

MINUTES OF THE ONE HUNDRED AND ELEVENTH MEETING OF THE MANAGEMENT COMMITTEE OF THE ARMAGH OBSERVATORY AND PLANETARIUM HELD ON 23 SEPTEMBER 2019 AT 10.45 A.M. IN THE PLANETARIUM BOARD ROOM

Present: Mr J Briggs (Chair), Mr S Brown, The Very Revd Dean G Dunstan, Mr B Hannam, Professor L Harra (via MS Teams), Professor M Mathioudakis, Professor R Oudmaijer, Mr P McGurgan, Dr M McKay, Professor T Ray

Apologies: Professor M Merrifield

In attendance: Professor M Burton (Director), Mrs C Corvan (Head of Corporate Services), Dr M Sarzi (Head of Research), Mr L Knox (Head of Finance), Mrs L Brown (Corporate Manager), Dr K Lemon (Boardroom Apprentice), Ms E Gill (ERGA Strategies Ltd)

1. APOLOGIES

1.1 Apologies were recorded as above.

1.2 The Chair welcomed everyone to the meeting, extending a special welcome to Professor Harra who was attending via MS Teams; Dr Kirstin Lemon, AOP's Boardroom Apprentice and Ms Eleanor Gill, ERGA Strategies who was in attendance to observe proceedings and would be facilitating a session with Management Committee members immediately following the meeting.

2. DECLARATIONS OF INTEREST

2.1 The Chair reminded members and officers of the need to declare any actual, potential or perceived conflict of interest associated with any item on the Agenda either now or at the relevant stage during the meeting. There were none declared at this stage.

3. MINUTES OF THE MANAGEMENT COMMITTEE MEETING HELD ON 24 JUNE 2019

3.1 The minutes of the meeting held on 24 June 2019 were reviewed and approved as a true and accurate record of the meeting and signed by the Chair.

4. MATTERS ARISING FROM THE MINUTES

4.1 A paper outlining matters arising from previous meetings had been circulated. There were 5 matters arising from previous meetings, 2 of which it was proposed to close.

4.2 The Committee had no further issues to raise.

5. CHAIR'S BUSINESS

5.1 In terms of Membership, as had been outlined in the Matters Arising Paper, the Chair advised that the Archbishop had written to ABC Council to invite a representative onto the Board of

Governors and Management Committee. A response had been received from Roger Wilson, Chief Executive advising that he intended fulfilling the role. It was hoped that Mr Wilson would attend the December meeting.

- 5.2 The Chair reported that the 3rd meeting of the Collaboration Forum had taken place with representatives from AOP, DfC, ABC Council and the Royal School.
- 5.3 The Chair thanked all those who had returned a completed Board Evaluation Questionnaire and drew attention to the summary of the responses, which had previously been circulated. He said it was appropriate and necessary that the Management Committee carry out such an assessment, which was in line with good governance. He pointed out that it was important to fully explore the challenges and opportunities arising from the future development project and to also consider the board evaluation, adding that the facilitated session with Eleanor Gill, provided an opportunity to consider how the Management Committee wished to develop in the future.

6. REPORT FROM DIRECTOR

- 6.1 At the outset, Professor Burton explained that he did not intend going through his report in detail as the primary focus of his update to Committee would be a presentation on the future project. However, he drew attention to the following matters:
- an ICT Review was currently under way;
 - the procurement process for Planetarium projectors was on-going and incredibly challenging;
 - the Summer Events Programme had been a tremendous success that had required the full co-operation and support of the entire AOP staff and students;
 - AOP had been awarded Juno Practitioner status;
 - a full report on the status of the Museum Accreditation project had been provided as an appendix;
 - a new, improved, measurement for *g* in Armagh had been conducted.
- 6.2 The Head of Research report had been included in the Report from the Director and Dr Sarzi drew attention to the proposal to award Professor Gerry Doyle Emeritus Professorship status. Professors Oudmaijer and Mathioudakis expressed their support for the proposal.
- 6.3 In response to a query from Professor Ray, Professor Burton confirmed that the former Director Mark Bailey had been awarded Emeritus Director status. He explained that the Emeritus status was an honorary life-time title, however, Visitor status was dependent upon ongoing active research or other contributions to AOP and was reviewed every 3 years.
- 6.4 The Committee approved the proposal to award Emeritus Professorship status to Professor Gerry Doyle.
- 6.5 With the aid of PowerPoint Professor Burton delivered a presentation 'Wisdom Begins With Wonder' on the AOP future development. At the outset, he set the project in context in terms of the Minister's Vision and AOP's Purpose and Objectives before outlining the Project Objectives. In terms of the Project Vision, Professor Burton explained that there were three inter-locking concepts – Heritage, Outreach and Culture and he briefly elaborated on what each of these represented. Taking each strand in turn he explained about their significance in terms

of national, regional and local interest and the associated delivery phases, costs and project timelines.

