

Board of Trustees (2023-06)

Date 27 June 2023, IWM London

Present Matthew Westerman (Chair)

Sherin Aminossehe, Hugh Bullock, Lieutenant General Andrew Figgures, His Excellency Phil Goff, His Excellency Ralph Goodale, Brigadier KW Jayaweera, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Commodore Muhammad Zeeshan Nabi Sheikh, His Excellency Stephen Smith, Air Marshal Edward Stringer, Tamsin Todd, Mark Urban, and Sir Guy Weston

In attendance Caro Howell, Director-General
Jon Card, Deputy Director-General
Françoise Harris, Director, Resources
Vicky Stanbury, Executive Director, Commercial & Operations
Gill Webber, Executive Director, Content & Programmes
Ann Carter, Assistant Director Masterplanning (Item 5)
Katie Allwood, Governance Manager/ Board Secretary (Minutes)

1. Welcome and Apologies for Absence

- 1.1. Apologies were received from Vice Admiral Mike Utley and the High Commissioners from Pakistan (represented by Commodore Muhammad Zeeshan Nabi Sheikh), India, Sri Lanka (represented by Brigadier K W Jayaweera), and South Africa.
- 1.2. The Chair welcomed Ms Howell to her 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. Trustee Appointments and Committee Membership

- 3.1. Board Membership: The Chair provided updates on ongoing Trustee vacancies. The interviews for the International and Diplomatic Relations Trustee had concluded and a shortlist of appointees had been submitted to Ministers for approval. Shortlisting for the Public Engagement and Learning and Digital trustee vacancies had taken place and interviews were due to be held in July. Sir Guy Weston and Professor Margaret MacMillan had each been appointed for a second term, pending successful completion of security checks.
- 3.2. Chair Election: General Figgures updated the Board on the Chair election and gave an overview of the proposed timeline and process as set out in the briefing paper circulated prior to the meeting. General Figgures confirmed that he had held individual meetings with all Trustees bar the High Commissioner for South Africa and welcomed feedback and suggestions on the

proposed process, to be formally agreed at the Board meeting in September. There were no further questions or comments.

- 3.3. Art Commissions Committee: The Board **approved** the appointment of Jeremy Deller as a co-opted member of the Art Commissions Committee for an initial term of two years.
- 3.4. Audit Committee: General Figgures informed Trustees that recruitment for two new co-opted Audit Committee members was ongoing following one unsuccessful round of interviews.
- 3.5. IWM Trading Company Ltd: The Board **approved** the appointments of Caro Howell and Françoise Harris as Directors of the Trading Company.
- 3.6. Development Committee: The Board **approved** the appointment of Paddy Walker for an initial term of one year.

4. Minutes of the Meeting held on 14 March 2023 and Matters Arising

- 4.1. The minutes of the meeting held on 14 March were **approved** for signature. There were no matters arising which were not covered on the agenda.

5. *This section has been exempted under Section 43(2) of the Freedom of Information Act 2000.*

5.7 *This section has been exempted under Section 36(2)(c) and 43(2) of the Freedom of Information Act 2000.*

5.8 *This section has been exempted under Section 43(2) of the Freedom of Information Act 2000.*

6. Draft Framework Agreement

- 6.1. Mr Card introduced the agreement circulated, which was still in draft form, which was designed to replace the previous 2016 management agreement between IWM and DCMS. Mr Card highlighted the freedoms detailed in Annex B of the paper which, in a positive step, had been incorporated into the framework agreement document for the first time. A previous draft had been presented to the Audit Committee at their meeting on 16 May. Trustees were invited to comment and identify any issues, before the agreement was signed by DCMS and Ms Howell, pending sign-off by His Majesty's Treasury.

- 6.2. When asked to identify the key changes compared to the previous management agreement Mr Card explained that this version was very close to the previous agreement, compared to previous drafts. As Chair of Audit Committee, General Figgures confirmed that the Committee was comfortable that the draft did not constrain IWM's freedoms any more than the previous agreement. *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.*

- 6.3. *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.* Upon advice from the Board, Mr Card agreed to revise reference to 'Arm's-Length Bodies' and reference IWM specifically. Trustees advised that the information sharing clause under Section 30, make clear that this would be subject to GDPR regulations.

