1 Welcome and Apologies for Absence

Apologies were received from Mark Urban, Rear Admiral Mike Utley, the High Commissioners from Canada (represented by Jonathan Suavé), India (represented by Commodore Anil Jaggi), New Zealand, Pakistan (represented by Commodore Muhammad Zeeshan Nabi Sheikh), Sri Lanka (represented by Brigadier Mahinda Rajapaksha) and South Africa.

The Chair reflected on the conflict in Ukraine and IWM’s role in telling stories of the conflict now and over time.

The Chair welcomed Sherin Aminossehe to her first 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: Mr Westerman reminded the Board that despite temporary extensions granted by the appointing bodies, several Trustees were still due for consideration for reappointment in 2022. Following a recent call with Lord Parkinson, the Chair confirmed that the cases for the reappointments of Hugh Bullock, Lt Gen Andrew Figgures and Mark Urban had reached the Secretary of State for approval.

Suzanne Raine and Desmond Bowen’s terms had been temporarily extended to September
2022, and Mr Westerman confirmed that whilst progress was being made at the Foreign, Commonwealth and Development Office, he anticipated a tight deadline for approval.

Regarding the vacancy for a Public Engagement / Learning Trustee, held since December 2020, Mr Westerman confirmed that candidates had been interviewed and a shortlist drawn up pending a decision from the Department for Digital, Culture, Media and Sport (DCMS) on whether to progress the recommendations to the Secretary of State and Number 10, or to conduct the process afresh.

3.2 IWM Trading Company Ltd: Ms Lees confirmed that the Trading Company was still looking to appoint two new Directors and the Chair was liaising with potential candidates.

3.3 Art Commissions Committee: This item has been exempted under Section 40 of the Freedom of Information Act 2000.

3.4 Estates Advisory Committee: The Board approved the appointment of Dave Worthington to the Estates Advisory Committee for an initial period of three years. The Chair referred the Board to Mr Worthington’s CV circulated prior to the meeting and Ms Lees outlined Mr Worthington’s expertise in sustainability.

4 Minutes of the Meeting held on 7 December 2021 and Matters Arising

4.1 Minutes of the meeting held on 7 December were approved for signature.

Action: Ms Allwood to circulate the Fundraising Direction of Travel paper as agreed under paragraph 12.5 of the minutes.

5 Breaking The Silence Review

5.1 The Chair set out the running order for discussion; The internal auditors would be invited to join the meeting for discussion of the findings of the internal audit review and subsequent Audit Committee (AC) report. The Board alone would then discuss the basis upon which the report and draft press release circulated as part of the papers for the item, would be published.

On behalf of the Board, Mr Westerman expressed his thanks to the Executive Leadership Team (ELT) for their availability and transparency throughout the review process.

The Board welcomed The internal auditors to the meeting.

5.2 Mr Westerman invited Gen Andrew Figgures, Chair of the AC, to comment on the AC report. Gen Figgures reported that following the Board’s decision at the last meeting that an internal audit review should be undertaken, Terms of Reference (TORs) were agreed by the AC and ELT. The TORs and the Auditors conclusions to the specific questions posed in the TORs were included as Appendix B to the internal audit review.

The AC discussed the internal audit review at their last meeting and based on the AC’s feedback, ELT produced an action plan. Gen Figgures reported that the AC agreed that the major piece of work resulting from the review related to developing the culture at IWM and IWM’s approach to risk. Gen Figgures acknowledged the prescriptive nature of the AC report but felt it was reflective of the amount of work to do. The AC proposed that ELT be given time to action the plan and recommendations, and the committee would take a view at their next meeting to decide a point at which to formally review progress made. Gen Figgures emphasised the long-term nature of the action plan.

The internal auditor introduced the internal audit report and referenced the direction given through the TORs. He confirmed that the findings of the internal audit report aligned with those outlined in the
internal investigation which had already been undertaken. He wished to acknowledge the excellent cooperation he had received from IWM management throughout his review.

The internal auditor confirmed that the main finding of his report was that there was no single point of failure, rather there were various failures in governance. The five major recommendations of the review covered governance, escalation and tendering processes which required improvement. All findings of the review were agreed by IWM management. He explained that as was the norm with governance audits, there were no low-priority findings but a series of medium and high priority recommendations. He referred the Board to ELT’s action plan circulated as part of the papers which would act as a live document and track progress made against the recommendations set to improve governance processes and controls.

