



MINUTES

IN CONFIDENCE

Board of Trustees (2021-07)

Date 6 July 2021, IWM Duxford

Present Matthew Westerman (Chair)

Commodore Jamal Alam, Desmond Bowen, HE George Brandis, HE Bede Corry, Brigadier General Paul Doyle, Lieutenant General Andrew Figgures, HE Ralph Goodale, Angus Lapsley, Professor Margaret MacMillan, Suzanne Raine, Brigadier Mahinda Rajapaksha, Air Marshal Edward Stringer, Tamsin Todd, and Sir 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
Katie Allwood, Board Secretary (Minutes)
Ann Carter, Assistant Director for Major Projects; Jo Saunders, Head of IWM Duxford Masterplan; James Taylor, Assistant Director of Content and Narrative; Gael Dundas, Assistant Director for Collections Management; & Patrick Dillon, Architect at Avison Young – for item 5

1 Welcome and Apologies for Absence

Apologies were received from Hugh Bullock, Tim Marlow (Deputy Chair), Mark Urban, Rear Admiral Mike Utley, and the High Commissioners for Pakistan (represented by Commodore Jamal Alam), Sri Lanka (represented by Brigadier Mahinda Rajapaksha), India and South Africa.

2 Conflicts of Interest

Trustees were invited to declare any conflict of interest with any item on the agenda. There were none. The Board acknowledged Hugh Bullock's position as a Non-Executive of Gerald Eve LLP.

3 Constitution and Membership

3.1 Board membership

Mr Westerman informed the Board that five members' terms were due for renewal within the next six months. Papers for reappointment for Hugh Bullock, Lieutenant-General Andrew Figgures and Mark Urban had been formally submitted to DCMS. Mr Westerman informed the Board there may be a need to extend the terms of the Desmond Bowen and Suzanne Raine, whose reappointment fell under the remit of the FCDO. The Board were informed that the advert for the Public Engagement/Learning Trustee vacancy went live week commencing 28 June on the Cabinet Office public appointments website and Trustees were invited to consider suggestions potential candidates.

3.2 IWM Trading Company Ltd

The Board APPROVED the appointment of Carlos Mistry as a Director for an initial term of three years with effect from 6 July 2021.

3.3 Art Commissions Committee

On behalf of the Chair of the Art Commissions Committee, Tim Marlow, Ms Lees reported that following approval by the Board at the last meeting two potential candidates had been approached to join the Committee as members. *This item has been exempted under Section 40 of the Freedom of Information Act 2000.*

The Board APPROVED the appointment of Ekow Eshun as a member of the Art Commissions Committee for an initial term of two years with effect from 6 July 2021.

4 **Minutes of the Meeting held on 16 March 2021 and Matters Arising**

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

4.2 *This item has been exempted under Section 43 of the Freedom of Information Act 2000.*

5 **IWM Duxford Masterplan**

5.1 Public Offer: Ms Carter, Ms Saunders and Mr Taylor delivered a comprehensive presentation on the Duxford Masterplan. The presentation explained the context and rationale behind the masterplan and highlighted ambitions for visitor growth, the interpretation and narrative plan, the timetable for delivery, including the large object swing and store plan which was key to unlocking the delivery of the masterplan, and distribution of costs.

Ms Lees explained the proportion of costs that can be fundraised versus the amount needed to fund through reprioritisation of the corporate plan, as well as infrastructure costs covered by the DMCS infrastructure fund, and highlighted the large object store scheduled for 2026 as the most critical moment in the masterplan, requiring funding.

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

The Board thanked the team for their presentation and the ensuing discussion covered the following key points:

This item has been exempted under Section 43 of the Freedom of Information Act 2000

The Board APPROVED the revised Duxford Masterplan and thanked the team for their efforts. The following next steps were identified:

- The Masterplan team will continue to report at every meeting through the regular IWM Projects Update item, which will include an overview of project phases in relation to fundraising requirements.
- Individual projects will be considered as part of the corporate planning process in order to establish the necessary detail and develop business plans.
- The Senior and Executive Leadership Teams will conduct the activity mapping exercise to prioritise resources accordingly.

