



Board of Trustees (2020-12)

Date 8 December 2020, via Teams

Present Matthew Westerman (Chair)

Desmond Bowen, Hugh Bullock, HE Janice Charette, Elizabeth Cleaver, HE Bede Corry, Lt Gen Andrew Figgures, Colonel Michael Bassingthwaighte (for Australian High Commission), Commodore Anil Jaggi (for Indian High Commission), Angus Lapsley, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Air Marshal Edward Stringer, Tamsin Todd, Mark Urban, Rear Admiral Mike Utley 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

Opening the meeting, the Chair was pleased to welcome two newly appointed Trustees: RAF Trustee Air Marshal Edward Stringer and Naval Trustee Rear Admiral Mike Utley.

Apologies were received from the High Commissioners for Australia (represented by Col Michael Bassingthwaighte, Australian Defence Staff), India (represented by Commodore Anil Jaggi), 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. Hugh Bullock reminded the Chair that he continued to serve in a Non-Executive advisory role, at Gerald Eve, who were providing advice on the AVTECH initiative (at item 13). He confirmed that he himself had had no part in the service.

3 Constitution and Membership

3.1 Main Board Appointments

The Chair reported formally the appointment of Air Marshal Edward Stinger and Rear Admiral Mike Utley, both for initial periods of four years with effect from 1 November 2020.

Mr Westerman was pleased to announce that the Prime Minister had also approved the reappointment of Tim Marlow, for a further term of four years with effect from 31 October 2020.

The Chair added that Liz Cleaver's term had come to an end and this was her final meeting. He thanked Ms Cleaver for her interest in the Museum and the significant contribution she had made during her time on the Board, particularly in respect of her involvement in the development of the digital, learning and Institute initiatives; her Directorship of the IWM Trading Company Ltd; and her

role as Trustee with responsibility for Safeguarding. Mr Westerman explained that this was one consequence of the DCMS principle of confirming an initial single term only and assured the Board that he would be working with the DCMS appointments team on a replacement for Ms Cleaver.

3.2 Audit Committee

The Board APPROVED the appointment of Air Marshal Edward Stringer to be a member of the Audit Committee for an initial term of three years with immediate effect.

3.3 Estates Advisory Committee

Trustees APPROVED the appointment of Rear Admiral Mike Utley to be a member of the Estates Advisory Committee for an initial term of three years with immediate effect.

3.4 Development Committee

The Board APPROVED the appointment of Hugh Bullock, Professor Margaret MacMillan and Guy Weston to be members the recently constituted Development Committee for its first year. Mr Westerman reported that he would chair the committee in its first year, after which time he was seeking a volunteer to take this on. These appointments were in accordance with the Committee Terms of Reference, which were presented at item 14 of the agenda and which Trustees now APPROVED.

4 Minutes of the Meeting held on 22 September 2020 and Matters Arising

4.1 Minutes of the meeting held in September were approved for signature.

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

5 Director-General's Report

5.1 Trustees noted with approval the content of the Director-General's Report. In presenting the highlights, Ms Lees reported that despite the continuing unpredictable environment as a result of the pandemic, the organisation continued to make progress and look forward to the 2021 programme. Following the recent introduction of Covid-19 tierings, she confirmed that IWM North – together with HMS *Belfast* - remained closed to the public. At other branches the museum was operating a five-day week and visitor standards remained high.

5.2 The Chair drew attention to a letter from the Secretary of State (S2 of the Report) setting out the Government's position on contested histories. Ms Lees explained that it was very unusual for the government to comment on the remit of museums and reported some of the concerns expressed within the sector. Trustees discussed at some length the impact which the letter had had, the response of others in the museums and galleries sector and wider discussions which were taking place within and around government.

