

HORNIMAN PUBLIC MUSEUM AND PUBLIC PARK TRUST

The Minutes of the Board meeting of the Horniman Public Museum and Public Park Trust held at the Horniman Museum and via zoom on Thursday 17 March 2022

Present

Eve Salomon
Caroline Cole
Roma Dibua
Mayowa Ochere
Helen Williams

Via zoom
Bunt Ghosh
Simon Hesketh
Nico Iacuzzi
Clare Matterson
Carole Souter

Nick Merriman (Chief Executive)
Paula Thomas (Board Secretary, Director, Finance and Corporate Services)
Victoria Pinnington (Director, Communications and Income Generation)
Kirsten Walker (Director, Collections Care and Estates)

1. Closed session

It was reported from the closed session that Clare Matterson will be stepping down after the July meeting to take up the role of Director General at the Royal Horticultural Society.

The Chair confirmed that all the trustees would be doing Board appraisals.

2. Apologies for absence and conflicts of interest

Eva Appelbaum sent her apologies.

No new conflicts of interest were declared.

3. Minutes of the previous Board meeting and matters arising

3.1. The minutes of the Board meeting of 9 December 2021 were agreed as a true record.

Management confirmed that no further response had been received from local residents following notification of the trustee's decision not to transfer any land.

3.2. The minutes of the Board meeting of 27 January 2022 were agreed as a true record subject to correction of a minor typo.

Management reported that although we had received an email from DCMS confirming that our current ACE funding would be included in future DCMS allocations we have not yet received our Settlement letter for the next three years.

3.3. There were no other matters arising or action points not covered by the agenda.

4. Chair recruitment

The CEO updated the Board on the latest position regarding recruitment of the next Chair.

The JD has been agreed and is just awaiting sign off by two Ministers. It should be launched in the next couple of weeks, after which it will be open for four weeks. Interviews are expected to be held in May.

Recent Cabinet Office guidance now says that it is 'not essential' for a representative from the organisation to be on the interview panel and the expectation is that there will now be two independent members.

The Chair reported that she had spoken to DCMS and explained that the Articles of Association require the new Chair to be approved by the Board and that it would be potentially embarrassing for DCMS if the Board did not approve the candidate favoured by the Secretary of State. This risk could be reduced if a trustee were on the interview panel. DCMS are now discussing with their lawyers how the Articles fit in with public appointments. This could potentially delay the appointment but it is still expected to be completed by July. If a trustee representative is not allowed to be on the interview panel then the alternative would be for short listed candidates to meet the CEO and some trustees before interview. *{DCMS lawyers have subsequently confirmed that trustees do need to appoint the Chair and therefore it is now likely that there will be a trustee representative.}*

Management were asked to notify the Board when the advert went live so that any potentially suitable candidates could be notified.

5. Management report

The CEO presented the Management report for December 2021 – February 2022.

Trustees raised the following:

- It was noted that the Head of Content had not been able to take up the post. *The CEO reported that the vacancy has been re-advertised and interviews taken place with the role offered to the candidate who was second choice first time round.*
- The Staff Survey information was encouraging. Had there been any strong feedback from staff around pay? *There were no specific questions in relation to pay and no specific comments were made but it did come up at a recent Managers' Training session at which it was noted that some staff were unable to afford lunch on a day out. Pay negotiations can't start with the GMB union until a pay remit has been approved by DCMS and this can't be submitted until the Civil Service pay guidance for this year has been issued. However in preparation for this GMB have been asked to consult their members as to the level of pay increase they are looking for. Trustees were reminded that a pay increase and bonus payment had been allowed for in the budget for 2022-23.*
- Butterfly House heating – *this is now working and further measures are being put in place in case it fails again: spares are being obtained for all likely repairs, out of hours arrangements are being reviewed and a backup heater is being commissioned. Contingency plans are in place for all areas where livestock are held* Trustees questioned the ethics of running a Butterfly House during the winter when high levels of heating were required. *This is being kept under review. There are several aspects to consider e.g. keeping the plants alive if there is no heating, staff contracts, impact on income generation and membership offer. Alternative sources of heating are also being considered. The butterflies themselves are ethically sourced from a farm in Belize where the profits go back into their work.*
- High winds – *the recent weekend of high winds had been very challenging. The site had never been closed before and it was kept open until the last minute with the situation being monitored. There was one tree down and some other minor damage but closure prevented any major health and safety incident. A High Winds policy is now being developed.*

- The fundraising team were congratulated on the excellent results.

Management accounts for the ten months to 31 January were reviewed by the Board along with the revised forecast for the year. Results are in line with expectations and it was noted that the forecast has improved from that carried out in August largely due to better than expected recovery of self-generated income.

6. Risk management

The Board reviewed the updated risk register and noted the new red risk in relation to the Butterfly House which had already been discussed. The Chair noted the staff wellbeing risk had not yet reduced and queried whether this was linked to pay. The CEO confirmed that it is not specifically linked to pay, although staff had been notified that the bonus scheme would be reintroduced next year, but was generally linked to adjusting to the work environment and heavy workloads in most areas.