- 6.4. Mr Card agreed to incorporate work with the team on incorporating the suggested changes where appropriate *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.*

With agreement from Trustees the Chair took the remaining items in the following order:

8 Annual Report and Accounts

- 8.1 General Figures reported that the Audit Committee had reviewed the Annual Report and Accounts at their meeting on 26 June. *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.* With assurances from the NAO and Deloitte, the Audit Committee were content that the report and financial statements were coherent and adhered to statutory requirements and therefore recommended that the reports be signed by the Chair. Mr Westerman questioned whether there were any issues raised during the conduct of the audit. Mr Card confirmed that all auditors were content with how the audits had progressed and concluded. The Deloitte management letter had identified three items for improvement which had been agreed by management. Mr Card highlighted a slight adjustment to the figures relating to deferred admissions income from 2021/22. Mr Card summarised a positive financial performance across 2022/23, focused on rebuilding IWM's resilience following the pandemic.
- 8.2 The Board approved the Annual Report and Accounts 2022/23 for signature and thanked the Audit Committee and teams involved for their input.

7. Annual Strategic Review

- 7.1. The Chair introduced the report which was taken as read and invited questions and observations from the Board. Ms Webber was asked to expand on future ambitions for the research rooms since the booking backlog had subsided thanks to the efforts of the team involved. Ms Webber explained that the research room booking hours would be extended from August. There were ambitions for the research room to explore digital opportunities, which tied into the work around the International Working Strategy. Trustees were supportive of the plans for an International Working Strategy and offered their support in its development.
- 7.2. The Board questioned whether there were plans to establish a framework for ethnicity pay gap reporting. Mr Harris confirmed that there was a framework in place and new employees were required to enter data or opt out of entering data, which would help build a database from which to work. Efforts to encourage employees to complete such data were ongoing and would be aided by the incoming new Head of Access and Inclusion.
- 7.3. Mr Card expanded on the approach to recruitment and retention in the current financial context. Additional resource had been allocated through corporate planning for 2023/24 and the Executive Leadership Team (ELT) would revisit resource allocation at the mid-way review point in Quarter 2. Mr Card also updated the Board on ongoing discussions with Trade Unions and DCMS regarding the staff pay offer, and highlighted that ELT were giving careful consideration to the impact of the cost-of-living crisis on staff.

9 Director-General's Report

- 9.1 Ms Howell expanded on her activity detailed within the report, which had centred around starting to identify issues and priorities surfacing through introductory conversations with teams. This included greater clarity needed over organisational priorities and opportunities to look at business as usual following the completion of some long-term masterplanning projects. *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.* At Duxford, the priority was to ensure decisions being taken around the masterplan were still aligned to the original vision for the site, despite adjustments made since 2016 relating to costs, and ensuring said decisions won't restrict the ability to grow audiences. *This section has been exempted under*

Section 36(2)(c) and 43(2) of the Freedom of Information Act 2000. Mr Westerman took the opportunity to thank Ms Aminossehe who had been instrumental in securing a £1m grant from the Ministry of Defence towards the new galleries.

- 9.2 Mr Westerman explained that Ms Howell had the full support of the Board, and that Trustees were keen to offer their support and be involved to any extent ELT would find helpful.

10 Performance and Financial Review

- 10.1 Mr Card introduced the report which was taken as read, and expanded on details within section two of the report relating to financial performance. Despite a cautious approach to budgeting for 2022/23, a surplus had been achieved due to increase in admissions income, commercial contribution, and additional support from DCMS. Ms Stanbury added that visitors to the recent Summer Air Show at IWM Duxford had exceeded targets. On behalf of Trustees, Mr Westerman congratulated the team on IWM's recovery to date, post-pandemic.