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

6 Financial Planning

6.1 At the Chair's invitation Mr Card, Executive Director for Collections & Governance introduced the paper on Financial Planning. Trustees noted that:

- A whole team effort had managed to retrieve the financial situation for the current year;
- Funding for the new galleries and the Transforming IWM London project was a restricted fund and fund-raising activity was ongoing;
- the Executive was working on a new business model to ensure that IWM would be financially robust in 2021/22 and beyond. Mr Card reminded Trustees that a realistic

case had been submitted to DCMS during the summer in the context of the Comprehensive Spending Review. However, further falls in visitor numbers would result in corresponding increases in the level of projected deficit for the next financial year and the team would be working with DCMS to elicit further support.

6.2 In the course of discussion:

6.2.1 Trustees established that conversations with DCMS would continue in the context of work on a new Management Agreement.

6.2.2 The Board was reminded that IWM had been successful in securing a good share of the Estate Infrastructure fund owing to a clear and realistic submission.

6.3 Members of the Audit Committee remarked on the clarity of the revised Strategic Risk Register which had been appended to the Paper. They found the notes on deteriorating risk to be helpful in tracking and mitigating these particular risks.

7 Donor, Supporter and Sponsor Relationship Policy

7.1 The Board reviewed the Donor, Supporter and Sponsor Relationship Policy. Revisions since the previous review included a reference to the role of the Trustee with oversight for Ethics and reflected the new title of Director of Development role.

7.2 Trustees acknowledged the reputational risk inherent in fund raising activity and were assured that this was reflected within the risk register.

7.3 Trustees established that there was a separate Donor Naming Policy and RECOMMENDED that this was referenced within the policy currently under review.

The Board APPROVED the Policy **subject to** the addition of references to the Donor Naming Policy at section 7.

8 Annual Safeguarding Report

8.1 Trustees ACCEPTED the Annual Safeguarding Report, prepared by the Operational Risk Manager and Assistant Director for Resource, noting there was little content owing to the closures during 2020.

As outgoing Trustee with oversight of Safeguarding, Ms Cleaver believed the Museum was in good shape in this regard.

8.2 **Action: Proposal for a new Trustee with oversight of Safeguarding to come to the March meeting**

9 Collections Development

9.1 A revised Collections Development Policy had been circulated for Trustees' consideration and approval. It was noted that some minor amendments reflected changes to standard text which were necessary in order to comply with ACE Accreditation requirements.

Ms Lees provided background to the legal and ethical frameworks governing the policy, including the IWM Acts of Parliament, the Museums Association and ACE Accreditation. She confirmed that the process for approvals sought under the same agenda item for disposals from the collection was governed by this Policy, adding that a review of the collection was dynamic and ongoing. The Board noted that Trustee and Secretary of State approval was required for all disposals, except where an item was duplicate.

The Board APPROVED the Collections Development Policy.

9.2 The Board noted the Acquisitions reported in Section 2 of the Paper.

- 9.3 Trustees APPROVED one disposal: *Information has been exempted under Section 36 of the Freedom of Information Act 2000.*

10 Board Effectiveness

- 10.1 Trustees noted the results of the Board and Committees' effectiveness surveys which for 2020 had also included a review of the Chairs' effectiveness. Overall the response was encouraging and indicative of a positive governance process, and effective meetings and committees.
- 10.2 Particular areas for discussion arising out of the survey responses were:

- 10.2.1 Clarity about an effective Succession Plan and greater diversity of Board membership. Trustees noted that necessary skills were reviewed and considered with every vacancy on the board and prior to each new appointment. It was acknowledged that the succession plan needed to be more visible, and noted dependence on the public appointments process in terms of diversity of membership.

Action: Trustees' ideas for new members and how to promote vacancies more widely would be welcome

- 10.2.2 Arrangements for the assessment of individual trustees. Mr Westerman was keen to reinstate annual meetings.
- 10.2.3 Ensuring that external or co-opted members of Board Committees were fully engaged with IWM. Chairs of the Committees each expressed their huge gratitude to the external representatives on their committees but agreed that it was important going forward to ensure that they were more broadly briefed on the museum's strategic objectives and felt fully engaged with the organisation.
- 10.3 In returning to the question of diversity on the Board, a suggestion for more thematic discussions to engage the High Commission representation was well received.

