

# National Library of Scotland Board Meeting

Date: 29 November 2023

## Participants

**Present:**

* Sir Drummond Bone (Board Chair) - DB
* Ruth Crawford KC (Board Vice Chair) - RC
* Emily Drayson - ED
* Alan Horn - AH
* Alison Kidd – AK
* Justin McKenzie Smith – JMS
* Michael Muir - MM
* Robert Kilpatrick - RK
* Robert Wallen - RW

**In attendance:**

* Neil Mackenzie KC, Faculty of Advocates - NM
* Amina Shah, National Librarian - AS
* Anthony Gillespie, Chief Operating Officer – AG
* Joseph Marshall, Director, Collections Management - JM
* Susanne Munro, Trade Union representative - SM
* Kathy Hutton, Board Support & Compliance Officer – KH
* Rob Cawston, Director, Digital & Service Transformation – RCa (until Item 8)
* Alison Stevenson, Director of Collections, Access & Research – ASt (until Item 12)

## Minutes of meeting

In advance of the formal agenda, legal advisers Anderson Strathern provided an overview of Board Trustee responsibilities including Safeguarding and the new Charities (Regulation and Administration) (Scotland) Act 2023.

### Chair's Welcome

Sir Drummond Bone (Board Chair) welcomed all to the meeting including Susanne Munro attending as the Trade Union representative and Neil Mackenzie KC as the Faculty of Advocates representative.

### Apologies for Absence

Apologies were noted from Lesley McPherson. Kirsty Lingstadt was not able to join the meeting remotely due to technical difficulties within the meeting room.

### Declarations of Interests

Declarations are as recorded in the Board Register of Interests.

### Minutes of meetings

The minutes of 27 September 2023 were approved as a correct record.

### Actions outstanding and matters arising from previous meetings

The Board confirmed their agreement that all actions are closed.

### Chief Executive's Update and Performance Report

The Librarian, Amina Shah, highlighted:

* The Library is keeping up to date as appropriate and implementing any relevant mitigations following the cyber-attack incident at the British Library (BL). Details are not recorded for security reasons. The Board agreed it would be useful to receive a report on 'lessons learned' from the British Library incident at the appropriate time but were assured to date of the mitigating actions put in place by the Library.
* Negotiations are ongoing with a view to acquiring an important manuscript which will be considered in the first instance by the Audit Committee. The Board Chair declared an interest.
* Discussions are continuing on public sector reform with a focus on collaborative opportunities. No definitive proposals have been agreed to date.
* A two-year staff pay award (2023-25) has been implemented following a trade union member vote.
* The Library was recently successful in acquiring items relating to David Hume.
* The Library’s Business Continuity Planning has been robustly tested recently with responses to incidents including boiler breakdown and power outages.

The Chief Operating Officer, Anthony Gillespie, highlighted:

* The RAAC survey is now complete at Sighthill, again with no evidence of RAAC found and very low risk of having this material. The last survey is due to take place at Lawnmarket.
* The draft procurement strategy for the Causewayside fire protection works will be circulated to Audit Committee members tomorrow for review. The invitation to tender will be issued in the New Year with the programme to complete the works by the end of March 2025 still on track. Following review, the Library’s Quantity Surveyors are of the opinion this smaller package of 'damper' works can be funded from the available Scottish Government (SG) funding. Scenario planning is already underway for the procurement of the damper works at Causewayside in case circumstances dictate.
* The Library Plan performance is generally good with only one indicator (Growth in Collections) assessed as Amber due to the delay in receiving e-legal deposit from publishers linked to the BL cyber incident. This is expected to be Red in the next update to the Board.
* The BL incident will also have an effect on the Key Indicator relating to 'Percentage of NLS Collections in a digital format'. However, for Q2 and for the rest of the year the Library has met the target set for 2023/24 and for 2024/25 this continues to be assessed as Green.
* There has been a good start to the year relating to Fundraising. At the half-year point almost 40% of the target had been reached and pledges have been received which means the fundraising target should be met by the end of the financial year.

The Chair thanked AS and AG for the comprehensive update. The Board noted the paper.

Rob Cawston left the meeting.

### Audit Committee (AC) Update

Ruth Crawford KC (Audit Committee Chair) advised the Committee.

* Received a presentation from one of its two investment managers, the other being unable to join due to technical difficulties. The Committee asked for more specific detail on the Library's portfolio from both investment managers including where some key indicators have not been met and proposed actions.
* Noted SG will deliver the latest Scottish finance budget on 19 December which may impact the Library's finely balanced financial situation.
* Asked the Director of Digital & Service Transformation to review IT/Digital resource going forward as technology requirements/workload changed.
* Noted a comprehensive update from the Head of Estates on the fire damper and smoke extraction works required at Causewayside. The Committee approved separation of the works in relation to tender packages on the basis the Library is satisfied that mitigating actions are presently managing the risk.

### Governance Committee (GC) Update

Robert Wallen (Governance Committee Chair) advised there had been no Governance Committee since the last Board meeting however, the Committee had received clarification on points raised from review of the SG Framework Document.

