

**MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD IN THE BOARDROOM,
ARMAGH OBSERVATORY AT 2.30PM ON 9 MARCH 2017**

- Present:** His Grace, the Most Reverend R. Clarke (Chair), The Very Reverend Dean G. Dunstan, Canon R.J.N. Porteus, Canon J. Moore and Professor A. Hibbert
- Apologies:** The Venerable Archdeacon T. Scott , Canon A. Dawson, Canon N. J. Hughes, Canon D. Hilliard, Professor R. Oudmaijer, Mr W.G.H. Berry
- In attendance:** Professor M. Burton (Director), Professor G. Doyle (Acting Head of Observatory), Mr T. Heron (Temporary Head of Corporate Services), Mrs D. Neill (Operations Manager), Mrs K. McLoughlin (Temporary Accountant)

1. APOLOGIES

Apologies were recorded as noted above.

The Chair welcomed everyone to the meeting, in particular those attending for the first time; Professor Michael Burton, Mr Terry Heron, and Mrs Diane Neill. The Chair advised that Professor Smartt had resigned and the Chair would write to Queen's University of Belfast (QUB) for a nominee to replace him. Professor Hibbert agreed to approach QUB informally in the first instance.

2. DECLARATION OF INTERESTS

The Chair reminded members and officers of the need to declare an actual, potential or perceived conflict of interest associated with any item on the Agenda, either now or at the relevant stage during meeting. No conflicts of interest were declared.

3. MINUTES OF THE ANNUAL VISITATION OF 15 MARCH 2016

The minutes of the Annual Visitation of the Board of Governors of 15 March 2016 were reviewed, approved as a true and accurate record of the meeting and signed by the Chair.

4. MATTERS ARISING FROM THE MINUTES

The Chair drew attention to the circulated paper detailing progress on identified matters arising from previous meetings. An update on the Matters Arising can be found in the Table attached at Annex 1.

5. CHAIRMAN'S BUSINESS

The Chair welcomed Professor Burton into his role of Armagh Observatory and Planetarium (AOP) Director. The Chair advised the Board that a previous member, Canon Robert Boyd, was moving to another Diocese, and expressed his best wishes to the Board. Canon Barry Paine had been appointed in his place.

6. MATTERS FOR REPORT AND APPROVAL

6.1. Minutes of the meetings of the Management Committee (for report)

The Chair advised that the Management Committee had met on a number of occasions and asked if anyone wished to comment on issues arising in the minutes, which provided a report of work over the last year.

- 6.1.2 Professor Hibbert referred the Board to section 12.3 in the minutes of 8 June 2016. Under the Review of Governance, a number of matters were agreed. The Management Committee believed that this would finalise the Terms of Reference which could then come to the Board of Governors for approval. The Chair advised that further input was needed from the AOP Senior Management Team and this would be addressed at a later point during this meeting.

The Board noted that the minutes were for report and information only.

6.2. Minutes of the meetings of the Audit and Risk Assurance Committee (for report)

Professor Hibbert advised the Board that the main issue arising was the Northern Ireland Audit Office (NIAO) investigation which had taken considerable time to complete. Professor Hibbert explained the issues arising and informed the Board that on the report produced by the Government Fraud Investigation Service (GFIS) there was no further action in relation to criminality. Professor Hibbert reported to the Board that there had been a large amount of time invested by staff in responding to audit queries. The Chair thanked Professor Hibbert for summarising the issues and concurred that a huge amount of time had been required from AOP staff.

6.3. Notes of the Organisational Change Project Board Meetings (for report)

Professor Hibbert advised that the Project Board had now finished its work and returned responsibility for continuing this move to a single, unified organisation back to the Management Committee. It had met approximately every six weeks (14 times in total) over the last 1-2 years with the final meeting held in November 2016. He drew the Board's attention to the 6 summaries of the meetings included in the papers and highlighted the achievements of the Project Board, one of the key successes being the recruitment of Professor Burton as AOP Director. In addition, job descriptions and grades for the tier 2 positions (those of the Senior Management Team) were also created. Work had been done on the Terms of Reference for all the Committees to bring about the single organisation aim. Funding to start the process of HR consultancies, such as aligning staff terms and conditions, had been secured. Links had been established with the Council, the Public Library and Libraries NI as there was much to be gained through collaboration with other institutions. Professor Hibbert acknowledged the helpful guidance from the Department and the documents prepared by both Deborah Radcliffe and Therese Hogg.