Action: Team undertook to investigate how this might be achieved and consider topics for discussion

11 Corporate Governance: Conflict of Interest Policy and Code of Conduct

Trustees APPROVED a new Conflict of Interest Policy and ENDORSED the adoption of the Cabinet Office *Code of Practice for Board Members of Public Bodies* which had been circulated with the Agenda. Trustees were required, by their Corporate Governance Code, to subscribe to a Code of Practice consistent with the Cabinet Office document. Ms Lees confirmed that these documents completed the Corporate Governance Code agreed by Trustees in July.

12 IWM Institute Update

- 12.1 At the Chair's invitation Gill Webber, Executive Director of the IWM Institute presented the highlights from the recent, successful launch of the IWM Institute. Ms Webber alerted Trustees to the new *Conflict of Interest* podcast series and the first annual lecture in March 2021. She expressed her gratitude to Liz Cleaver for her support in the early days of the Institute and to Mark Urban and Suzanne Raine for their ongoing participation in Institute activities.
- 12.2 The Board congratulated the team on what was a great, if challenging, achievement. They discussed the make-up and diversity of the Institute's Associates group; the research ambition going forward; and whether the virtual launch events had been sufficiently successful in their wider reach.

In responding to the latter two issues:

- 12.2.1 Ms Webber confirmed that the Research strategy would be reviewed during 2021, working with the Associates and building on themes which would challenge perceptions. The strategy would feed into wider corporate strategy and IWM's digital content;
- 12.2.2 the Executive believed that the level of participation in the launch events had been a success. The audience had been far greater than would have been possible at a physical gathering. However, it was acknowledged that IWM was in an early phase of digital output of this sort and the digital channels used might be reviewed. There were lessons to be learned from these events and this, along with the wider social impact, would be reflected in the evaluation which would follow. Overall the events had increased awareness of the IWM's YouTube presence and there had been some very positive audience feedback.

It was AGREED that a broader discussion on digital strategy would be welcome in March.

13 Major Projects Update

- 13.1 The Board noted progress on the various major projects as reported in the paper, particularly in respect of the Transforming IWM London programme. It had been hoped that there would be time to screen a film of the completed gallery spaces, which were being prepared for exhibition fitout. Instead it was AGREED that this should be made available to Trustees outside the meeting.

Actions: Secretary to circulate the film and invite a Second World War gallery curator to showcase an item for display at the March meeting

- 13.2 Executive Director for Commercial Services & Operations, Mr Brown, introduced proposals for an AVTECH joint venture initiative with Gonville & Caius College which was set out in the Paper. *Information has been exempted under Section 36 of the Freedom of Information Act 2000.* Mr Brown explained the teams were working on Heads of Terms and Ms Lees assured the Board that a full options appraisal would be presented in due course, including reference to the large object store.

14 Committee Reports

- 14.1 Trustees noted the content of reports from the Board's Committees and the Trading Company Directors.
- 14.2 Chairs of all Committees had noted the results from the effectiveness survey and would be taking forward actions arising from that, particularly in terms of co-opted memberships.
- 14.3 Mr Westerman reported that the Development Committee had met for the first time. He would welcome ideas from Trustees on potential external members.
- 14.4 Mr Marlow reported the establishment of the IWM 14-18 NOW Legacy Fund which would support major new commissions around the UK through the Art Commissions Committee.

15 Performance and Financial Review

The Board noted the content of the Paper which recorded Quarter 2 performance against Corporate Plan priorities.

- 16 Date of Next Meeting :** 11.00 on Tuesday 16 March 2021.

17 Future Agendas

Items for next agenda included the Corporate Plan 2021 and the Digital Transformation Strategy. The Chair welcomed ideas for discussion in future and looked forward to taking forward the suggestion around thematics.

18 **Any Other Business** : There was none

