1. Welcome and Apologies for Absence

1.1. Apologies were received from the High Commissioners from Canada, Pakistan (represented by Commodore Muhammad Zeeshan Nabi Sheikh), India, Sri Lanka, South Africa.

1.2. The Chair welcomed Ambassador Vadym Prystaiko from the Embassy of Ukraine as a special guest to the meeting. The Chair also welcomed the new High Commissioners of Australia and New Zealand to their first meeting.

2. Conflicts of Interest

2.1. Trustees were invited to declare any conflict of interest with any item on the agenda. There were none.

3. Special Presentation on Contemporary Collecting and IWM Programming on the Ukraine War

3.1. Ms Tyrrell, Mr Johnston, Mr Thomas and Ms Webber delivered a presentation on IWM’s contemporary collecting ambitions and programming to date around the war in Ukraine. The Ambassador reflected on the presentation, development of the war over the course of the past year and his previous engagement with IWM to date, including President Zelensky’s visit to Churchill War Rooms. The Ambassador was positive about fostering opportunities to contribute
to IWM's collections and looked forward to continued cooperation between IWM and the Embassy of Ukraine. The Chair thanked the Ambassador for his reflections and opened the floor to questions.

3.2. Trustees sought to understand more about IWM's ambitions around capturing frontline experiences and Mr Johnston explained the intention was to be able to visit training camps of Ukrainian soldiers to record their experiences. Trustees reflected on IWM's previous *Culture Under Attack* season and suggested there was an opportunity to revisit those themes within the Ukraine war and to look at how IWM is positioned to support cultural institutions in Ukraine.

3.3. Trustees sought to understand more on the proportion and balance of curatorial expertise for contemporary collecting as compared to rest of collections, both physical and digital. Mr Johnston explained IWM's collecting strategy which involved ongoing collections reviews and development work, interpreting the collections for future use. The digitisation programme also made the physical collections available to new, wider online audiences.

3.4. On behalf of the Board, the Chair thanked the Ambassador for joining the meeting. The Ambassador expressed he looked forward to continued cooperation between IWM and the Embassy of Ukraine.

4. **Trustee Appointments and Committee Membership**

4.1. **Board Membership:** Ms Raine had been formally reappointed by the Foreign, Commonwealth and Development Office for a second term. The campaign for a new Diplomatic and International Relations Trustee had gone live. Approval for the campaigns for a new Public Engagement and Learning (PEL) Trustee and a new Digital Trustee to go live was still pending. The PEL Trustee role had been vacant since December 2020. Ms Todd had agreed to serve a six-month extension to her second term to mitigate the delay to approval.

4.2. **Art Commissions Committee:** *This section has been exempted under Section 40 of the Freedom of Information Act 2000.*

4.3. **Audit Committee:** Two Audit Committee vacancies were live as the external co-opted member had decided to step down at the end of her second term ending 31 May 2023.

5. **Minutes of the Meeting held on 6 December 2022 and Matters Arising**

5.1. The minutes of the meeting held on 6 December were approved for signature. There were no matters arising which were not covered on the agenda.

6. **Northern Ireland Sub-Committee Report**

6.1. Dame Diane introduced the item and referred to discussions held at the last Board meeting, wherein the risks to IWM associated with the exhibition were formally escalated to Trustees, and a Trustee Sub-Committee was subsequently formed to support staff with continued risk identification and mitigation. Ms Webber thanked the Sub-Committee for their support. Dame Diane commented that this case served as a good example of the implementation of the new risk management strategy.

6.2. As Chair of the Sub-Committee, Professor MacMillan referred to the Sub-Committee’s activity report, circulated prior to the meeting. Professor MacMillan reported good cooperation from staff and helpful input from Sub-Committee members, and gave an overview of the areas of focus and
6.3. Mr Westerman acknowledged the successful work of the Sub-Committee to mitigate risk and commented the theme of the exhibition was at the core of IWM’s remit. Trustees agreed that future escalations should be considered on a case-by-case basis and that the handling of this case should not set a blueprint for future exhibitions.

6.4. The Board approved the report of the Northern Ireland Sub-Committee.

7. Corporate Plan and Financial Sustainability

7.1. Dame Diane introduced the item and gave an overview of the operating environment and context which informed the rationale of the corporate plan, which was to focus investment on those projects which would progress IWM’s top-level priorities. Mr Card referred to the finances detailed in the associated papers, which reflected the business model which had changed in recent years due to a reduction in grant in aid from government and the need to develop the long-term financial sustainability. Mr Card summarised the income estimations as modestly ambitious, and these would be supported by increased investment in marketing expenditure and a specific focus on some new income generating initiatives. A revised admissions charging policy had already been developed and implemented.

7.2. Trustees questioned whether the team had any sense of the potential response regarding the comprehensive spending review. Dame Diane explained that consistent messaging to communicate IWM’s position was key. The Board noted the importance of IWM’s flexibility to respond to the changing financial environment. Dame Diane outlined IWM’s approach to financial sustainability based on reducing fixed costs, although some investment would be needed in certain areas, such as marketing, to maximise income generation.

7.3. This item has been exempted under Section 36(2) (c) of the Freedom of Information Act 2000. Dame Diane added that IWM’s pay award was in line with the sector.

7.4. This item has been exempted under Section 36(2) (c) of the Freedom of Information Act 2000. Ms Webber gave an update on the work to address the backlog in research room bookings, which had improved but was still dependent on staff resource and advancements as part of the digital transformation programme.

7.5. This item has been exempted under Section 43(2) of the Freedom of Information Act 2000.

7.6. When questioned on the anticipated performance for Membership, Ms Stanbury explained the relatively new model was performing well and the uplift reflected the upcoming developments as part of the digital transformation programme.

