



Board of Trustees (2020-07)

Date 7 July 2020, via Teams

Present Matthew Westerman (Chair)

Desmond Bowen, Hugh Bullock, HE Janice Charette, Elizabeth Cleaver, Lt Gen Andrew Figgures, Mr Bryce Hutchesson (for Australian High Commission), Angus Lapsley, Professor Margaret MacMillan, Suzanne Raine, Tamsin Todd, Mark Urban and Guy Weston

In attendance Diane Lees, Director-General;
John Brown, Executive Director, Commercial Services & Operations
Jon Card, Executive Director, Collections & Governance
Gill Webber, Executive Director, Content and Public Programmes
Gill Smith, Board Secretary (minutes)

1 Welcome and Apologies for Absence

Apologies were received from Tim Marlow and from the High Commissioners for Australia (represented by his deputy Bryce Hutchesson), India, New Zealand, Pakistan, South Africa and Sri Lanka.

2 Conflict of Interest

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

3 Membership of the Board

The Chair provided an update on the appointment of RAF and Naval Trustees reporting that the campaign had closed. In response to a question from Trustees, Mr Westerman confirmed that applications would be sifted and candidates interviewed for each position. The final decision on appointment lay with No 10 on Ministers' recommendation.

4 Minutes of the Meetings held in March, April and May

4.1 Minutes of the meetings held in March, April and May were approved for signature.

4.2 There were no matters arising which were not covered under the items below.

5 Revised Corporate Plan

5.1 The Chair referred to the revised Corporate Plan document which had been circulated, reporting that this had been the subject of a pre-meeting between the Director-General and the Executive Director for Collections and Governance, himself and the chairs of the Board's committees. Mr Westerman invited Ms Lees to take Trustees through the document.

5.2 The Director-General explained that the current document had been revised to take account of the impact of Covid-19 and the current financial situation. It was designed to protect the Collections and existing priorities: Transforming IWM, the Parkside and Battle of Britain

projects, which were already (externally) funded; as well as digital transformation and the cost of recovery and reopening. It included the programmes for which capital funding had recently been awarded. Trustees noted the list of mitigations included in the paper, some of which would be implemented regardless of the level of any additional support from DCMS.

Mr Card added that the revised financial statements had been remodelled on new visitor numbers and income projections. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

- 5.3 Ms Lees reported the news of an additional grant of up to £4.5m from DCMS. This was the highest award possible, which was calculated on a percentage of the annual grant in aid, and made from a grant of £100m to the heritage sector towards their post-Covid recovery. The Board noted the requirement to demonstrate, to the Department, the continuing need for the additional funding which would be paid in tranches.

Trustees agreed that this was good news and noted that the allocation would enable four of the five IWM branches to open in August. All other mitigations would be implemented and unrestricted reserves protected for any future need, such as any future lockdown.

It was noted that the Director-General and Chair had written to DCMS and Trustees agreed that the Chair should also write to the Chancellor.

- 5.4 The following points were considered during further discussion of the Corporate Plan document in the context of the funds announced from DCMS:

- 5.4.1 It was established that HMS *Belfast* could not open to the public while current social distancing measures remained in place, but that a period of closure, alongside the grant from DCMS and a further allocation from the proceeds of the 14-18 NOW legacy fund, would enable work to commence on the Ship's masterplan in advance of a grand reopening with a new offer at a later date.

- 5.4.2 While the grant did offer some stability for the moment, it did not provide assurance of financial sustainability for the future. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

- 5.4.3 Trustees heard from the Chair of Audit, General Figures, that the Committee had received a report on mitigating risk to financial sustainability at their meeting the previous week, when they had been assured that management was aware of the financial risk going forward and preparing for the unknowns.

- 5.4.4 The Board established that the grant was calculated on the basis of the museum's self generated income and the estimated level of loss as a result of Covid 19. The decision on grant allocation was in the public domain and IWM's portion could be fully justified.

- 5.4.5 Trustees sought further information on potential staff reductions and noted that management aimed to avoid redundancies. A recruitment freeze and voluntary exit scheme would be put in place. Further information would be available at a later date, but expert knowledge would not be put at risk.

- 5.4.6 In response to a question about the possibility of IWM being asked to take on or help rescue collections or facilities under threat, the Director-General explained that there were mechanisms and processes in place, specifically under the accreditation scheme.