Trustees welcomed a paper which had been prepared in relation to the risk around cybersecurity. Management reported that they were aware of a cyberattack on another museum which has had an enormous impact and the threat has increased even further following the Russian invasion of Ukraine. The paper has been developed to establish our current level of cybersecurity, the steps needed to improve it and development of business continuity plans in case of an attack.

It was agreed that the 'high winds' risk should be included somewhere on the risk register.

7. ACE documents

The Board confirmed their approval of the suite of ACE documents which had been circulated and approved by email on 22 February 2022.

8. Corporate Governance Code (CGC)

8.1 Progress against action plan

The Board reviewed the action plan and agreed that progress was good and in line with the timetable.

8.2 Updated CGC

Trustees reviewed the updated CGC and it was approved subject to including clarification that the trustees' powers in respect of the imposition of admission charges listed under 10.2 related to general admission charges to the museum as a whole rather than to individual exhibitions, where the decision over admission charges was delegated to the executive. It was noted that although 'free admission' was currently Government policy and a condition of our grant-in-aid from DCMS it was ultimately within the power of trustees to make such a decision if considered appropriate.

Appendix 1: The Code of best practice for trustees was also reviewed and approved by the Board.

The other appendices relating to the terms of reference of the various committees were approved subject to the following amendments:

- alignment of the length of terms of independent members to four years and trustee members to the end of their appointment as trustees.
- the names of individuals should be taken out of the terms of reference of the Restitution and Repatriation sub-committee

It was noted that the terms of reference for the Nominations Committee were new but that they formalise what it currently does.

8.3 Updated Delegated Authorities

The updated Delegated Authorities were reviewed and it was noted that these now include both non-financial and financial delegations. It was agreed that this was a useful document.

9. Board metrics

The CEO introduced the item by reminding the Board that pre-covid the Board papers had included a 'dashboard' which had presented a number of performance metrics each quarter. It was now a good opportunity to review whether these are the right sort of information and performance measures that trustees find useful or whether others might be more appropriate. The paper circulated is a list of things that the Horniman currently measures for one purpose or another which trustees could consider. Other metrics on sustainability etc are being collected and reported on annually for Arts Councils' environmental organisation Julie's Bicycle.

It was noted that none of these measure how the Horniman is fulfilling its mission and that further work needs to be done to develop 'impact' measurements and be able to meet our ambition of triple bottom line reporting. The Visitor Survey provides some qualitative data on impact and further questions could be considered. Management reported that they are doing research across other museums and that some have begun to develop methods for measuring impact but that these are rather complicated for us.

It was agreed that for the time being the performance measures included in the previous dashboard should continue to be used but that where possible targets should be set and measured against rather than just compared to previous periods.

It was also agreed that the aim should be for management to come to the October Away day with an impact framework for trustees to discuss.

10. Restitution sub-committee

The Chair of the Restitution sub-committee presented its report. A lot of material had been gathered and in particular Johanna Zetterstrom-Sharp, Senior Curator of Anthropology, was thanked for all her work. The material includes legal advice on the basis upon which the artifacts could be repatriated where this would be in the best interests of the Charity. The legal advice sets out the process which the Charity must follow when considering whether to return these assets and what applications will need to be made to the Charity Commission if the Board determines the return is in the best interests of the Charity.

The Board considered the following recommendation from the sub-committee:

The subcommittee is clear, on the evidence presented, that the items listed (with provisos relating to further research on some items) were acquired inappropriately and through force. In the light of this it would be appropriate to return them to the National Commission for Museums and Monuments in Nigeria as the designated body.

The legal advice obtained by the Charity notes that while the Charity has already taken steps to investigate how these items were obtained and the basis upon which they are held, further work needs to be done including research to double check that these are not held as permanent endowment, how to apply to the Charity Commission and how to approach public communication (and consultation) on this topic. Potential risks to the Charity relating to the return of these assets will also need to be kept under review.

Although it is known that the Horniman has received the request to return these objects it has so far remained low profile, which has been useful as it has enabled the review to be carried out sensibly without the glare or pressure of publicity. The Board will keep any reputational risks to the Charity (related to the return of, or failure to return, the assets) under review as this matter progresses in accordance with their trustee duties.

The CEO reported that the Minister, Lord Parkinson had recently visited the Horniman and there had been a conversation about the request. His main concern was that there was proper due process, academic rigour and that the decision wasn't rushed. Another issue raised was consultation and although he agreed that a full public consultation wasn't in the best interests of the process at this stage the sub-committee proposed that consultation with small focus groups from amongst members would be appropriate and strike a balance with the previous consultation amongst the Nigerian diaspora community.

Trustees enquired about what would happen if the objects were returned and whether replicas would be sought. It is thought that the Nigerians are currently more concerned about transferring legal title and won't want them physically returned for some time. If such a time came then the cost of transport to return them and possibly getting replicas would need to be discussed.

