



## Board of Trustees (2023-12)

Date 5 December 2023, IWM London

Present Matthew Westerman (Chair)

Sherin Aminossehe (until Item 8), Hugh Bullock, Lieutenant General Andrew Figgures, Jill Gallard, His Excellency Phil Goff, His Excellency Ralph Goodale, Brigadier K W Jayaweera, Professor Margaret MacMillan, Tim Marlow (Deputy Chair), Suzanne Raine, Rachel Smith, His Excellency Stephen Smith, Air Marshal Edward Stringer, Mark Urban, and Sir Guy Weston

In attendance Caro Howell MBE, Director-General (CH)  
Laura Crean, Assistant Director, Strategy and Governance (Item 8) (LC)  
Françoise Harris, Executive Director, Collections & Governance (FH)  
Vicky Stanbury, Executive Director, Commercial & Operations (VS)  
Gill Webber, Executive Director, Content & Programmes (GW)  
*This information has been redacted under Section 40 of the Freedom of Information Act 2000.*

### 1. Welcome and Apologies for Absence

- 1.1. Apologies were received from Vice Admiral Mike Utley and the High Commissioners from Pakistan, Sri Lanka (represented by Brigadier K W Jayaweera), India and South Africa.
- 1.2. The Chair welcomed Ms Gallard, International and Diplomatic Relations Trustee, and Ms Smith, Digital Trustee, to their first meeting.

### 2. Conflicts of Interest

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

### 3. Trustee Appointments and Committee Membership

- 3.1. Board Membership: A paper detailing Trustee term dates had been circulated in advance. The Chair informed the Board that, following a second round of recruitment, Ministers had taken the decision not to appoint a new Public Engagement and Learning (PEL) Trustee and the role would be readvertised for a third time. This post had been vacant since December 2020. Draft role specifications for new Arts and Business/Finance Trustees had been submitted to the Department for Culture, Media and Sport (DCMS) for approval and the Chair welcomed suggestions from Trustees on both appointments. *This information has been redacted under Section 40 of the Freedom of Information Act 2000.*
- 3.2. Committee Memberships: This would be covered under Item 13.

#### **4. Chair Election Result**

- 4.1. As the Senior Independent Trustee who oversaw the Chair Election process, General Figgures reported the result of the election. Ballots were counted by General Figgures, KA and the Deputy Director of Museums and Cultural Property at DCMS on 4 December 2023. All Trustees voted and General Figgures thanked Trustees for their participation. Following the method of the alternative voting system, through which unsuccessful candidates were eliminated until a clear majority was achieved, the final results were that *This information has been redacted under Section 40 of the Freedom of Information Act 2000* achieved 8 votes and Sir Guy Weston achieved 11 votes after three rounds of voting. Sir Guy was therefore duly elected as the Chair Elect. The Board had previously agreed that a Deputy Chair would be appointed through a separate process after the Chair Elect had been identified. The Board extended their congratulations to Sir Guy, who would take up the role of Chair on 1 April 2024. On behalf of the Board, Mr Westerman expressed his gratitude to all candidates.
- 4.2. General Figgures added that Mr Marlow, as Deputy Chair, had completed and submitted Mr Westerman's appraisal for 2023 to DCMS, *This information has been redacted under Section 36 of the Freedom of Information Act 2000*.
- 4.3. Sir Guy expressed his thanks to the Board and hoped to count on their support in his new role. Sir Guy invited Trustees' assistance in utilising the skills and experience of the whole Board and looked forward to working with the Director-General and Mr Westerman during the transition period to work towards a seamless transition of responsibilities. Mr Westerman expressed his thanks for the counsel of Trustees during his tenure as Chair and encouraged this to continue under Sir Guy's leadership.

#### **5. Minutes of the Meeting held on 26 September 2023 and Matters Arising**

- 5.1. The minutes of the meeting held on 26 September and Board Away Day on 17 October were **approved** for signature. There were no matters arising which were not covered on the agenda.

#### **6. Annual Safeguarding Report**

- 6.1. FH referred to the annual safeguarding report circulated in advance, which was taken as read. There was a rigorous meeting and governance process in place to support safeguarding. The Safeguarding Committee, which reported into the Health and Safety Governance Board, met four times across the year and reviewed all safeguarding cases and the internal audit report. When asked to expand on the nature of the safeguarding incidents, FH explained there had been three safeguarding incidents and gave an overview of the types of cases. As Trustee with oversight of safeguarding, General Figgures commended FH and the team and cautioned against complacency.