- 5.5. The Board considered the revised Corporate Plan to be an excellent document and commended management on their realistic approach. Trustees endorsed the decision to retain the digital transformation programme and there was discussion around the potential for some radical digital projects for the future. In the interim the focus would be on an holistic customer journey. Mr Card confirmed that IT investment was fully aligned with the digital transformation programme and the latter was undergoing a review following the appointment

of a new Assistant Director. An update would be presented to the Board at a future meeting. Individual Trustees offered assistance, in particular with a potential partnership for *Refugees* programming and with fund-raising approaches for the HMS *Belfast* masterplan.

Action: offers to be discussed separately out of session with Ms Webber and the Chair respectively

The Chair encouraged all Trustees to get in touch with IWM if there were opportunities for engagement or assistance.

5.6 Trustees APPROVED the revised Corporate Plan 2020-2025

6 Plans for Recovery and Reopening

6.1 At the Chair's invitation Mr Brown, Executive Director for Commercial Services & Operations reported on the ongoing plans for recovery and reopening of the branches, presenting from a live database which had been prepared by IWM's Forward Planning Group who were managing the operation. Trustees noted, with approval, the clarity of and level of detail in the document which covered every task (700 in all) required to reopen from a departmental, operational, chronological and priority perspective.

6.2 In the course of discussion, the Board was assured that:

- the teams were working in accordance with government guidance and that the operations were signed off by DCMS, Public Health England, the Health & Safety Executive and the relevant Unions.
- a walk-through of each of the branches had confirmed that it was safe to open CWR, but that this was not the case for HMS *Belfast* where spaces were too cramped.
- visitor numbers would be controlled through timed ticketing at each branch.

A Visit England Good to Go : Green Tick assurance mark had been awarded which confirmed that the branches were safe to open to the public. Trustees ENDORSED the plans which they considered to be thorough.

6.3 In view of uncertainty over public confidence in travel, it was noted that the marketing campaign focused on "Go Local". The Board acknowledged that while four of the five branches would open on 1 August, the level of visitor demand remained unknown and would be monitored on a rolling basis.

7 Risk Management Review

7.1 The Board carried out its annual review of risk management and the strategic risk register (SRR), which had been circulated.

7.2 In reviewing the SRR, Trustees were informed of the particular focus on Financial and Operational risks which the Audit Committee had requested at their recent meeting.

Chair of Audit, General Figgures, reported that the Committee been assured by the information provided; they had found both areas to be well covered and Management had demonstrated their awareness of the reputational impact of failings in either area.

7.3 The Board was assured by the level of mitigation in the risk register and the Chair thanked the Audit Committee and General Figgures for their continued monitoring of risk management.

8 Major Projects Update

Trustees noted the progress on the various major projects as reported in the paper, particularly in respect of the Transforming IWM London programme. Mr Bullock, as chair of Estates Advisory Committee remarked that fund-raising was continuing in order to make up the funding gap. *Information has been exempted under Section 43 of the Freedom of Information Act 2000.*

Additionally, the Board noted the revised completion date for the Parkside building and the progress being made on the hotel development at IWM Duxford.

9 Review of Corporate Governance Code

Trustees APPROVED a revised Corporate Governance Code which had been circulated with the Agenda. Ms Lees clarified that the review was the result of an Internal Audit recommendation and the content was not substantially different from the previous version. It took account of routine updates, was presented in a more modern and IWM brand style and all duplication had been removed. General Figgures added that the revised Code had been endorsed by the Audit Committee at their recent meeting.

A further review of the Board's Code of Conduct and a new Conflict of Interest Policy were required and these would be brought to a future meeting.

10 Date of Next Meeting: 22 September 2020

11 Any Other Business

- 11.1 The Director-General reported on IWM's response to the recent **Black Lives Matter** campaign. Ms Lees referred to the statement she had issued in June, which had been circulated to Trustees and reminded the Board how this related to IWM's collections and wider responsibilities. The statement contained nothing new and the reference had been to ongoing work. She added that the governance infrastructure was in place to monitor and report on IWM's activity.

Ms Webber explained that the statement had been action-focussed and key elements included the diverse Collections Strategy and the Access and Inclusion Strategy, which Trustees had approved in 2019. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

The Chair remarked that there was work to do to improve the diversity of the Board and encouraged Trustees to share any ideas which they had.

- 11.2 The Chair reported that the Remuneration Committee had met earlier in the day to review the performance and pay of the Director-General. *Information has been exempted under Section 40 of the Freedom of Information Act 2000..*

Action: Director-General's objectives for 2020/21 to be circulated

- 11.3 The Chair encouraged Trustees to consider what contribution they might make to support the new galleries at IWM London, or indeed any other IWM activities. Any contribution would be very welcome.