The internal auditor added that the review found that the role of the Editorial Board was ambiguous, and the board was not operating within its TORs, functioning as a process rather than a governance board. In this instance, the board was not asked for a decision on the event but was given a brief for information, and as a result no escalation took place. He recommended that the TORs for all governance boards be reviewed concurrently to ensure consistency and clarity in their remit and operation.

5.4 The Chair thanked The internal auditors and Gen Figgures on behalf of the Board for their thorough and comprehensive reports and invited Trustees to comment. The ensuing discussion covered the following key points:

5.5 Trustees expressed concern regarding the impact of stretched resources on the organisation’s ability to undertake and maintain the changes outlined in the action plan. ELT confirmed that teams across the organisation were stretched due to the recruitment freeze and activity reviewed on an ongoing basis and has been paused or cancelled where necessary. ELT highlighted that this is reflected in the extended timelines in the action plan. Trustees acknowledged that Culture continues to be rated as Red on the Strategic Risk Register and agreed that Trustees should consider how they can better support the organisation in this way.

Ms Lees added that a risk workshop took place between the AC, ELT and members of the Governance team and actions are being taken forward to ensure the Strategic Risk Register accurately reflects risk and response.

5.6 The Board considered the question of responsibility, specifically with regards to the review’s finding that there was no single point of failure. The Board acknowledged that Trustees held overall responsibility for ensuring processes are fulfilled and considered whether the extent to which the Board challenge the D-G, ELT and management on these matters has been sufficient. Ms Lees emphasised that as D-G she accepts responsibility for the events which unfolded in the run-up to and following the Breaking The Silence performance at IWM London and also takes responsibility for actioning the recommendations of the review.

5.7 The Board agreed upon the importance of ensuring a proportionate response whilst acknowledging the issue is being taken seriously by Trustees and ELT, and that this should be communicated in the press release. The Board also considered whether the press release should acknowledge that the content of the performance was controversial regardless of timing but was in line with IWM strategy on that front. Trustees agreed that IWM remaining a safe space for the exchange of ideas was critical to its mission.

5.8 The Board agreed upon the importance of safeguarding the young performers both as a part of the event itself and the subsequent media coverage.

5.9 The Board thanked The internal auditors for their contributions. They left the meeting.

5.10 This item has been exempted under Section 36 of the Freedom of Information Act 2000.
5.13 In conclusion, the Board **agreed** that the internal audit report and accompanying statement should be published on the IWM website as soon as possible. *This item has been exempted under Section 36 of the Freedom of Information Act 2000.*

5.14 On behalf of the Board, the Chair acknowledged the stress and impact on staff, thanked the D-G, ELT and Trustees for their input and stated that the organisation should now move on

6 **Corporate Plan**

6.1 Ms Lees introduced and set the context for the corporate plan which was presented to Trustees for approval. Ms Lees explained that having had to rewrite the CP21 plan several times during the year due to the impact of the pandemic, and in the context of significant risks to IWM including the impact of inflation and continued uncertainties around the Comprehensive Spending Round and Critical Infrastructure Fund, ELT agreed that the first year of CP22 will be addressed in two stages of approvals. The first stage would primarily commit to regulatory and compliance activity, and ELT would consider further approvals at the end of quarter two to decide whether to release more projects and investment into the plan. Ms Lees added that teams were asked to plan conservatively with regards to visitor numbers. From year two of the plan onwards, activity returned to more familiar footing with regards to planned activity.

6.2 The Board acknowledged the conservative approach taken and questioned how ELT will continue to monitor and manage issues with resource. Mr Card explained that ELT’s approach to the planning process and where focus on resource should lie will be communicated at the upcoming ELT roadshows. Additionally, resource analysis was a familiar exercise for staff and had already taken place through the planning process and was reflected in the focus on regulatory and compliance activity in stage one. Ms Lees acknowledged that resource risks remain including the impact of wage inflation and IWM’s ability to be competitive in the marketplace.

