Board of Trustees (2021-09)

Date 21 September 2021, IWM London
Present Matthew Westerman (Chair)
    Desmond Bowen, Hugh Bullock, Lieutenant General Andrew Figgures, HE Ralph Goodale, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Air Marshal Edward Stringer, Tamsin Todd, Mark Urban, 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 Programmes
    Helen Whitehouse, Deputy Director of Museums and Cultural Property, DCMS
    Katie Allwood, Governance Manager/ Board Secretary (Minutes)

1 Welcome and Apologies for Absence

Apologies were received from Rear Admiral Mike Utley and the High Commissioners for Australia (represented by Ms Julie Heckscher), India, New Zealand, Pakistan, Sri Lanka, India and South Africa.

The Chair welcomed Ms Whitehouse as a guest to the meeting.

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 Trustee Appointments and Committee Membership

3.1 Board membership: The Chair informed the Board that as of July, Mr Angus Lapsley was no longer an IWM Trustee as he no longer worked for the Ministry of Defence (MOD). Mr Westerman was liaising with the MOD to seek a replacement. The Chair notified the Board that the vacancy for the new Public Engagement / Learning Trustee had closed and interviews were due to take place in November. Mr Westerman continued to coordinate with the Foreign, Commonwealth and Development Office regarding the reappointment of Suzanne Raine and Desmond Bowen, whose terms were due to end in December 2021.

3.2 IWM Trading Company Ltd: The Board APPROVED the temporary extension of Mr Keith Cameron’s term to the end of November 2021 to allow him to attend the November Trading Company meeting. As Chair of the IWM Trading Company, Mr Weston informed the Board that a replacement was being sought.
3.3 **Art Commissions Committee**: As Chair of the Art Commissions Committee, Mr Marlow informed the Board that Mr Paul Seawright resigned from his position on the Committee with effect from August 2021 due to an ongoing conflict of interest with the IWM 1418 NOW Legacy Fund Programme. Committee members had been invited to suggest new members, who as per the Terms of Reference must be a practicing artist, for discussion at the next meeting.

4 **Minutes of the Meeting held on 6 July 2021 and Matters Arising**

4.1 Minutes of the meeting held in July were approved for signature, pending one amendment to be made under paragraph 5.3 *This item has been exempted under Section 43 of the Freedom of Information Act 2000.*

5 **Director-General’s Report**

5.1 Ms Lees highlighted some key points from her report, including the recent openings of the *Wim Wenders: Photographing Ground Zero* and *Generations: Portraits of Holocaust Survivors* exhibitions. The report was taken as read and Ms Lees invited comments and questions from the Board.

5.2 The Chair referred to the upcoming opening of the new Second World War and The Holocaust Galleries, noting their global scope and Ms Lees agreed to circulate a Q&A document to Trustees ahead of upcoming stakeholder events. Trustees agreed that the galleries offered visitors a place to debate and that the teams involved had been robust in ensuring the galleries satisfied IWM’s global remit.

**ACTION:** Ms Lees to circulate Trustees Q&A for the new galleries.

5.3 The Board questioned whether there was any update on the planned Holocaust Memorial in Westminster. The Chair gave a brief update and Ms Lees confirmed that it was anticipated there would be at least a two-year gap between the opening of IWM’s new galleries and the Westminster Holocaust memorial and that there would be significant differences between the two in terms of presentation and narrative. When questioned whether IWM would provide material for the Westminster Holocaust memorial, Ms Lees explained IWM could be approached alongside numerous other relevant organisations.

**This item has been exempted under Section 31 of the Freedom of Information Act 2000.**

6 **DCMS Engagement**

6.1 The Chair introduced the item and referred Ms Whitehouse and Trustees to the pre-prepared questions and themes for discussion outlined in the paper circulated prior to the meeting.

6.2 On the question of how IWM was viewed by DCMS both absolutely and relatively, Ms Whitehouse commented that IWM’s board and executive were viewed very positively, and it was felt there was a relationship of trust and openness with regular updates and communication on IWM performance and activity.

**This item has been exempted under Section 36 of the Freedom of Information Act 2000.** Ms Lees added she was due to attend a roundtable meeting alongside other national, regional and satellite museums to discuss the role of IWM and other national museums within the sector with regards to the ‘levelling-up’ agenda and that IWM was well placed to meaningfully contribute to those discussions.

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

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

6.11 The Board thanked Ms Whitehouse for her contribution to the meeting and agreed that IWM valued highly the relationship held with DCMS.