- 6.6 Professor Burton pointed out that he anticipated different funding partners for the different concepts. He also explained how each of the strands aligned with the National Heritage Lottery Funding outcomes. In conclusion he provided an update on the status of the project and reinforced the Project Vision.
- 6.7 Discussion ensued during which Professor Burton responded to specific questions from Members and it was noted that in terms of delivery there was no priority list rather the delivery of the project strands had been separated into blocks to maximise available funding opportunities. It was hoped that the Department would fund a Project Manager to take the project forward.
- 6.8 In response to a suggestion from Professor Oudmaijer, regarding the presentation visuals, it was noted that there was also a handout to accompany the slides associated with the delivery Phases and Costs. Mrs Corvan briefly elaborated on the purpose of the tenders in respect of market research and discussion ensued regarding same during which the importance of the international significance of the project was stressed.
- 6.9 The Chair pointed out that the project was very ambitious and to continue on its journey would have implications for the Senior Management Team and the Management Committee. He explained that collectively they needed to consider if it was what they really wanted and advised that the facilitated session after the meeting in progress would explore this in more detail from the Management Committee's perspective.
- 6.10 Dr McKay recognised that it was a very ambitious vision and that Professor Burton had been employed to deliver that vision as the Management Committee didn't want to maintain the status quo. He also suggested the need to recognise that the AOP Vision aligned with the Minister's Vision.
- 6.11 Dean Dunstan suggested that the second objective of the project be amended by replacing 'mankind in the cosmos' with 'humanity in the cosmos'. In terms of the Landscape-led Master Plan, he advised that he had been a Landscape Architect and pointed out that Landscape Management was very different from Landscape Architecture. He explained that Landscape Management went beyond the heritage of buildings to ensure a dynamic system when used by humanity and stressed that it was important to have it considered and incorporated into the development planning from the outset. Mrs Corvan undertook to request Ms Florence, Hamilton Architects to contact the Dean to discuss.
- 6.12 The Chair advised that the development project would be considered on an ongoing basis moving forward.

6.13 The Committee noted the other matters included in the Director's report.

7. UPDATE FROM THE AUDIT AND RISK ASSURANCE COMMITTEE (ARAC)

- 7.1 The ARAC had considered the Annual Report and Accounts 2018/19, whilst they were largely finalised there was a complex technical problem which if not resolved could lead to their qualification, as a result there would be a delay in the signing of the accounts.

- 7.2 Mr Hannam explained that the origin of the technicality was the revaluation of heritage assets. A lack of revaluation had caused the previous year's accounts to be qualified, however, these had now been valued with a resultant increase in value of £1.2m. Auditors were required to report on financial activities and in turn changes since the previous year and the revaluation of the assets was by far the biggest change. The auditors considered that this increase had not happened in a single year, but could not calculate when it had happened. This meant that the auditors could not stand over the accuracy of the figure quoted. Because the figure was so large, it had a material adverse impact on the accuracy of the entire set of accounts and meant that the auditors could not certify their correctness. For this reason, a technical qualification to the accounts would be necessary.
- 7.3 The Committee was advised that NIAO had identified a way forward – ask Sotheby's to revisit the current valuation and restate what the value would have been the year previous. If Sotheby's was unable to do so, then the NIAO would be content with a disclosure note explaining the full circumstances. In both cases the accounts could be signed off. However, whilst the issue with Sotheby's remained unresolved the ARAC could not bring forward the accounts.
- 7.4 As a result of the above, Mr Hannam explained that the ARAC would not be bringing forward the Report To Those Charged With Governance either. Both would be brought to the December meeting for approval. **Action MC 23/09/2019 – 1 Annual Report and Accounts 2018/19 and Report To Those Charged With Governance to be presented to the December meeting.**
- 7.5 In response to a query from Professor Oudmaijer, Mr Hannam advised that it was not proposed to re-open previous accounts.
- 7.6 Mr Knox added that if Sotheby's was able to provide a valuation as at 31 March 2018 then the Management Team would consider if they could afford it, if not then the qualification would stand. He pointed out that it was a very technical qualification.
- 7.7 In terms of Internal Audit, the ARAC had considered an Internal Audit report in respect of Human Resource Management that had provided a satisfactory assurance. There were a small number of recommendations and whilst not all of the recommendations had been accepted the rationale for not accepting them had been accepted by Internal Audit. A report on the status of Outstanding Internal Audit Recommendations had also been considered and progress noted.
- 7.8 In terms of the Risk Register, Mr Hannam advised that the key risk remained – Failure of the Digistar equipment.
- 7.9 Mr Hannam reported that the ARAC had two recommendations for the Management Committee:
- approval of a proposed change to Financial Policies and Procedures to extend the use of the Credit Card to facilitate travel and accommodation costs for all staff; and
 - approval of the draft Bi-Annual Assurance Statement (April-September).

