complexities relating to one of the proposed new galleries.

11.3 The Board then proceeded to approve:

- A Round 1 submission being made to the HLF by 29 May.
- A development budget should the Round 1 HLF Application be successful.
- An application to the NMS Charitable Trust to match fund HLF funding in the development phase should the HLF application be successful.

GR, HL

ITEM 12 – RESEARCH: PLANS AND PROGRESS

NMS (2015) 18

12.1 The Board of Trustees noted the paper, particularly:

- The good progress towards a more balanced level of research activity across the humanities and the natural sciences, where previously the latter has dominated.
- The important steps being taken in improving the infrastructure for research via the proposed appointment of a Research Manager, the articulation of a Collection Science strategy and investment in equipment, plus a move towards discretionary charging of ‘bench fees’ for access to collections and equipment as is common in other institutions.
- The imperative of securing further awards from the Natural Environment Research Council and the Arts & Humanities Research Council before 2017, to ensure our continued eligibility for funding as an Independent Research Organisation.

ITEM 13 – COLLECTIONS ACTIVITY REPORT

NMS (2015) 19

13.1 Jane Carmichael presented her report which had been circulated and the Board noted progress made on Collections acquisitions, capital projects, professional development (early career), and staffing matters.

13.2 It was confirmed that Jane Carmichael was retiring as planned on 31 March after 11 years with National Museums Scotland and 40 years in the museum sector. The Chairman extended his and the Trustees’ sincere thanks and gratitude to Jane for all her hard work and commitment, and for all the help she had given to and knowledge shared with the Board over the years.

**ITEM 14 – NATIONAL MUSEUMS COLLECTIONS CENTRE
NEW BUILD PROJECT AND EXTENSION TO
BUILDING 1:UPDATE**

NMS (2015) 20

14.1 The Director presented the report and the Board of Trustees noted:

- The progress made on the New Build Project and Extension to Building 1.
- The sale of Leith Customs House.
- The need for further discussions with NGS/RCAHMS with regard to fully realising the potential of Granton developments

14.2 With regard to Leith Customs House, the complex sequence of projects and moves had enabled us to vacate Leith Customs House which has been sold to the City of Edinburgh Council, and the property would transfer to them on 7 April 2015. The Board of Trustees thanked and congratulated all the staff members who had been involved in achieving this major piece of work.

14.3 With regard to collaboration with other organisations, the Chairman reported that he had arranged a meeting with the Chairman of the National Galleries of Scotland and this was due to take place the following week.

ITEM 15 – NATIONAL MUSEUMS OF FLIGHT PHASE 2: UPDATE **NMS (2015) 21**

15.1 The Board of Trustees noted the report.

ITEM 16 – REPORTS FROM COMMITTEES

(i) Draft Minutes of the Personnel & Remuneration Committee held on 09 January 2015

16.1 The Chairman noted that the draft minutes of the Personnel & Remuneration Committee meeting held on 09 January 2015 had been circulated.

16.2 Eilidh Wiseman (Chairman of the Personnel & Remuneration Committee) reported that the Committee had also met earlier in the day to consider the current organisational change proposals.

(ii) Draft Minutes of the Acquisitions Committee meeting held on 04 February 2015

16.3 The Chairman noted that the draft minutes of the Acquisitions Committee meeting held on 04 February 2015 had been circulated.

(iii) Draft Minutes of the Finance Committee meeting held on 24 February 2015

16.4 The Chairman noted that the draft minutes of the Finance Committee meeting held on 24 February 2015 had been circulated.

(iv) Draft Minutes of the National Museums Scotland Enterprises Ltd Board meeting held on 27 February 2015

16.5 The Chairman noted that the draft minutes of the NMSE Ltd Board meeting held on 27 February 2015 had been circulated.

16.6 He then confirmed that an extraordinary meeting of the NMSE Ltd Board would be taking place after the Board meeting to progress the completion of the adjustment to NMS Enterprises Limited's capital structure by 31 March (ref. minute item 6.2 above).

(v) Draft Minutes of the Audit & Risk Committee meeting held on 09 March 2015

16.7 The Chairman noted that the draft minutes of the Audit & Risk Committee meeting held on 09 March 2015 had been circulated.

16.8 A Holmes highlighted to Trustees the agreed updates made to the organisation's Risk Register.

(vi) Minutes of the Estates Committee meeting held on 10 March 2015

16.9 The Chairman noted that the draft minutes of the Estates Committee meeting held on 10 March 2015 had been circulated.

16.10 The Chairman concluded that a great deal of work was being undertaken by all the Board's Committees. He thanked those involved for the hard work and detailed support they provide to the Executive Team and the Board of Trustees.

ITEM 17 – FORWARD PROGRAMME OF BUSINESS

NMS (2015) 22

17.1 The Board noted the Forward Programme of Business.

ITEM 18 – ANY OTHER BUSINESS

18.1 The Chairman confirmed the date and location of the forthcoming Board & Executive Team Strategy Day.

ITEM 19 – DATE OF NEXT MEETING

19.1 The next meeting will be held Wednesday, 10 June 2015.