#### **7. Employment Relations, Contracts, Pay and Benefits**

- 7.1. *This information has been redacted under Section 36 of the Freedom of Information Act 2000.*

#### **8. Governance Compendium**

- 8.1. The Board welcomed LC to the meeting. The Chair explained the purpose of this work was to formally articulate IWM's governance processes, to act as a source of information and clarity for Trustees and staff. LC referred to the proposed direction of travel circulated prior to the meeting, which gave an overview of the governance structure and the major legislation from which IWM

was derived. This would be used to inform a detailed governance compendium which would be presented in full at the March 2024 Board meeting. The compendium would also articulate the role of the Accounting Officer and IWM's management framework and relationship with DCMS. General Figgures, who had been consulted prior to the meeting, commented upon the importance of clarity and transparency around responsibilities and accountability, including those of Trustees.

8.2. Trustees suggested that the compendium should also capture more informal relationships or reporting lines such as those held with the Ministry of Defence (MoD) and Number 10. Mr Westerman added that the compendium should also crystallise the Chair appointment process, as agreed with government prior to the recent election, and should also detail the role of DCMS in Trustee appointments and clearly identify the individual appointing authorities.

8.3. *This information has been redacted under Section 36 of the Freedom of Information Act 2000.*

8.4. The Board **endorsed** the approach to the governance compendium.

## **9. Director-General's Report**

9.1. CH referred to the report circulated and encouraged feedback from Trustees on the new format and revised content. CH expanded on the following key points:

9.2. Blavatnik Art, Film and Photography Galleries: *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

9.3. Vision and purpose work: *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

9.4. Duxford: *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

9.5. Second World War (SWW) Centenary: *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

9.6. AI: *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

9.7. Museums COP: CH had attended the conference which gave further insight in relation to the sector's approach to sustainability.

9.8. Security: *This information has been redacted under Sections 36 and 31 of the Freedom of Information Act 2000.*

## **10. Performance and Financial Review**

10.1. FH introduced the report which was taken as read and welcomed feedback on the revised format and new content. Overall, corporate Key Performance Indicator (KPI) summaries were on track, and some relating to prioritising audiences had achieved above target. Overall, the museum was trading well; an operating surplus was predicted by the end of the financial year and reserves were above the policy of three months' expenditure. *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*

- 10.2. Trustees noted that salary spend had increased and FH explained that the number of full-time equivalent roles had returned to pre-pandemic levels, and salaries overall had increased following benchmarking exercises and a reasonably generous pay award in 2023.

## 11. Masterplan Projects Update

- 11.1. CH referred to the report circulated in advance. *This information has been redacted under Sections 36 and 43 of the Freedom of Information Act 2000.*
- 11.2. A meeting would be held in the new year to restart discussions around the IWM North masterplan. *This information has been redacted under Section 36 of the Freedom of Information Act 2000.*
- 11.3. CH also agreed to update the Board on the use of Parkside at the next meeting, which would also be added to the agenda for the next EAC meeting.

## 12. Collections Review

- 12.1. Trustees noted an additional 40 objects borrowed from the Lord Ashcroft Collection for the Lord Ashcroft Gallery. *This information has been redacted under Section 36 of the Freedom of Information Act 2000.*

## 13. Committee Updates

- 13.1. Audit Committee: Trustees **approved** the reappointment of Air Marshal Edward Stringer for an interim period to February 2024, which had been proposed pending the outcome of the Chair election.
- 13.2. Estates Advisory Committee: Mr Bullock reported that Vice Admiral Utley had stepped down from his position on the Committee due to his operational commitments. The Board **approved** the appointment of Sherin Aminossehe for an initial term of three years.
- 13.3. The Trading Company: There were no updates to the activity detailed in the report circulated in advance.
- 13.4. Art Commissions Committee: An additional meeting was scheduled for December to discuss options for the fifth major commission as part of the IWM 14-18 NOW Legacy Fund programme.
- 13.5. Development Committee: Sir Guy reported an update relating to the refresh of the major donor boards at IWM London.

## 14. Future Agenda Items

- 14.1. Trustees noted proposed agenda items for 2024.

## 15. 2024 Meeting Dates

- 15.1. Trustees noted meeting dates for 2024 including an additional meeting in January to approve the Corporate Plan and review the purpose and vision brief.

## 16. Any Other Business

- 16.1. Boardroom Apprentice: KA reported that a Boardroom Apprentice had been appointed and would begin in January 2024. Suzanne Raine had agreed to act as mentor and an induction was being

arranged. The Apprentice would attend all Trustee Board and Committee meetings as an observer and Trustees were encouraged to engage in the process to help make the placement a success.