



MINUTES

IN CONFIDENCE

Board of Trustees (2017-09)

Date	20 September 2017	
Location	IWM North	
Present	ACM Sir Stuart Peach (Chair) Lord Ashcroft Liz Cleaver Air Commodore Brian Edwards L Col Tressa Home Rear Admiral Amjad Hussain Diane Lees, Director-General John Brown, Executive Director, Commercial Services & Operations Gill Webber, Executive Director, Content and Public Programmes Graeme Etheridge, Change Director Rohan Hewavisenti, Interim Finance Director Gill Smith, Board Secretary (minutes)	
	Lord Ashcroft	Dame Judith Mayhew Jonas
	Liz Cleaver	Sir John Scarlett
	Air Commodore Brian Edwards	Tamsin Todd
	L Col Tressa Home	Matthew Westerman
	Rear Admiral Amjad Hussain	Brigadier Evan Williams
	Diane Lees, Director-General	
	John Brown, Executive Director, Commercial Services & Operations	
	Gill Webber, Executive Director, Content and Public Programmes	
	Graeme Etheridge, Change Director	
	Rohan Hewavisenti, Interim Finance Director	
	Gill Smith, Board Secretary (minutes)	

Opening the meeting, the Chairman welcomed Trustees to IWM North and thanked them for making the journey. He hoped that the tour had given everyone a clear idea of developments at the Manchester branch.

1 Apologies for Absence

Apologies were received from Tim Marlow, Sir Hew Strachan and Peter Watkins and from the High Commissioners for Australia (represented by Air Commodore Edwards), Canada (represented by L Col Home), India, New Zealand (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. Ms Todd mentioned her recent appointment to Findmypast.

3 Election of Deputy Chair

The Chairman referred to the letter which he had addressed to Trustees during the summer regarding the need to appoint a Deputy Chair. Trustees unanimously ELECTED Matthew Westerman to the role of Deputy Chair of the Board with immediate effect.

4 Minutes of the Meeting held on 5 July 2017 and Matters Arising

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

- 4.2 As a matter arising, the Chairman reported that the presentation of the Commercial Strategy had been deferred until the December meeting.

5 Trustee Appointments and Board Succession Planning

- 5.1 The Board had under consideration a paper which had been circulated and which included a reminder about the constitution and current make-up of the Board, the current succession plan and the process and policy relating to Trustee appointments to the Board.
- 5.2 Trustees noted the latest position in respect of public appointments to fill current and forthcoming vacancies on the Board; this included the appointment of Army, Media and Legal/Estate Trustees and two FCO appointees. Sir Stuart encouraged Trustees to give thought to potential candidates for any of these roles.
- 5.3 Trustees reviewed the succession plan, CONCLUDING that an academic historian was a crucial requirement on the Board, particularly in light of the ongoing commemorations for the First World War and beyond and the development of the Second World War galleries. A Trustee with this skills set was necessary to succeed Sir Hew Strachan when his term came to an end in the new year.
- 5.4 The Appointments Policy was reviewed and APPROVED, subject to proposed changes to ensure a more positive statement at section 7 and reflect gender neutrality at section 10.

6 Strategic Development Review

- 6.1 A paper had been circulated which reported progress against current strategy. At the Chairman's invitation the Director-General introduced the item by providing context to the Financial Sustainability strategy in terms of the next Comprehensive Spending Review and new Funding Agreements which were expected within the coming year, and also of some of the findings and KPIs coming out of the Review of National Museums.
- 6.2 In discussing the expected impact of the National Museums Review: *Information has been exempted under Section 36 of the Freedom of Information Act 2000.* The Director-General warned against a proposal to amend legislation in respect of disposals, in order to remove the necessity for Secretary of State approval. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

The Chairman urged Commonwealth representatives to report these proposals back to their High Commissioners. Trustees with any experience of public corporations were encouraged to feedback to the Director-General.

- 6.3 Trustees noted progress against the strategic development as reported in the paper and noted that the Public Programme and Learning Strategies were being developed separately for presentation to the Board in due course.

7 IWM Institute

- 7.1 Ms Webber introduced the report which had been circulated on progress towards the establishment of the IWM Institute for the Public Understanding of War and Conflict as agreed in the context of the Corporate Plan for 2017.
- 7.2 Trustees noted the content of the report, and in particular: the proposed purpose and activities, together with the anticipated outcomes; that Public Understanding was the IWM's unique selling point and was what differentiated the offer from universities; and that relations were being established with the Research Councils *Information has been*

exempted under Section 36 of the Freedom of Information Act 2000.

A Committee, chaired by Liz Cleaver, had been established to oversee the implementation of the Institute.