11 Projects Update

- 11.1 Ms Howell introduced the report which was taken as read and invited questions. Trustees noted progress towards the opening of the new Blavatnik Art, Film and Photography Galleries and ELT agreed to look into the possibility of including a tour of the Galleries at the next Board meeting. Ms Stanbury also confirmed that the Retail team were working to develop a new line around the galleries. *This section has been exempted under Section 36(2)(c) and 43(2) of the Freedom of Information Act 2000.*
- 11.2 *This section has been exempted under Section 36(2)(c) of the Freedom of Information Act 2000.* Ms Howell expanded on plans for ELT to visit all IWM branches more regularly as part of efforts to increase senior visibility across the organisation, and Trustees were invited to attend scheduled ELT Roadshows which took place at IWM London, IWM Duxford and IWM North periodically. When asked to expand on her ambitions for IWM North, Ms Howell explained there were significant opportunities for the branch which included some logistical considerations given the physical space.

12 Collections Review

- 12.1 In accordance with the Collections Development Policy, the Board **approved** the disposal of six objects as detailed in the report circulated.
- 12.2 Trustees sought to understand more about cost efficiency analysis undertaken around accessions, and the protocols around disposals. Mr Card gave an overview of the rationale which guided decisions around accessions and IWM's statutory responsibilities with regards to disposing of items from the collections.

13 Committee Updates

- 13.1 Audit Committee: General Figgures reported on the Audit Committee held on 26 June at which members reviewed the Annual Report and Accounts and Trading Company audit report. The Committee also undertook a 'deep dive' into risks relating to HR and concluded that mitigations in place were appropriate. The Committee agreed their next deep dive would focus on risks which might have an adverse impact on IWM's reputation, with a particular focus on audience. General Figgures welcomed suggestions from Trustees on areas for future deep dives.

- 13.2 Estates Advisory Committee: *This section has been exempted under Section 43(2) of the Freedom of Information Act 2000.* Discussions around sustainability and the resilience of infrastructure were ongoing items of business.
- 13.3 Trading Company Ltd: Sir Guy Weston referred the Board to the report circulated and highlighted the positive Trading numbers and membership statistics.
- 13.4 Art Commissions Committee: Mr Marlow referred to the detailed report on the IWM 14-18 NOW Legacy Fund Programme which was well underway. Commissions were coming to fruition through a rolling sequence of openings. The first major commission was due to open in July. Art Commissions Committee members had agreed to attend said openings on a strategic basis and Trustees were invited to attend openings which would be communicated through Trustee newsletters. Mr Marlow expanded on the way in which the programme supported the strategic objectives of the museum, and highlighted the substantial and ongoing support from the IWM team towards artists and partners. *This section has been exempted under Section 36(2)(c) and 43(2) of the Freedom of Information Act 2000.*
- 13.5 Development Committee: *This section has been exempted under Section 36(2)(c) and 43(2) of the Freedom of Information Act 2000.*
- 13.6 Nominations Committee: Trustees **approved** the terms of reference for the Nominations Committee.

14 Future Agenda Items

- 14.1 Trustees agreed 17 October as the date for the Board Away Day. Mr Westerman encouraged the attendance of Trustees and High Commissioners and welcomed feedback on the proposed agenda items circulated prior to the meeting. HE Stephen Smith offered Australia House as a potential location for the away day.
- 14.2 Trustees noted that effectiveness surveys would be conducted over the Summer.

15 Date of Next Meeting: Tuesday 26 September 2023

16 Any Other Business

- 16.1 Trustees welcomed Ms Carter back to the meeting and noted that she would be leaving IWM at the end of June. On behalf of the Board, Mr Westerman thanked Ms Carter for her significant contribution to IWM, specifically the vast transformation projects which included the First World War Galleries, the Atrium, the Second World War and The Holocaust Galleries, and the Blavatnik Art, Film and Photography Galleries.
- 16.2 Mr Westerman acknowledged this was Mr Card's last Board meeting before his retirement in August. Trustees thanked Mr Card for 25 years of dedicated service to IWM. Mr Westerman emphasised the Board's deep appreciation for Mr Card's leadership and management which helped ensure IWM's longevity and success to date and in future years.