7 **Draft Framework Agreement with DCMS**

7.1 Ms Lees reported that an updated draft was due imminently. Ms Whitehouse agreed upon the importance of ensuring IWM maintained enough flexibility and freedom to take advantage of commercial opportunities without needing to complete over-complicated reporting procedures. Ms Lees added that the agreement may need to be circulated update out of session.

**ACTION:** Ms Lees to update Trustees on the draft framework agreement at the next meeting or out of session.

8 **Performance and Financial Review**

8.1 Mr Card introduced the item and the report circulated prior to the meeting. *This item has been exempted under Section 36 of the Freedom of Information Act 2000.*

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

8.3 Trustees acknowledged the report. There were no further comments of questions from the Board.

9 **Estates Strategy**

9.1 Mr Brown introduced the item and set the context for revisiting strategy, which was necessary to reflect the impact of Covid on maintenance of the estate. Mr Brown commended the Head of Facilities Management for his work on the strategy and in leading the charge in dealing with issues around legacy maintenance issues and implementing a sustainable life cycle. Mr Brown highlighted some of the changes in the revised strategy which was circulated prior to the meeting, including a more data-led approach to maintenance following the implementation of the new estate asset management system which enabled more intelligent decisions around risk. Mr Brown confirmed the Estates team were working with the Masterplanning and Collections Management teams on each of the sites to better align pieces of work and inform more integrated plans about measures implemented. The Head of Facilities Management had also been actively pursuing funding to support a sustainable approach to achieving carbon neutral. Mr Brown added that whilst critical infrastructure funding had carried IWM through to a certain extent, many areas were still being managed to failure.

9.2 The Board questioned how planned expenditure on the estate balanced with anticipated revenue. Mr Brown explained that the strategy enabled the team to plan for the next three years in detail, despite challenges posed by annualised spending reviews. Mr Brown added that the need to manage priorities against available resources would continue and the strategy would enable intelligent decisions to be made.

9.3 Trustees asked for more information on how the team could react and fund unexpected issues with the estate as and when they arose, given financial constraints and resource difficulties. Ms Lees explained whilst reserves could not be relied upon, a small contingency was available. The team
were making incremental improvements and managing to maintain the estate at a basic level, having identified the ‘big ticket’ items to prioritise and ensure the risks of failure were clear.

9.4 As Chair of the Estates Advisory Committee, Mr Bullock extended his thanks on behalf of Trustees to the team for the significant amount of work informing the strategy. The Board APPROVED the Estates Strategy 2021-2026.

10  AvTech Feasibility Update
10.1 This item has been exempted under Sections 43 and 36 of the Freedom of Information Act 2000.
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11  Collections Review
11.1 Ms Lees referred Trustees to the paper circulated prior to the meeting and invited questions and comments. Trustees acknowledged the acquisitions outlined in the paper. Ms Lees commented that the number of offers for donations had increased significantly and as a consequence objects were being returned to owners at a cost to IWM, therefore the team were looking to reconsider the policy on that.

12  IWM Projects Update
12.1 Ms Lees referred Trustees to the Major Projects update paper which was taken as read and invited questions. Ms Lees confirmed the Poppies were on track for installation at IWM North. The Board noted the IWM North shop had scored highest in recent mystery shopper evaluations and extended their congratulations to the team.

There were no further comments or questions.

13  IWM Trading Company Annual Report to the Board
13.1 As Chair of the IWM Trading Company Ltd, Mr Weston presented the annual report to the board. Mr Weston highlighted several key points included within the report around catering and retail. Mr Weston commented on the success of IWM’s membership scheme relaunch which was performing well. Mr Brown added that despite some supply chain issues, trading had performed well across the Summer period.
13.2 The Audit Committee had not met since the last Board meeting and as Chair of the Committee, Lieutenant General Figgures reported no update.
13.3 As Chair of the Art Commissions Committee, Mr Marlow updated the Board on the progress of the IWM 1418NOW Legacy Fund programme which would fund multiple major partners and smaller art
commissions through IWM’s Subject Specialist Network. Mr Marlow gave examples of some of the proposals most recently considered by the committee and confirmed the programme was on track to start making commission announcements in the new calendar year. The Board thanked the Art Commissions Committee for their role in rolling out the programme.

14 Future Agendas and Dates for 2022
14.1 The Chair referred the Board to the future agendas paper circulated prior to the meeting and confirmed that the report on Human Capital at IWM would be brought to the next meeting for discussion.

15 Date of Next Meeting 7 December 2021

16 Any Other Business
16.1 The Chair encouraged Trustee attendance at the upcoming Chairman’s Dinner taking place on 5 October, in support of the new galleries.