

Board of Trustees (2022-09)

Date 20 September 2022, IWM London

Present Matthew Westerman (Chair)

Sherin Aminossehe, Hugh Bullock, Lieutenant General Andrew Figgures, His Excellency Ralph Goodale, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Commodore Muhammad Zeeshan, 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, Deputy Director-General, Executive Director, Collections & Governance;
Vicky Stanbury, Executive Director, Commercial & Operations;
Gill Webber, Executive Director, Content & Programmes;
This item has been exempted under Section 40 of the Freedom of Information Act 2000
Head of Art (Item 6);
Jo Burden, Project Leader, Visual Media Galleries (Item 6);
This item has been exempted under Section 40 of the Freedom of Information Act 2000,
Governance Manager/ Board Secretary (Minutes)

1 Welcome and Apologies for Absence

Apologies were received from Desmond Bowen and the High Commissioners from Australia, India, New Zealand, Sri Lanka, South Africa and Pakistan (represented by Commodore Muhammad Zeeshan).

The Chair welcomed Ms Stanbury to her first Board meeting.

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 informed the Board that approval from the Foreign, Commonwealth and Development Office for three-month extensions to Mr Bowen's and Ms Raine's terms was pending. The relaunch of the Public Engagement and Learning, and Digital Trustee campaigns had been delayed over the Summer. Submissions for the reappointment of Sir Guy Weston and Professor Margaret MacMillan had been submitted.

3.2 Estates Advisory Committee: The Board **approved** the reappointment of Mr Bullock, as Chair of the Estates Advisory Committee (EAC), and of Mike Griffiths, David Godden and Beth West as co-opted members for a period of three years respectively.

- 3.3 Art Commissions Committee: The Chair of the Art Commissions Committee reported that the Committee had agreed to approach *This item has been exempted under Section 40 of the Freedom of Information Act 2000* to join as a new member following Paul Seawright's resignation in the Summer and were awaiting a reply.

4 Minutes of the Meeting held on 28 June 2022 and Matters Arising

- 4.1 Minutes of the meeting held on 28 June were **approved** for signature. There were no matters arising which were not covered on the agenda.

5 *This item has been exempted under Section 43 and Section 36 of the Freedom of Information Act 2000*

6 TIWML3 Presentation

- 6.1 Ms Newell, Ms Burden and Ms Carter joined the meeting to present on the new Blavatnik Art, Film and Photography Galleries. Ms Carter introduced the background to the project, the total cost for which totalled £4.5million. Ms Burden gave an overview of the visitor outcomes, floor plan and thematic perspectives. Ms Newell covered an overview of the content and themes; *This item has been exempted under Section 36 of the Freedom of Information Act 2000*. Ms Burden detailed a breakdown of the budget which included conservation work, the strip out and decant, and project management. Ms Burden also covered the programme which was on target to open in November 2023.
- 6.2 Trustees questioned how much of the planned content in the galleries would be permanent. Ms Newell explained the space would be permanent with a 15-year trajectory, but the team were factoring rotation into the plans and uses the requirement for flexibility to respond to new and ongoing conflicts.
- 6.3 The Board questioned whether the necessary structures were in place to facilitate the likely increase in demand for access to the collection following the opening of the new galleries. Ms Newell explained that 99% of the art collection was already digitised, but the team were considering audience development as part of this as well as opportunities for loans. Ms Webber added that the ambition for Institute was to improve access to the collection, both physical and digitally, through the vision for new research services which would require external fundraising.
- 6.4 *This item has been exempted under Section 36 of the Freedom of Information Act 2000*
- 6.5 The Board sought more information on how the galleries would link to the online offer. Ms Newell explained the team were looking at possible links through trails, QR codes and digital curator tours to ensure a coherent offer between the physical and digital space. Ms Webber added that this was also being explored through the Institute short courses pilot.
- 6.6 The Board suggested there might be room for greater ambition with the proposed plans for the screening rooms. Ms Carter explained that the learning spaces would complement the galleries in that way, but the current plans for the screening rooms enabled the greatest variety of content.
- 6.7 Trustees questioned how the team planned to engage younger audiences with the new galleries. Ms Newell explained the team were working with Public Engagement and Learning colleagues to consider opportunities such as visual identities for labels and creating content for young people in the spaces.
- 6.8 *This item has been exempted under Section 36 of the Freedom of Information Act 2000*
- 6.9 Trustees advised careful consideration around the level of detail included around the works on display. Ms Newell agreed upon the importance of not overloading visitors and explained the

intention was to use the online offer to expand on the information.

