



MINUTES

IN CONFIDENCE

Board of Trustees (2017-07)

Date	5 July 2017	
Location	IWM London	
Present	ACM Sir Stuart Peach (Chair)	
	Liz Cleaver	Dame Judith Mayhew Jonas
	HE Alexander Downer	Air Cmdr Anil Sabharwal
	L Col Tressa Home	Sir John Scarlett
	Rear Admiral Amjad Hussain	Professor Sir Hew Strachan
	Tim Marlow	Tamsin Todd
	HE Sir Jerry Mateparae	HE Amari Wijewardene

Diane Lees, Director-General
John Brown, Executive Director, Commercial Services & Operations
Gill Webber, Executive Director, Content and Public Programmes
Graeme Etheridge, Change Director
Charles Bodsworth, Head of Digital Engagement, for item 7
Gill Smith, Board Secretary (minutes)

Opening the meeting, the Chairman welcomed the new High Commissioners Sir Jerry Mateparae and Amari Wijewardene to their first meeting.

1 Apologies for Absence

Apologies were received from Lord Ashcroft, Peter Watkins and Matthew Westerman and from the High Commissioners for Canada (represented by L Col Home), India (represented by Air Commodore Sabharwal), Pakistan and South Africa.

2 Conflict of Interest Declaration

Trustees were invited to declare any conflict of interest with any item on the agenda. There were none.

3 Minutes of the Meeting held on 1 March 2017 and Matters Arising

3.1 The minutes of the meeting held in March were AGREED and signed and a redacted version for publication on the website was noted.

3.2 There were no matters arising from the minutes.

4 Constitution and Membership

4.1 Board of Trustees

The chairman reported that Paul Potts had resigned his position and Trustees noted progress on outstanding and forthcoming appointments to the vacancies on the Board.

Trustees noted that appointments to the Board had to go through a public appointments process.

4.2 Audit Committee

The Audit Committee chair proposed and Trustees APPROVED the appointment of Lynn Krige to serve as a co-opted member of the Committee for a further period of two years from 6 July 2017.

4.3 Art Commissions Committee

On the recommendation of the Chair of the ACC, Trustees APPROVED the appointment of Jenny Waldman to serve as a co-opted member of the Committee for a further period until the closure of the 14-18 NOW project.

Trustees expressed their thanks to co-opted members of committees for their excellent work in support of IWM.

5 **Annual Report & Accounts 2016/17**

The draft Annual Report and Accounts 2016/17 were presented for approval by the full Board of Trustees, having previously been endorsed and recommended by the Audit Committee at their meeting on 27 June. The document was due to be laid before Parliament the following week.

On behalf of the Audit Committee, Dame Judith drew the Board's attention to the assurance statement in the Report and was able to confirm that there had been no changes to the accounts since the Committee met. She reported on assurances received in the auditors' Post-Audit Confirmation Report which had raised no issues of substance.

The Board APPROVED the Annual Report and Accounts and AGREED that the Chairman sign them.

6 **Financial Sustainability Strategy**

6.1 The Financial Sustainability strategy agreed in 2014 had been reviewed and updated and the revised document was presented for approval.

The Chairman reminded Trustees that the subject was at the heart of discussions at the annual away day in February and the content of the strategy document was crucial to the museum's future.

Ms Lees drew out the key components of the strategy, which included: the vulnerability of the market and the need to balance income sources; sustainable income from sources such as fund-raising and the proposed membership scheme; the impact of the organisation and *Information has been exempted under Section 36 of the Freedom of Information Act 2000*. Critical to achieving this were commercial decisions going forward and efficient working.

6.2 In discussing the content of the strategy, Trustees:

- acknowledged that much had been done already to reduce fixed costs and that the next stage would be to address service capacity; *Information has been exempted under Section 36 of the Freedom of Information Act 2000*; to build on all forms of income and ensure that income and expenditure were targeted in the most effective way;
- sought an update on the proposals to establish the IWM membership scheme. Mr Brown reported on progress to date and Trustees endorsed plans for a commercial scheme with an ambitious target membership. They noted that Friends of Duxford had already been brought into the IWM and that the existing, London-based Society of IWM Friends would

ultimately be incorporated into the scheme, but that Friends' membership benefits would remain in place until at least summer 2018.

Action: Tim Marlow to share with John Brown the Royal Academy experience in establishing potential membership packages

- *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

6.3 The Board APPROVED the Financial Sustainability Strategy.

7 Digital Transformation Strategy

7.1 The Chairman welcomed into the meeting, the Head of Digital Engagement, Charles Bodsworth, who introduced the Digital Transformation Strategy, drawing out the key aspects. Trustees noted that the objective was to keep pace with audience demands and expectations and to ensure that digital technology became intrinsic to the organisation rather than simply an added extra. The strategy document set out how IWM proposed to deliver this aim and highlighted the opportunities which would facilitate it.