6.3 Trustees touched upon the unfolding conflict in Ukraine and commented that IWM’s acknowledgement and approach to the conflict thus far had been relatively low profile. Ms Lees acknowledged that stretched resource limited IWM’s ability to pivot in such a way. The Board agreed to continue this element of the discussion under Item 7.

6.4 Trustees acknowledged that the corporate planning process began in September and questioned the ability of the plan to adapt to the fast-changing external environment, specifically relating to conflicts such as that in Ukraine and the impact on world economics. Mr Card acknowledged that whilst a sensitivity analysis was undertaken to consider such impacts, it was difficult to predict specific elements such as international visitation, whilst other elements such as energy costs were more within IWM’s power to control. However, spending for large scale projects relating to the estate and the Art Galleries may have to be revisited and phased.

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

6.6 Trustees advised reviewing some of the language used throughout the plan to de-politicise the document.

6.7 The Board **approved** the 2022-2027 Corporate Plan.

7 **2022-26 Public Programme**

7.1 *This item has been exempted under Section 36 of the Freedom of Information Act 2000.*
The Board considered specific elements of the public programme paper circulated prior to the meeting and raised the following points:

- Appropriate commemoration of the Vietnam war is of great importance if IWM aspires to be more than a British institution. Specific mention should be made to the involvement of New Zealand forces as well as Australian.
- This item has been exempted under Section 36 of the Freedom of Information Act 2000.
- Trustees asked to be brought into discussions around the Northern Ireland exhibition at an early stage given the contentious issues.
- Trustees remarked that the public programme still felt too separate from the Digital Content Strategy. ELT agreed and explained that the Digital Content Strategy presentation to Trustees had been delayed for this reason.

Prior to the meeting, the Board had requested an overview of IWM's planned activity around the conflict in Ukraine. Ms Webber acknowledged that the subject matter was a challenge to IWM as there were few Ukraine-specific objects in the collections no inhouse expertise within the Curatorial team on Ukraine. Therefore, IWM would draw upon the knowledge of external expertise, including the IWM Institute Associates. Ms Webber acknowledged the sensitivities and risks involved in drawing on content and confirmed that all planned activity would be considered by the Reputation and Brand Board and an extensive Q&A briefing note would be continuously updated. Ms Webber explained IWM's approach would give historical context to the conflict and gave a detailed overview of planned activity including social media content; a special episode of IWM's Conflict of Interest podcast; and a video for parents on how to talk to children about war and conflict which was already planned but had been brought forward.

Ms Webber agreed that limited capacity across teams limited IWM's ability to pivot resource away from planned activity, and would be addressed through the Digital Content Strategy to better enable IWM to respond to the external environment.

Ms Webber invited advice, ideas and suggestions from Trustees.

Trustees advised that resource used to push social media content related to the Second World War and previous content be redirected to produce content related to the Ukraine and suggested that content previously produced for the Refugees season, for example, could be particularly relevant. The Board also advised that the Ukrainian famine be included in the historical take as well as the impact of the conflict on the ground, and that it might be pertinent to reach out to the Ukrainian Ambassador.

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

There was not enough time in the meeting to consider the report in full. The public programme will return to the next meeting for consideration.

The Board acknowledged the Report circulated prior to the meeting. There were no additional comments or questions.

The Board APPROVED a request for a grant to IWM Trading Company for Learning Activities, details of which were outlined in Section Two of the paper.

Trustees acknowledged the report, there were no additional comments or questions.
10 Collections Review
10.1 Trustees acknowledged the report, there were no additional comments or questions.
10.2 In accordance with the Collections Development Policy, the Board APPROVED the disposal of 11 uniform items to offer to regimental museums; 11 duplicate uniform items; 7 uniform items of low significance and 17 clothing items, as detailed in the report circulated.

11 Committee Reports
11.1 The Board acknowledged the Committee Reports circulated prior to the meeting. There were no additional comments or questions.

12 Agendas for 2022 and Away Day Agenda
12.1 Away Day Agenda: Ms Lees proposed that Trustees conduct a PESTLE analysis on IWM’s ‘washing line’ document which covered planned future activity. ELT would draft a proposal and circulate to Trustees for input.

13 Date of Next Meeting: Tuesday 28 June 2022, 2.00pm – 4.00pm, IWM London

14 Any Other Business
14.1 There were none.