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

7 Risk Strategy and Strategic Risk Register Review

- 7.1 Mr Card introduced the new strategy and risk register, brought to the Board for endorsement. Mr Card confirmed the documents had been drafted alongside the guidance of the government Orange Book and DCMS' work on risk, and under advisement of the Audit Committee. Mr Card referred to the new format strategic risk register, which demonstrated clear ownership of different risk areas.
- 7.2 Chair of the Audit Committee, General Figgures, commented that it would be difficult to ask Trustees to agree to the content of the register and risk appetite at this stage and suggested it might be helpful to produce an iteration in development with the corporate plan. It was clarified that the register was a living document and that the Board were being asked to endorse the approach to and management of risk, and to recognise the role of Trustees in supporting the Executive to manage risks including escalation to the Board when necessary. The Board considered that the register should also be cascaded through Trustee Committees. Trustees welcomed a formal presentation and deep dive into IWM's financial situation at the next meeting, with a view to test issues ahead of the corporate plan in March.
- 7.3 Members of the Audit Committee present added that the strategy and register represented an 'ecosystem' approach to the management of risk, which required a degree of fluidity. Audit Committee Trustees prompted that at this level, the Board were being asked to endorse the culture related to risk at IWM, rather than the detail or wording, and asked the Board to consider whether they were content to sign off on the thresholds for risk ratings and to consider the conditions for which a risk should be escalated to Board level.
- 7.4 The Board acknowledged the cultural shift the new approach reflected, for both Trustees and staff, and questioned how that culture would be fostered internally and how staff would be encouraged to escalate risk when necessary. Dame Diane explained that an internal governance review was underway, which included a review of Governance Board Terms of Reference which aided in building an ecosystem for the risks already known, and in closing any gaps to ensure clarity and that staff know where and how to raise risks. There had been a recent staff briefing on governance and Governance Boards would also discuss risk and undertake horizon scanning at every meeting.

Action: Ms Allwood to circulate governance briefing presentation out of session.

- 7.5 The Board **endorsed** the Risk Strategy and Strategic Risk Register.

8 Director-General's Report

- 8.1 Dame Diane introduced the report circulated prior to the meeting and highlighted the key risks *This item has been exempted under Section 36 and Section 31 of the Freedom of Information Act 2000*
- 8.2 Ms Stanbury gave an overview of activity from the September Air Show, *This item has been exempted under Section 43 of the Freedom of Information Act 2000* placing it as the most successful Air Show in that respect.
- 8.3 Trustees questioned the reasons behind declining Black and Ethnic Minority visitors as detailed in the report. Ms Webber explained this was largely linked to declining family visitors and additional resource had since been allocated to regular families programming. Ms Webber added that there had been positive qualitative responses from the summer families programming and the team would continue to look into addressing the declining Black and Ethnic Minority figures.

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

8.5 Ms Webber expanded on the recent stakeholder visits detailed in the report. The Board questioned whether it would be helpful to involve Trustees more in such visits. Dame Diane agreed. When asked by Trustees, Mr Westerman updated the Board on the plans for the Holocaust Memorial. The Board agreed to continue to monitor the situation. Trustees commented upon the positive work around sustainability at Duxford, which was ongoing. Ms Webber confirmed that appointments had been made for the new Assistant Director, Narrative and Content and Assistant Director, Public Engagement and Learning.

9 Performance and Financial Review

9.1 Mr Card reported a strong first quarter and confirmed the good performance had continued over the summer, achieving £1.5m above target in visitor income, and 27% above forecast in visitor numbers. Mr Card directed the Board to an initial assessment on what the impact of inflation might be over the current and next two financial years, as detailed in the report. Looking ahead, Mr Card reported that the protection on energy costs would start to unwind to a degree, but IWM was still in a strong position. The pay model was due to be reviewed in autumn, in the context of a difficult recruitment market and high staff turnover at 30%. Mr Card summarised that overall, the organisation was in a positive financial position after factoring in the initial assessment of the potential impact of inflation, and the focus would be on retaining the funds generated from the recent strong performance to protect IWM in the future.

9.2 The Board sought an update on chargeable sites and retail performance. *This item has been exempted under Section 43 of the Freedom of Information Act 2000.* The Board agreed the financial climate should feature high on the risk register. Dame Diane commented that the additional £4.6m from DCMS had been helpful this financial year, but it would be difficult to judge the rate or impact of inflation in certain areas and would therefore remain under regular review. Dame Diane added that energy use would be monitored through the Sustainability Strategy. It was agreed that a report on the findings of the recent staff engagement survey would be presented at the March meeting.

10 Projects Update

10.1 The Board acknowledged the report circulated. Discussions around this item were covered under Items five and six.

11 Collections Review

11.1 In accordance with the Collections Development Policy, the Board **approved** the disposal of four objects as detailed in the report circulated.

12 Committee Updates and Audit Committee Annual Report to the Board

12.1 Audit Committee: The Board thanked the Audit Committee for their work on the development of the Risk Strategy.

12.2 Estates Advisory Committee: Mr Bullock referred to the AvTech sub-group which had been set up and would meet on an ad-hoc basis to support the work around the AvTech development. The Board **approved** the Committee's Terms of Reference which included one revision to remove the cap on the number of members.

12.3 Trading Company Ltd: Sir Guy reported that at the last meeting Directors received a presentation on catering performance and held a discussion on pricing, to be continued at the next meeting.

12.4 Art Commissions Committee: Mr Marlow updated the Board on the latest developments from the IWM 14-18 NOW Legacy Fund programme.

Action: Ms Allwood to circulate the Legacy Fund programme of events, out of session.

13 Future Agenda Items

- 13.1 The Board acknowledged the paper circulated detailing future agenda items. The Chair welcomed additional suggestions.

14 Date of Next Meeting: 6 December 2022, Churchill War Rooms

15 Any Other Business

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