



MINUTES

IN CONFIDENCE

Board of Trustees (2022-06)

Date 28 June 2022, IWM London

Present Matthew Westerman (Chair)

Sherin Aminossehe, Desmond Bowen, Hugh Bullock, Lieutenant General Andrew Figgures, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Commodore Muhammad Zeeshan Nabi Sheikh, Air Marshal Edward Stringer, Tamsin Todd, Mark Urban, Rear Admiral Mike Utley, and Sir Guy Weston

In attendance Dame Diane Lees, Director-General;
Jon Card, Executive Director, Collections & Governance;
Gill Webber, Executive Director, Content and Programmes;
Pete Austin, Assistant Director, Marketing and Communications (Item 5);
Nick Hodder, Assistant Director, Digital Transformation (Item 5);
Rebecca Newell, Head of Art (Item 6);
Liz Robertson, Head of Partnerships (Item 6);
Alex Tyrrell, Assistant Director, Exhibitions, Interpretation and Design (Item 7);
Katie Allwood, Governance Manager/ Board Secretary (Minutes)

1 Welcome and Apologies for Absence

Apologies were received from the High Commissioners from Canada, India, New Zealand, Pakistan (represented by Commodore Muhammad Zeeshan Nabi Sheikh for items 1-7), Sri Lanka 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.

3 Trustee Appointments and Committee Membership

3.1 Board Membership: The Chair reported that Hugh Bullock, Lt Gen Andrew Figgures and Mark Urban had been formally reappointed for second terms and the announcement had been made on the gov.uk website.

There had been no update from the Foreign, Commonwealth and Development Office regarding Suzanne Raine and Desmond Bowen's terms, which had been temporarily extended to September 2022.

Mr Westerman reported that the Department for Digital, Culture, Media and Sport (DCMS) had indicated that the recruitment campaign for the new Public Engagement and Learning Trustee should be ready to launch in July. The campaign would run alongside that for

a new Digital Trustee as Tamsin Todd's second term was due to end in March 2023.

Reappointment requests for Sir Guy Weston and Margaret MacMillan and the request to extend the Chair's term had been drafted and submitted to DCMS.

- 3.2 IWM Trading Company Ltd: The Board **approved** the appointment of Andrew Patrick and Annabel Jack as Directors of the Trading Company Ltd Board, for an initial term of three years. Sir Guy referred Trustees to their respective CVs which were appended to the papers under Item 15.
- 3.3 Art Commissions Committee: *This item has been exempted under Section 40 and Section 36(2)(c) of the Freedom of Information Act 2000.*

4 Minutes of the Meeting held on 15 March 2022 and Matters Arising

- 4.1 Minutes of the meeting held on 15 March were approved for signature. There were no matters arising which were not covered on the agenda.

5 Digital Content Strategy

- 5.1 The Board welcomed Mr Hodder and Mr Austin to the meeting, whose presentation covered the background, goals, opportunities, timelines, areas of investment, risks, and intended outcomes of the Digital Content Strategy, presented to Trustees for approval. The Chair welcomed questions and comments from the Board.
- 5.2 *This item has been exempted under Section 43 of the Freedom of Information Act 2000.*
- 5.3 When asked to expand on the speed of delivery, Mr Hodder explained the journey of growth of IWM's social channels so far and emphasised the need for proportional growth of the strategy, in relation to the amount of resource across teams which sits underneath it. The primary phases of the Strategy would be used to build evidence and data to inform decisions about ambitions beyond the current scope of the strategy. Mr Hodder added that whilst there are challenges in terms of recruitment in this area, it is more of an issue for roles specifically relating to digital transformation.
- 5.4 Ms Webber confirmed that digital content is governed by existing governance structures, specifically the Editorial Sub-Committee and Reputation and Brand Board, and subject to the same editorial processes as physical gallery content. The governance structure also considered safeguarding of staff managing and producing digital content as would the Social Media Policy, under development.
- 5.5 Mr Austin explained that the Audience Growth Strategy, currently being drafted, would help build understanding about IWM's digital and physical audiences to help ensure content appeals to a diverse cross-section of society.
- 5.6 Trustees thanked Mr Hodder and Mr Austin for their work and urged regular updates through the performance and financial review reports. The Board recognised some of the risks involved in implementing the strategy, specifically the digital content of external organisations and influencers.
- 5.7 The Board asked for an update on IWM's approach to content surrounding the conflict in Ukraine. Mr Hodder explained that based on evidence so far the agreed approach, which had been discussed with several Trustees as part of a working group, was to create a new channel in addition to a number of physical projects outlined in the proposal circulated prior to the meeting.
- 5.8 The Board **approved** the Digital Content Strategy and the adjunct paper proposals.