### Staffing & Remuneration (S&R) Chair update

Alison Kidd (S&R Committee Chair) advised that, following a full and informative pre-meeting with trade union representatives in advance of the last Committee meeting, the Committee.

* Received a comprehensive update including details of the implementation of a new HR system due to come into service during 2024.
* Noted the Library staff survey has moved from every year to two yearly to allow more time for consideration and implementation of survey actions.
* Noted the Library is working towards implementation of a standard 35-hour week from April 2025. This is later than some other public bodies however, the new HR system implementation requires significant input from HR and other staff.
* Received an update from the EDI Officer and noted the wide-ranging work which has already taken place and is planned for Equality, Diversity & Inclusion.

The Chair thanked the Committee Chairs for the updates.

### Cultural Restitution Policy

ASt provided an overview of the Policy highlighting.

* The Library aims to respond with sensitivity and respect to any claims around ownership and cultural restitution of items in the collection, while maintaining its responsibility to preserve the documentary heritage of Scotland for future generations. The National Library of Scotland's founding Act stipulates the limited circumstances in which items can be permanently transferred to different ownership.
* Whilst the Library has not been approached to date, it is important to have a policy in place should such a circumstance rise.

Following discussion, the Board agreed the approach within the Policy seemed reasonable and accepted the Policy subject to a number of minor drafting changes. The Board asked for the updated Policy to be circulated for information.

### SG Framework Document

AG advised there were relatively few changes to the version approved by the Board in 2019. The 2023 update was reviewed by the Governance Committee who requested some clarifications and amendments which have now been received and adjusted for.

Following discussion, the Board approved the revised Framework Document.

### Strategic Risk Register

AG advised the Audit Committee was not able to fully review risk levels as normal at their recent Committee meeting due to significant events that occurred immediately prior to the meeting that required to be reflected in the SRR. These events included the BL cyber incident, the two year pay deal and the Causewayside fire protection works.

* S1 – Significant Loss or Damage to the Collections – has been up-rated to reflect the recent BL cyber incident however, in overall terms, the current risk position remains as Moderate. This remains outside the agreed optimal risk position of Low and is not likely to come back within optimal risk until the Causewayside works are complete and more is known about the BL cyber incident.
* S6 – Major Projects – may be rescored at next review of the SRR as the tender for Causewayside progresses.
* S10 – Cyber Breach – continues to be scored as High taking account of the BL cyber incident.

The Board noted that, as advised earlier, mitigating actions for fire protection at Causewayside are in place. These include independent fire risk assessments which take place annually with actions from these then worked through as appropriate. The Board noted the paper.

### Board Away Day 2024

### Following discussion, the Board asked Library staff to consider a number of topics for the 2025 Board Away Day including the post 2025 strategy, public sector reform, the Library's Climate Action Plan and AI although noted some may be more appropriate for a formal Board. Wednesday 5 June was agreed as a provisional date.

### UK Web Archive

JM provided an overview of the UK Web Archive which captures and preserves published websites and social media feeds across the UK and which will provide future research opportunities into our history. Legislation allows all UK legal deposit libraries to capture this information and restricts public access to onsite access in most cases.

A review of the legislation is underway to more fully realise the value of the UK Web Archive although there is no definitive timescale for this.

The Chair thanked JM for the overview and the Board noted the paper.

Neil Mackenzie KC left the meeting. Jackie Cromarty (JCr), Director of Engagement joined the meeting.

### Centenary 2025

The Board took the paper. JCr provided an overview of progress to date on the various proposed activities for the Centenary year and confirmed a Centenary Co-ordinator is due to start during December.

The Board noted work appears to be progressing well alongside developing appropriate approaches for resource/fundraising. The Chair thanked JCr for the update. Jackie Cromarty left the meeting.

###  Financial Update

The Board took the paper as read with AG highlighting.

* The Library's 2023/24 budget is now back into balance. The budget will be adjusted in January once the effect of the 2023/24 pay award feeds through. The Library is also seeking advice from SG as to when the additional funding for 2023/24 will be received and awaits the effect of the Scottish Budget announcement on 19 December on the Library's finely balanced financial position.
* Work on the 2024/25 budget is underway with early budgetary work undertaken looking at staffing costs and what areas of the business will experience the most cost increases. The Library works on a three-year budget planning cycle which provides some comfort for any short/medium term contingencies.

The Board noted the paper.

### Health & Safety report

The Board took the paper as read with AG highlighting.

* AG advised there have been no incidents or reported accidents since the last Board meeting. Two incidents have been reported to date this year – none of which involved injury to either the general public or staff.
* There is no change in the risk assessments made by the Health & Safety Manager. Fire safety risk remains at Green with completed fire drills in both the main collection buildings in Edinburgh.
* An external assessment is underway on how the Estates Team manage Facilities Management processes.

The Board noted the paper.

### Approved minutes

The Board noted the approved minutes of the Audit Committee of 7 August 2023 and Staffing & Remuneration Committee of 21 June 2023.

###  NLS Foundation minutes

The Board noted the NLS Foundation meeting minutes of 2 August 2023.

###  Date of next meeting:

The Board noted the provisional agenda items for the next scheduled Board meeting of 27 March 2024 and then moved to a closed session for Board members only which was not minuted.