7.2 Trustees:

- Acknowledged that the strategy heralded a significant culture change for the organisation
- Noted the next steps necessary to achieve the goals, including the necessary investment
- Endorsed the proposal to seek help and support from external partners for a forward programme
- Concurred that customer focus must be at the heart of the strategy

7.3 In their wider consideration of digital transformation, Trustees discussed the development of visitor Apps, engagement with the gaming community and use of VR technology. Management acknowledged that these presented huge opportunities and while there had been examples of a digital approach to exhibitions in the galleries, the first step in the current strategy was to build on current digital activity and embed digital into all aspects of IWMs activity.

Sir Hew Strachan was concerned to ensure that digital opportunities were not overlooked in the development of the Holocaust and Second World War galleries.

7.4 The Director-General thanked Tamsin Todd for her input into the development of the strategy. Ms Todd was pleased to see the enthusiasm of all Trustees for the digital agenda and the Chairman thanked everyone for their contribution to the discussion.

7.5 The Board APPROVED the Digital Transformation Strategy.

8 Transforming IWM London Update

8.1 Trustees noted the progress report which had been circulated and at the Chairman's invitation, Dame Judith reported that two meetings of the reconstituted Board Committee had been held, that project cost currently stood at £31m and that a £5m gift had recently been pledged. She added that the meeting in June had considered the need for a conference suite within the transformed IWM London building. This would need to be a commercial decision but one which was important to get right at the outset.

8.2 Trustees commended management on the fund-raising efforts and successes to date and Ms Lees confirmed that a revised application would be submitted to HLF in the summer. Three major fund-raising events were also planned for the autumn in London and New York and the team were confident about achieving 80% of funds by the end of 2017.

8.3 The Chairman thanked Dame Judith and the fundraising teams for their efforts.

9 Risk Management Review

- 9.1 Trustees carried out their annual review of risk management and the strategic risk register, which had been circulated.

The Chairman commented that presentation of risk had come a long way in recent years, and he expressed his thanks to the Audit Committee for their constant appraisal of risk throughout the year. As a former Chair of Audit, Sir John Scarlet commended the Risk Register to the Board. Trustees were pleased to note that currently no strategic risk was evaluated Red and that cyber security has been reintroduced as a separate risk.

- 9.2 The Board discussed the presentation of terrorism and security risk. *Information has been exempted under Section 31 of the Freedom of Information Act 2000.*

Trustees also noted that the risks presented were the organisational strategic risks. It was unlikely therefore that any of the risks would come off that register. Project and departmental risk registers which sat beneath the strategic register were much more likely to see risks come and go.

10 Collections Development: Disposals

The Board noted the progress reported in the paper which had been circulated and APPROVED the disposal of six collections of duplicate film, twenty six items of duplicate uniform and one damaged item. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

11 Reports from IWM Board Committees and areas of Oversight

- 11.1 Dame Judith referred to the recent meetings of the Audit Committee. In particular she highlighted the cyber security update received at the June meeting from the Chief Information Officer and Trustees noted that significant progress had been made in the last two years.
- 11.2 Ms Todd reported that Directors of the Trading Company would next meet at the end of July when it was hoped that further proposals for the IWM membership scheme were due to be presented.
- 11.3 Mr Marlow referred to the report on the Art Commissions Committee, which had agreed a subject for its next commission and prepared a longlist of potential artists. There was a slight hiatus until the new Head of Art takes up post in the summer.
- 11.4 Professor Sir Hew Strachan expressed a slight concern that a date had still not been agreed for a joint meeting of the Academic Advisory Groups for the Second World War and Holocaust galleries. Ms Lees undertook to facilitate this first meeting.

12 Major Projects Update

Trustees noted the content of the Projects paper and the progress achieved against current major projects; they noted in particular the report from the Centenary Partnership which continued to be a very successful programme.

13 Director-General's Report

Trustees received with approval the Director-General's Report and the supplementary reports covering Acquisitions and Loans. They commended Ms Lees and her staff on the large number of varied and exciting achievements recorded and noted in particular the events to mark the centenary of the IWM and Duxford.

Ms Lees thanked the Chairman and Ms Cleaver for attending the Executive Leadership Team's quarterly staff briefings in June and encouraged other Trustees to attend.

14 Performance and Financial Review

The Board received with approval the paper recording performance against Corporate Plan priorities for final quarter of 2016-17, noting that the figures presented in the Annexes reflected those previously reviewed within the Annual Report and Account.

Ms Lees provided an update on visitor figures for the first quarter of 2017/18 and Mr Marlow believed that the pattern was representative of similar attractions across the capital.

Trustees asked to see a bit more on overseas and US visitors in a future report.

15 Date of Next Meeting : Wednesday 20 September 2017 at IWM North.

The programme for September would be circulated and could include travel as a group to and from Manchester.

The last meeting of 2017 will take place at IWM London on 6 December.

16 Future Agenda

Business for the September agenda would include a review of progress against strategic objectives, review of the Board's succession plan and the Commercial Strategy.

17 Any Other Business

Ms Lees reported on her recent meeting with the new Minister for Arts, Heritage and Tourism, John Glen and the Chairman encouraged all trustees to help to engage with DCMS and Ministers at any opportunity.