5.2 Collections Storage: Mr Dillon and Ms Dundas delivered a presentation on the plan for collection care on the Northside of Duxford. Mr Dillon outlined the aims of study and gave an overview of the collection and highlighted that 1,452 out of 3,079 large objects in the collection were stored offsite. Mr Dillon explained the team examined the potential use of existing buildings, but the study found that that the issue surrounding capacity to store large objects on site could not be solved on the

Northside. The overall conclusion of the study was that an effective collection care centre can be made at Duxford Northside, so long as other solutions could be found for large objects.

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

Mr Dillon delivered the conclusions of the study which found that the solution to large object storage lay either at Duxford Southside, or off-site and that planned expenditure should be targeted on achieving the first five-year phase. Mr Dillon highlighted that planning support must be secured early for the masterplan to progress.

Ms Dundas gave an overview of the output needed to realise the masterplan, including a special masterplan for staff accommodation. Ms Dundas highlighted that smarter use of space and adequate funding were essential.

Regarding the issue of large object storage, Ms Lees added that the team are revisiting the process of disposing large objects after approval has been given by board to identify any efficiencies, in addition to conducting an analysis of how many objects stored elsewhere are essential, in the context the masterplan.

The Board acknowledged the issues presented and thanked Mr Dillon and Ms Dundas for their contributions.

5.3 *This item has been exempted under Section 43 of the Freedom of Information Act 2000.*

6 Director-General's Report

6.1 Ms Lees introduced her report, which was taken as read, and invited any questions from the Board. Following a request for the latest visitor figures, Mr Brown explained that trading had a mixed start following branch reopening. Numbers were varied across sites, visits overall had decreased after half term but were currently running at approximately 30-35% of target. The figures for Churchill War Rooms were particularly low due to the lack of international tourists; Ms Lees highlighted the crucial role the branch plays in revenue generation and the risk posed by low visitor numbers.

6.2 Mr Brown added that marketing plans were in place for the Summer Holidays and the team at Duxford had provisional plans in place to expand the offer for the July Air Show, subject to terms agreed with Public Health England. The Board noted visitor figures were comparable to organisations across the sector.

6.3 The Board questioned whether IWM would consider a shift in investment and change to the overall visitor strategy if current visitor trends don't change. *This item has been exempted under Section 36 of the Freedom of Information Act 2000.* A masterplan for IWM North will be commissioned as soon as finances and resources allow.

7 Draft Framework Agreement with DCMS

7.1 Ms Lees explained the framework which guided IWM's relationship with DCMS, which consisted of a framework document which lasted the period of the Comprehensive Spending Review (CSR) and a letter from the Minister which set out priorities and confirmed funding for that year. Ms Lees explained that in recent times, single-year CSRs meant that the two elements had become intertwined. The Board were informed that due to a number of elements, including concerns regarding resource and capacity, the timeline for the agreeing the framework had been delayed.

The Board AGREED that if a decision was required before the next scheduled meeting in September, an ad-hoc meeting would be held.

8 Performance and Financial Review

- 8.1 Mr Card introduced the item and the performance and financial review paper circulated prior to the meeting, which was taken as read. Mr Card highlighted that IWM's financial position at the end of the year was better than predicted, following an allocation of £1.6 million from DCMS at the end of the year in addition to £3 million from the Coronavirus Job Retention Scheme throughout the financial year.
- 8.2 With regards to the current financial year, Mr Card informed the Board that IWM was awarded up to £7.39 million in additional Covid-19 government support. There were several caveats included in the grant being awarded which were being met through ongoing business modelling work. These included restrictions to freedoms usually granted to IWM through the framework agreement, including the ability to award a pay rise to staff.

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

9 Annual Report and Accounts 2020/21

- 9.1 Mr Card introduced the Annual Report and Accounts for 2020/21 which were brought to the Board for approval. At the time of the meeting the accounts had been reviewed by DCMS, two sets of auditors and the Audit Committee and was due to be laid before parliament week commencing 12 July. Mr Card acknowledged some feedback already provided by Trustees, which was yet to be included. In particular, Mr Card drew the Board's attention to the narrative, the balance sheet, the Strategic and Financial Activities and financial summary which, Mr Card assured the Board, reconciled in the figures presented in the performance and financial review report covered under item 8.
- 9.2 The Chair of the Audit Committee recommended to the Board that the accounts should be signed-off. The Audit Committee chair drew particular attention to an observation made regarding the treatment of the All Saints building lease and two unadjusted misstatements.
- 9.3 Trustees advised revisiting the ordering and prioritisation of strategic objectives for next year, as set out in the narrative.