Mr Knox responded to specific queries regarding the proposed change to the Financial Policies and Procedures in terms of storage and ownership.

The Management Committee approved the recommendations from the ARAC as outlined above. **Action MC 23/09/2019 – 2 Financial Policies and Procedures to be changed to extend the use of the Credit Card to facilitate travel and accommodation costs for all staff.**

7.10 The Bi-Annual Assurance Statement was signed by the Chair and Accounting Officer.

8. UPDATE FROM THE STAFFING POLICY AND REMUNERATION COMMITTEE (SPRC)

8.1 Professor Ray provided a summary of the matters discussed at the SPRC.

8.2 He explained that, as a result of an Internal Audit of HR Management recommendations, the SPRC wished to confirm for the record a number of recommendations that had not been formally recorded at Management Committee meetings that would have been brought to the Management Committee's attention:

- an HR Strategy 2018-21, including an Action Plan for 2018-19 had been discussed and agreed by SPRC on 26 March 2018;
- progress against the 2018-19 Action Plan and an Action Plan for 2019-20 had been considered and agreed by SPRC on 26 March 2019;
- Flexible Working and Attendance Management Policies had been recommended for approval on 18 September 2018 and agreed by SPRC.

8.3 Professor Ray requested that the Management Committee acknowledge and approve the documents retrospectively, as some information reported had not been explicitly recorded in the minutes. He advised that moving forward the Corporate Manager would attend SPRC meetings and take formal minutes.

8.4 The Management Committee retrospectively recorded approval of the above documents.

8.5 The SPRC had reviewed a revised Recruitment Policy, which was still in draft format pending comments from staff by the end of October and final amendments. Professor Ray explained that because they wished to progress the recruitment for the Öpik Fellowship, SPRC had agreed to confirm approval of the policy via email following receipt of the final copy for review. He stated that the Policy would be made available to any Management Committee member who wished to see the detail and sought Management Committee approval for the approach outlined.

8.6 The Management Committee approved the approach recommended by the SPRC to enable the recruitment for the Öpik Fellowship to progress. **Action MC 23/09/2019 – 3 Approval of revised Recruitment Policy, subject to staff comments, final amendments and recirculation via email.**

8.7 Professor Ray reported that a further review of Education Structures was ongoing. He advised that delivery was moving away from the traditional Planetarium offering to include Astropark and Observatory tours, engaging more secondary schools and students and developing a volunteer programme. As a result, there was a feeling there was the need for a middle-management tier. This would be discussed further at an engagement session with the Education Team and a report would be brought back for approval in December.

8.8 The Management Committee approved the approach outlined as recommended by the SPRC.

- 8.9 Professor Ray reported that SPRC had considered the remaining four posts within the current structure filled via temporary agency personnel on an ongoing basis, all of which were in the baseline salary figures accepted by DfC. He advised that recruitment processes to replace 3 of these posts were planned before the end of the financial year. Due to the length of time of agency provision legal advice would be sought in respect of the 4th post.
- 8.10 SPRC had also received information on part-time temporary agency appointments to relieve the pressure on SMT members as a result of the future development project. These short-term interim arrangements would hopefully be addressed in the longer term through the appointment of a Project Manager to oversee the future development work. In addition, three of the temporary staff recruited to facilitate the legacy record review had been retained on a month-by-month basis, subject to need and resources.
- 8.11 The Committee accepted the report, approved the recommendations from the SPRC and noted the updates.