6 IWM 14-18 NOW Legacy Fund Presentation

- 6.1 Ms Newell and Ms Robertson joined the meeting to present an update on the IWM 14-18 NOW Legacy Fund. The presentation covered the background of the fund, an overview of partners and artists engaged so far with specific emphasis on Ulster University, one of the major partners awarded a grant of £250k, and a partner from the Subject Specialist Network, Gateways to the First World War, awarded a grant of £20k. Next steps for the programme included the appointment of seven additional partners, the roll out of the commissions and further proposals. The Trustees' Art Commissions Committee (ACC) oversees the governance of the programme and would consider how any future tranches of income from the *They Shall Not Grow Old* film would be spent.
- 6.2 As Chair of the ACC, Mr Marlow explained how the Committee's remit had evolved over time and encouraged input from Trustees on how this might be reflected in the Committee's Terms of Reference. Mr Marlow added that the programme aligned with the government's levelling up agenda and boosted IWM's profile as a supporter of artists and other organisations.
- 6.3 The Board agreed upon the importance of encouraging as much diversity as possible amongst partner organisations, without being too prescriptive. Ms Newell and Ms Robertson agreed there were ample opportunities for IWM to strategically suggest potential collaborations across organisations and artists as the programme develops.

The Board thanked Ms Robertson, Ms Newell and the ACC for their work.

7 2022-26 Public Programme

- 7.1 Ms Tyrrell joined the meeting to present on the public programme scheduled for 2022-26, including a reminder of IWM's core audiences, the public programme strategy, Institute programming, the Duxford flying programme, and future anniversaries and exhibitions.
- 7.2 Trustees advised upon the importance of identifying fundraising and sponsorship opportunities across the programme. Dame Diane confirmed the Director of Development and the Development Committee had already started work on this.
- 7.3 Ms Webber confirmed that the Board's previous comments regarding the need to exercise caution around the approach to sensitive topics included in the programme had been taken on board and that advisory panels would be carefully considered.

Trustees thanked Ms Tyrrell for her presentation and approved the programme.

8 Approach to Risk Management

- 8.1 Mr Card gave an overview of the work undertaken so far under the advisement of the Audit Committee, who agreed the direction of travel for the approach to risk management as set out in the paper circulated prior to the meeting. The approach was centred around embedding an ecosystem of risk management across the organisation, which linked risk appetite to the strategic objectives and encouraged the identification of risk as a positive move. The Audit Committee were due to hold a further workshop in the Summer and the strategy would be presented to the Board for approval in September.
- 8.2 As Chair of the Audit Committee, General Figgures added that the new strategy will require input from Trustees, to identify what the risks are, and to acknowledge and plan to accept a certain degree of risk, for example in the case of IWM's public programme.
- 8.3 When questioned on the level of understanding of risk held across the organisation at present, Dame Diane explained that it varied across teams and that implementation of the strategy would involve

clear communication what identifying a risk means, so as not to stifle creativity. The Board agreed that Trustees should add a broader perspective of views and types of risk, informed by their own backgrounds and areas of expertise, and that the strategic risk register should help to communicate risks faced by the organisation to external stakeholders, including DCMS.

- 8.4 The Board commended the work undertaken thus far and thanked members of the Audit Committee for their input.

9 Annual Strategic Development Review

- 9.1 Dame Diane introduced the paper which was taken and read. There were no further comments or questions from the Board.

10 Annual Report and Accounts

- 10.1 Mr Card introduced the report and explained that the accounts presented were a representation of the combined group position. Mr Card highlighted that the overall report had been condensed as much as possible, now included an executive summary and the strategic priorities had been reordered, reflecting Trustees' feedback the previous year. Mr Card explained that despite challenging circumstances, the financial position had moved in a positive direction of travel across the year.
- 10.2 The Chair of the Audit Committee recommended to the Board that the accounts should be signed-off. *This item has been exempted under Section 31 of the Freedom of Information Act 2000.*
- 10.3 The Board **approved** the Annual Report and Accounts 2021-22 for signature and thanked the Audit Committee and teams involved for their input.

11 Director-General's Report

- 11.1 Dame Diane introduced the report and noted the inclusion of key risks outlined in the introduction. Trustees noted the number of Freedom of Information requests received and Dame Diane confirmed this reflected the natural cycle of fluctuations in terms of requests received across the year. There were no further comments or questions.

12 Performance and Financial Review

- 12.1 Mr Card introduced the report and noted that financial performance year to date had been positive, achieving just over forecast. Mr Card referred Trustees to section two of the paper which detailed the outcome of the spending review and ongoing discussions with DCMS with regards to pay remit, including that staff under the Trading Company would not receive a bonus this year as financial targets were not met. Trustees considered the importance of working with and targeting local partners and audiences to generate funding for projects.
- 12.2 When asked to expand on the risk relating to maintaining staff, Dame Diane agreed that the risk was of concern given the cost of living crisis and ongoing negotiations with DCMS regarding pay, however the team were looking into a range of options to reward staff in other ways, which would in part be informed by the upcoming staff engagement survey.

13 IWM Projects Update

- 13.1 The Board acknowledged the written report which was taken as read. *This item has been exempted under Section 36(2)(c) and Section 43 of the Freedom of Information Act 2000.*
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14 Collections Review

- 14.1 Trustees acknowledged the report, there were no additional comments or questions.
- 1.42 In accordance with the Collections Development Policy, the Board **approved** the disposal of eight objects as detailed in the report circulated.

15 Committee Updates and Annual Report to the Board

- 15.1 Estates Advisory Committee: Mr Bullock reported that the reappointment of Committee members had been delayed as a result of the delays to the reappointments at Board level.

16 Future Agendas

- 16.1 The Board agreed that the next meeting should take place at IWM London.

- 17 Date of Next Meeting:** 20 September 2022 at IWM London

18 Any Other Business

- 18.1 *This item has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.*