- 7.3 In discussing the programme further Trustees:
- 7.3.1 Congratulated the team on an imaginative and exciting proposal, commenting on the success of events around the Syria season in reaching new audiences and agreed that more of this was needed;
- 7.3.2 Were keen to see the project reach out beyond the museum's galleries using digital technology;
- 7.3.3 Established that little additional funding was required: a two-year pilot would be developed in house using existing resource. In the longer term it was hoped that external funding would be available, but in the shorter term effort would be focussed on branding the offer as IWM;
- 7.3.4 Made some suggestions for partnerships. **Action: Ms Webber to keep Sir John Scarlett (re RUSI) and Dame Judith (re Chatham House) informed of progress**
- 7.3.5 Urged High Commission representatives to think about links within the Commonwealth.
- 7.4 Drawing the discussion to a close, the Chairman and Director-General reminded Trustees that the first task was to ensure that the Institute became fully embedded as an intrinsic part of IWM. It was important to understand who the audience was and what direction the Institute might take before a funding campaign could be launched.
- 7.5 Trustees ENDORSED the way forward as set out in the Paper.

8 Collections Development: Disposals

- 8.1 The Board noted the progress reported in the paper which had been circulated and APPROVED the disposal of six collections of film and videotape.
Information has been exempted under Section 36 of the Freedom of Information Act 2000.
- 8.2 Trustees noted and ENDORSED the changes in approach being considered to improve IWM's success at developing the Collection through purchase at auction.

9 Reports from IWM Board Committees and areas of Oversight

- 9.1 The Board noted the content of the report and the work of their various committees.
- 9.2 Referring to the Transforming IWM London Committee, Dame Judith highlighted a number of big issues to consider going forward, including the logistics in relation to works at the Lambeth Road and All Saints sites and the dovetailing of projects relating to gallery development, access, storage and staff accommodation. Mr Brown confirmed that management was very conscious of the risks and that a Clerk of Works would be appointed to control the sites.
- 9.3 The Terms of Reference of the Transforming IWM London Committee were APPROVED and Trustees unanimously AGREED the appointment of Matthew Westerman to be interim Chair of this Committee until a successor to Dame Judith had been appointed to the Board.
- 9.4 Ms Todd provided an update on work on the Digital Transformation Strategy which had been approved at the last meeting.

- 9.5 Sir Stuart reported on the discussion of financial sustainability and fund-raising programmes at the meeting of the American Air Museum Board in the summer.

10 IWM Major Projects Update

- 10.1 Trustees noted the content of the Projects paper and the progress achieved against current major projects.
- 10.2 The Board discussed at some length the impact of the imminent appointment of an artist and architect for the Holocaust memorial and learning centre. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.* Trustees established that planning permission had not yet been granted; an application would only be made once the winning design had been announced. The primary concern for IWM was that there should be no duplication of public funding on the establishment of a learning centre which overlapped with the IWM's own offer.

11 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 once again on the achievements recorded.

Ms Lees was able to provide an update on negotiations with the Friends of IWM over the establishment of the IWM Membership Scheme. An offer had been made to transfer Friends to the new scheme and a generous solution had been reached whereby life members of the Friends could also be transferred to the new scheme.

12 Performance and Financial Review

- 12.1 The Board received with approval the paper recording performance against Corporate Plan priorities for the second quarter of 2017-18.
- 12.2 Ms Lees provided an update on visitor figures for the second quarter, reporting that all branches were up on the previous year's figures although down on target. The Duxford air show season was doing much better and advance sales for the September show were already at over 32,000.
- 12.3 Trustees noted that expenditure was below target. While it was expected that this would begin to right itself by the end of quarter 2, management was keen to improve forecasting as required by DCMS. Ms Lees reminded Trustees that any underspend at the end of the year was not clawed back but was transferred to the IWM Development Trust whose remit was specifically to manage the IWM's reserve funds.
- 12.4 Ms Lees reported that there was a particular issue to address in relation to the strategy for future exhibitions and the model for charging exhibitions was being assessed. This was closely tied to understanding what audiences wanted; a better analysis between the cost and revenue, and looking opportunities for merchandising (which was very restricted in terms of the *Wyndham Lewis* exhibition due to the large number of loan items).

13 Date of Next Meeting : Wednesday 6 December 2017 at IWM London.

Dates for meetings in 2018 had been agreed as: 5 March, 4 July, 19 September and 5 December.

14 Future Agenda

Business for the December agenda would include the Commercial Strategy, the Contemporary Collecting Strategy, and a presentation from 14-18 NOW.

15 Any Other Business

- 15.1 The Chairman paid tribute to Dame Judith Mayhew Jonas for whom this was the last meeting after nine years' service. Trustees acknowledged the significant contribution which Dame Judith had made throughout that time, most notably with the Regeneration project and the opening of new First World War galleries in 2014; the remarkable number of contacts and supporters she had introduced to IWM; and the forensic vigour which she brought to the Audit Committee.

Dame Judith responded that it had been a great privilege to be involved with IWM and she had thoroughly enjoyed her association with the museum. She was pleased not to be losing touch completely as she had been invited to remain Chair of IWM Patrons and join the IWM Development Trust.

- 15.2 Sir Stuart reported to the Board his recent appointment as Chair of the Military Committee at NATO. He would take up post in June 2018 but had every intention to honour his commitment to the Board and remain as Chair, if that were the Trustees' wish.

The Board SUPPORTED the Chairman in this, particularly in light of the appointment earlier in the day of Matthew Westerman to the role of Deputy Chair.