The Board APPROVED the Annual Report and Accounts for 2020/21 for signature and thanked the Audit Committee and teams involved for their input.

10 Strategic Development Review

- 10.1 The Board were invited to comment on the Strategic Development Review paper which provided updates on key strategies approved by the Board over the last four years and considered the impact of the pandemic on those strategies.
- 10.2 The Board advised continued strategic and long-term thinking with regards to engagement with DCMS and the Treasury.

11 Risk Management Review

- 11.1 Mr Card presented the Strategic Risk Register (SRR), presented to the Board on an annual basis and highlighted the current risk scores in comparison with those presented in July 2020. Financial Sustainability remained the highest scoring risk. Some feedback regarding risk ownership had already been provided following the risk review at the Audit Committee in June.

Action: Ms Lees to follow-up with Audit Committee members regarding the inclusion of risk ownership on the SRR.

- 11.2 Under the Reputation risk heading, Trustees suggested the inclusion of the possibility of the

Director-General being unaware of decisions made elsewhere in the organisation which could have the potential to cause reputational and public damage. The Board also questioned whether risks associated with upheaval as a result of the pandemic and staff returning to the workplace featured strongly enough under the Culture risk heading.

Ms Lees agreed to the inclusion of both points under the respective headings and explained that the Audit Committee will be conducting 'deep dives' into specific risks throughout the year.

Action: Ms Lees/ Mr Card to make updates to the Strategic Risk Register as outlined above.

12 Away Day 2021: Follow Up

- 12.1 The Chair thanked the High Commissioner for Australia for hosting the Board Away day in May and thanked those Trustees who led individual discussions. The Board agreed that clear actions had been identified as a result of those discussions, as outlined in the follow-up paper circulated, including some Digital-specific goals which would be included as part of the Director-General's objectives for the year.

13 Collections Review

- 13.1 *This item has been exempted under Section 36 of the Freedom of Information Act 2000*

14 IWM Projects Update

- 14.1 The Board acknowledged the updates presented in the report circulated prior to the meeting. The Chair explained that a donor wall will form part of the new Second World War and Holocaust Galleries and invited Trustees to donate and demonstrate their support to the museum.

Action: Ms Allwood to circulate instructions on how to donate.

15 Committee Annual Reports

- 15.1 Audit Committee: The Audit Committee Chair drew the Board's attention to the quality of assurances outlined in paragraph seven of the Committee's annual report to the Board and confirmed that having spoken with the NAO and auditors one a one-to-one basis, no concerns were raised. The Chair added that the handover of Safeguarding responsibilities had continued.
- 15.2 Estates Advisory Committee: The Board acknowledged the Committee's annual report from the Committee; the first since its inception in 2018. The Board agreed that the relatively new Committee had been operating helpfully by reviewing masterplans and monitoring the infrastructure and sustainability of the estate and facilities. The Board acknowledged that expenditure is needed in order to sustain the estate.
- 15.3 IWM Trading Company Ltd: The Chair of the Trading Company reported no further updates this period and agreed to report on projections at the next meeting. The Trading Company Chair commented on the need to make use of facilities as much as possible with regards to commercial activity and reported that the new catering company was now in operation at IWM London.
- 15.4 Art Commissions Committee: Ms Lees updated the Board on the latest activity from the IWM 14-18 NOW Legacy Fund project through which IWM would engage with regional partners to commission new artworks at IWM London which could form part of seasonal programming. The Board commented on the positive nature of the project which would enable IWM to support the sector across regions.

Action: Once confirmed, Ms Lees to bring list of artists with a focus on the Commonwealth to a future meeting.

16 Future Agendas

16.1 Mr Westerman informed the Board that two representatives from DCMS will be in attendance at the September meeting and explained that preparation papers would be circulated to Trustees in advance. Mr Westerman also highlighted the item on People, which would look at the structure of the organisation including staff and volunteers and succession planning for the Senior Management and Executive Leadership Teams.

16.2 *This item has been exempted under Section 36 of the Freedom of Information Act 2000.*

17 Date of Next Meeting: Tuesday 21 September 2021, 11.00am at IWM London

18 Any Other Business

18.1 The Board enquired as to whether there was any update on the establishment of the new Holocaust Memorial. Ms Lees confirmed that IWM's new Second World War and Holocaust Galleries would have been open for a minimum of two years by the time the proposed new memorial is complete.

There was no other business.