After consideration of the above matters, and taking into account the further work required to enable the return of these assets, the Board approved the recommendation of the sub-committee and agreed it was in the best interests of the Charity to take the following next steps:

- A search of the London Metropolitan Archives be carried out double check that there is no evidence that the items are held as permanent endowment.
- The Charity's lawyers be asked to prepare the application to the Charity Commission.
- In order to obtain views of key stakeholders, focus groups of Horniman members to be commissioned as soon as possible - this reflects Charity Commission guidance around decision-making, which suggests considering consultation with stakeholders.
- The CEO to seek further advice from the sub-committee if/when this matter gets more into the public domain.
- DCMS to be informed of the Board decision.
- Roma Dibua to be appointed to the sub-committee to replace Clare Matterson when she steps down

11. Staff presentation

Jonathan Whitson Cloud, Head of Knowledge Information Management gave a presentation on recent improvements to the IT systems, Cybersecurity and future plans including Digital Training for staff.

12. Audit Committee

The Chair of the Audit Committee presented the minutes of the last meeting, which Nigel Prout had attended as prospective independent member.

The external auditors had presented their scoping letter for this year's audit. The risks outlined were similar to last year.

The internal auditors presented their reports on two reviews both of which were rated Amber/Green. No priority 1 recommendations were made. They also presented their Audit Plan for 2022/23 which was agreed by the Audit Committee. The suggested areas for review are:

- Collections Management

- The new CRM system
- Cybersecurity
- Staff wellbeing

The reserve topic is Safeguarding.

The Board approved the recommendation of the Committee to appoint Nigel Prout as an independent member and the Internal Audit Plan for 2022/23.

13. Capital Projects Board

The Chair of the Capital Projects Board presented the minutes of the last meeting. Funding has been confirmed from National Lottery Heritage Fund (NLHF) to start the Nature and Love project. Focus Group have been appointed project managers and recruitment is now underway for the architects, other consultants and internal staff. It is expected that most of the team will be in place by May and the design stage will then begin. Final submission to NLHF is due in February/March 2023 and trustees will have the opportunity to review it before then.

The Entrance plans have been put on hold for the time being and are not likely to happen in the near future as funding is unlikely to be available and the need is not so urgent as pre-covid.

CUE is still being looked at. Our consultant architect is doing a feasibility study which will be brought to the July meeting.

A number of other smaller capital projects are progressing well and there is the usual year end juggling of finances.

The works to the SCC ceilings are costing more than originally estimated but were an urgent priority. The CPB has agreed that we need to understand more about the SCC and how much needs to be spent to maintain it as various issues are emerging e.g. dampness. The following actions have been agreed:

- Continue conversations around possible future storage partnerships e.g. with Tate or Royal Museums Greenwich
- Find out the current value of the SCC
- Carry out a review of future maintenance costs

It was noted that the outcome of the DCMS settlement in relation to the Capital Maintenance Fund is still awaited.

14. Horniman Museum Enterprises

Nico Iacuzzi presented the minutes of the last meeting.

The forecast outcome is well above the original budget with the Café in particular trading strongly, although it is continuing to ask for support.

The meeting considered Nature and Love and how to develop the catering from its current platform.

Plonk will not be operating this summer as the current partnership is not continuing.

Alternatives are being looked at including developing something in house and management are currently doing an options appraisal.

15. Policies

The Board considered and approved the following policies:

- a) Ethical content – a new policy. It was suggested that the last set of bullet points should include ‘having regard to the Horniman’s reputation’.

- b) Investment policy – updated to include a requirement to invest ethically. It was agreed that the Secretary would consult with trustees about what banks were ‘responsible’.
- c) Safeguarding policy – updated, no significant changes. It was agreed that the policy should include a statement that a trustee has specific responsibility for safeguarding.
- d) Risk management policy – updated to include risk appetite and roles and responsibilities

16. Race equality promise

The CEO reminded trustees that he had emailed them during Race Equality week to ask them to sign up to a Race Equality promise. The Equalities and Diversity Group were keen that trustees sign up as the Horniman can’t sign up itself as it is for individuals. The Board reviewed the promises listed and agreed to sign up to the second and last promise:

- have the mechanisms to identify, develop and promote ethnic minority people to develop the talent pipeline
- set stretching targets and collate the following information: Board, and SLT Race targets; Breakdown of employees by Race and pay band.

Individuals were encouraged to sign up at <https://www.raceequalitymatters.com/the-big-promise/>

17. AOB

There was no other business.

Minutes ref:	Action	Date due	Who by	Progress
4	Notify trustees when Chair recruitment goes live	asap	PT	
6.	Include ‘high winds’ on the risk register	July	KW	
8.2	Make suggested amendments to committee TORS in CGC	July	PT	
9.	Reintroduce dashboard with targets where possible	July	PT	
9.	Develop ‘impact’ framework	Oct	NM	
10.	Carry out ‘next steps’ re restitution request	July	NM	

15.	Amend Ethical content and Safeguarding policy as suggested	July	PT	
16.	Sign up to Race Equality promise	asap	All trustees	