7.7. The Board approved the corporate plan 2023-27.

8. Breaking The Silence Audit Follow-Up Report

8.1. As Chair of the Audit Committee, General Figtures introduced the item and referred to the internal audit follow-up report circulated prior to the meeting. General Figtures reported that the internal auditor had reported in full at the Audit Committee’s last meeting, and reassured the Committee that there was evidence to support that all recommendations made in the original audit report had been implemented. General Figtures highlighted the recommendation relating to the prioritisation of staff training. Dame Diane explained that there had been significant turnover in the Public
Engagement and Learning team and that an internal review would be conducted in 12 months to assess training needs once the new team had settled in post.

8.2. The Chair thanked the Audit Committee for monitoring the implementation of the action plan on behalf of the Board.

9. **Staff Engagement Survey Outcomes**

9.1. Ms Harris introduced the report which was taken as read and gave an overview of the key outcomes of the staff survey which was undertaken as part of the HR Strategy. Ms Harris explained that the team had engaged a consultant to review the pay, rewards and benefits structure and the Executive Leadership Team would look at implementing recommendations with the new Director-General in post.

9.2. When questioned how the results of the survey compared to previous years, Dame Diane highlighted the reoccurring themes which covered clarity around pay and career progression, and explained how these would be addressed through the new pay progression model and reinvigorating the performance management system. Trustees commented on the positive impact of staff returning to work in the office post-pandemic.

10. **Delegated Authority**

10.1. Mr Card introduced the report which was taken as read. *This item has been exempted under Section 31 and Section 36(2)(c) of the Freedom of Information Act 2000.* Trustees sought more information on the civil liability insurance. Mr Card confirmed that insurance was in place and explained that Trustees were not individually liable; the Director-General as Accounting Officer was ultimately responsible. Under advisement of the Board, Mr Card agreed to an amendment to clarify that the Director-General’s authorisation limits are limited by plans approved and set out within the corporate plan.

10.2. *This item has been exempted under Section 31 and Section 36(2)(c) of the Freedom of Information Act 2000.*

11. **Director-General’s Report**

11.1. Dame Diane introduced the report which was taken as read and invited questions and comments. Trustees noted the list of achievements during Dame Diane’s tenure.

12. **Performance and Financial Review**

12.1. Mr Card introduced the paper and summarised the financial performance for the third quarter. There were no further questions or comments.

13. **Projects Update**

13.1. Trustees acknowledged the report circulated and Diane gave an update with respect to the fundraising campaign for the Blavatnik Art, Film and Photography Galleries. The team were also awaiting a response on a funding bid for the second playscape at Duxford.

14. **Collections Review**
14.1. In accordance with the Collections Development Policy, the Board approved the disposal of two objects as detailed in the report circulated.

15. Committee Updates

15.1. Audit Committee: The Board approved the Committee’s terms of reference.

15.2. Estates Advisory Committee: This item has been exempted under Section 43 of the Freedom of Information Act 2000.

15.3. Trading Company Ltd: Sir Guy reported that Directors were monitoring the pace and progress of the digital transformation strategy.

15.4. Art Commissions Committee: Mr Marlow reported that the IWM 14-18 NOW Legacy Fund was the continued focus of the Committee and acknowledged the programme as a significant legacy of Dame Diane’s tenure as Director-General. The Board approved the Committee’s terms of reference.

15.5. Development Committee: The Board approved the Committee’s terms of reference and the reappointment of Hugh Bullock, Professor Margaret MacMillan, Sir Guy Weston and Leonie Schroder as Committee members for another one-year term. The Board approved the reappointment of Matthew Westerman as Chair of the Committee.

16. Future Agenda Items

16.1. Trustees noted the annual away day would take place in October at IWM.

17. Date of Next Meeting: Tuesday 27 June 2023, 10.00am – 1.00pm, IWM London

18. Any Other Business

18.1. Chair Succession: Mr Westerman informed Trustees that the government had accepted that the IWM Board has the power to appoint their own Chair from within their number. As the elected Senior Independent Member to conduct the Chair election process, General Figgures set out the timeline for electing a new Chair as set out below:

- March – June 2023: Independent Trustee to meet with individual Trustees to consult on criteria for the new Chair and election process.
- 27 June 2023 Board Meeting: Independent Trustee to report progress update on timetable, selection criteria and election process.
- 26 September 2023 Board Meeting: Trustees to agree Chair criteria, election process and decision on whether to elect a Deputy Chair.
- 2 November 2023 (provisional but no later than 24 November): Trustees to hold election meeting to hear candidates individually present their manifesto and to answer questions from Trustees.
- 24 November 2023: Ballot papers and manifestos distributed with Board papers to Trustees.
- 3 December 2023: Trustees and nominated representatives submit ballot papers to Independent Trustee to be counted.
- 4 December 2023: ballot papers counted by Independent Trustee, Board Secretary and DCMS nominated official.
- 6 December 2023 Board Meeting: announcement of the new Chair to be made, pending DCMS endorsement.

General Figgures highlighted the importance of gaining and maintaining the support of all Trustees and DCMS throughout the Chair election process.
18.2. **D-G Departure:** The Chair took the opportunity to acknowledge the meeting as Dame Diane’s last Trustee meeting before stepping down as Director-General on 31 March 2023. Mr Westerman spoke to the significant achievements throughout Dame Diane’s 14-year tenure, commenting she had served IWM with commitment and distinction, and would leave IWM in a better shape than when she took up the role. Mr Westerman thanked Dame Diane on behalf of a grateful Board and thanked her personally for her commitment to ensuring a smooth transition to the new Director-General.