9.0 PERFORMANCE AGAINST BUSINESS PLAN – Corporate Plan Objectives, KPIs and Finance

- 9.1 Reports providing Q1 progress against the 2019/20 Business Plan were provided in respect of Corporate Plan Objectives and KPIs and a Finance Report to Period 5 had been previously circulated for consideration.
- 9.2 Mrs Corvan pointed out that performance against the Business Plan was progressing as would be expected for Q1 and suggested that at the next meeting the Committee could scrutinise the progress against targets more effectively.
- 9.3 With reference to KPI 3, Professor Mathioudakis felt that the indicator didn't do justice to the research environment at AOP pointing out that this was not just about research visitors. He felt that this indicator should cover seminars, encouraging people to apply for fellowships and conferences and that it should be revisited. The Head of Corporate Services welcomed the feedback and suggested that the KPI be reviewed for the next financial year in consultation with Professor Mathioudakis. **Action MC 23/09/2019 – 4 KPI 3 to be reviewed for 2020/21 financial year in consultation with Professor Mathioudakis.**
- 9.4 Professor Ray said it would be useful for DIAS to be aware of the AOP Seminar Programme and of Visitors and vice versa. Dr Sarzi undertook to forward Professor Ray's contact details to the AOP Seminar Programme organisers. **Action MC 23/09/2019 – 5 Professor Sarzi to provide Professor Ray's contact details to the AOP Seminar Programme organisers with a view to sharing information on the Programme and Visitors.**

10. AOB

- 10.1 The Committee noted:
- the availability of training as outlined in the report
 - the ARAC Minutes June 2019
 - the SPRC Minutes June 2019

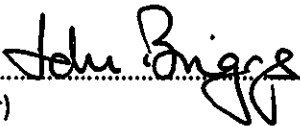
The Chair drew attention to the Papers to be Noted and advised that he had not received any requests for discussion.

10.2 The date of the next meeting was noted as 16 December 2019.

There being no further business the meeting concluded at 12.10 pm.

Following the meeting Ms Eleanor Gill, ERGA Strategies Ltd conducted a facilitated session with the Management Committee Members.

Signed as a true record of the meeting


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(Chair)

Dated:

Updated Actions as at 10 September 2019

Reference	Action	Owner	Progress
MC29/01/15 – 01	Dr McKay to explore within ESA if exhibits could be provided to the Planetarium	Dr McKay	<p>Ongoing</p> <p>10 December 2018: Dr McKay advised that he and Professor Burton would endeavour to progress the matter relating to the exhibits.</p> <p>21 June 2018: Dr McKay advised that he has been unable to progress this due to his contact being on exceptional leave. He will endeavour to resolve this before his retirement.</p> <p>17 November 2017: Continuing to explore opportunities with Dr McKay</p> <p>1 September 2017: Dr McKay advised that he will introduce Mr News to the ESA PR.</p> <p>23 August 2017: John News has been appointed as temporary HECO and will pursue this matter with Dr McKay</p> <p>29 March 2017: It is hoped that a temporary Head of Education & Outreach will be appointed shortly and this matter will be pursued at this time.</p> <p>20 September 2016: Dr McKay has spoken to ESA PR in HQ (Paris). ESA would like to understand the direction AOP intends to follow and what support they could provide. It has been decided to wait until the new Head of Education & Outreach is appointed before pursuing further.</p> <p>28 January 2016: Dr McKay to introduce Planetarium representative to the ESA teams to pursue potential exhibits.</p>
MC10/12/18-01	The Chair to bring paper to March 2019 meeting regarding engagement with Council	Chair	<p>Propose to Close</p> <p>24 June 2019: Updates provided in Director’s Report.</p> <p>17 June 2019: Paper Agenda Item under Chair’s Business.</p> <p>25 March 2019: Governance arrangements being progressed in discussion with SIB. Presentation of paper postponed until June 2019.</p>

Reference	Action	Owner	Progress
MC26/3/19-01	The Chair to approach the Board of Governors regarding co-option to Management Committee from Council	Chair	<p>Ongoing</p> <p>1 August 2019: Response received by Chair of Board of Governors from council advising that Roger Wilson, Chief Executive will fulfil the role on the Board.</p> <p>24 June 2019: Board of Governors Chair has formally written to council chief executive to invite a representative onto the Board and is agreeable that this person could also be a Board of Governors representative on the MC.</p> <p>22 May 2019: Discussed at Board of Governors meeting. Council has been invited to appoint an officer at Director-level to the vacant position on the Board of Governors. The Board of Governors also gave approval, in principle, for the nomination of the Council's appointment to the Board of Governors to the Management Committee. No response to correspondence has been received to date.</p>
MC24/6/19-01	Formal approval of the appointment of Sean Barden as Accreditation Mentor for Museum Accreditation process.	Prof Burton	<p>Propose to Close</p>
MC24/6/19-02	Invite Sean Barden to September Management Committee meeting		<p>Ongoing</p> <p>10 September 2019: Deferred to December meeting due to facilitated session with Management Committee Members following September meeting</p>