- 6.3.1 Professor Hibbert concluded his report by advising that following a meeting with the Deputy Permanent Secretary Ian Maye, the proposal for the capital transformation of AOP is still high on the Department's priority list. The Chair acknowledged the amount of work done by the Project Board with members who have significant workloads of their own. The Chair stated that he would issue letters of appreciation to members of the Project Board.

6.4. Annual Report and Accounts for 2015/16 (for approval)

Professor Burton commented that most of Annual Report and Accounts for 2015/16 had been written prior to his arrival but reported that additional content had been added to the Governance Report following the completion of the investigation into irregularities. The Chair requested that the Report reflected the findings in full by including the phrase that "no criminal intent" was found. Professor Hibbert assured the Board that the Audit and Risk Committee acted immediately in relation to these matters which led to the investigations. It was considered that AOP acted appropriately.

6.5.3 Risk Register January 2017: Professor Burton reported that this document had been reviewed by the Audit and Risk Committee and the Management Committee and had been submitted to the Department. There was one red risk on page 5 in relation to single point failures. There was a need to restore positions that previously existed to ensure capacity was available. Professor Burton advised the Board that AOP was trying to address this but it was a slow process. The Chair thanked Professor Burton for this report.

6.6 AOP Activities 2016/17 Director's Report

Professor Burton tabled his report on operational matters and commented briefly on each matter. Professor Doyle advised that a fourth grant application was submitted to the Leverhulme Trust. Furthermore, a £10k grant was received from STFC entitled "Engaging Primary & Secondary School Children in Science via Public Engagement Fellows".

The Chair expressed his thanks to Professor Burton and the staff of AOP for the tremendous work completed and how remarkable this was in the circumstances.

6.7 Draft 2017/18 Business Plan (for noting)

In view of the need for AOP to complete the appointment of a Senior Management Team to deliver the objectives in the draft Business Plan, the Chair proposed the issue of a letter to Mr Fergus Devitt, Department for Communities. This would explain that the Board approved the direction of the 2017/18 Business Plan but would not sign off until SMT was in place. **The Board agreed the issue of the letter.**

6.8 Draft Revised Governance Arrangements – Terms of Reference Proposal (for noting)

The Chair noted that it was important that the SMT provided input to the Terms of Reference prior to their finalisation. It was recognised that considerable effort had already been expended to bring the revised ToR to their current state and therefore to expedite final approval, it was proposed that a small sub group would meet consisting of Professor Burton, Mr Heron, Mr Hannam, Mrs Hogg, Professor Hibbert and members of the new SMT.

6.8.1 Professor Hibbert reported to the Board that the Minister had not agreed to the remuneration of the Chair of the Management Committee. The Board considered how a Chair should be appointed in light of this decision. It was agreed that the appointment should follow a public recruitment exercise and it would be the Chair's appointment in consultation with the Minister. Professor Hibbert stated that he would modify the remunerated draft job description in light of the decision not to allow remuneration.

7. ANY OTHER BUSINESS

7.1. Banking Arrangements (for approval)

Professor Burton asked the Board to approve the additional users to the AOP E-Banking Facility as specified in the circulated paper. **The Board approved the recommendation.**

7.2. Annual Review of Information (for approval)

Professor Burton explained that as part of the Governance Statement it was necessary for the Board to confirm that it was content with the quality of data presented to the Board and Management Committee throughout the year. **The Board confirmed it was content with the quality of data presented.**

The Chair considered the Annual Report to be appropriate and thanked Mrs McLoughlin and Mr Heron for their work. Professor Burton added that the former Accounting Officer, Mr Alastair Hughes, had also contributed to this and wished to record his thanks to Mr Hughes.

6.4.1 Mr Heron explained that the Annual Report followed a required format which AOP must adhere to. He advised that it was currently in draft and changes could be made. The NIAO will recommence their audit of the 2015/16 accounts week commencing 27th March 2017. It is likely that they will produce a qualified certificate for 2015-16 on the Annual Report and Accounts and AOP may need to amend the Annual Report wording to reflect their certificate. The 2014-2015 certificate is expected to be unqualified. Professor Burton will sign the 2015/16 Annual Report and Accounts (and 2014-15) as he is the current Accounting Officer. The Chair will then sign the Trustees Report on page 17 and ensure this is consistent. If, following the completion of the NIAO audit, significant changes are required, the document will be circulated to the Board for approval. The Chair asked the Board if they permitted minor changes to be made. **The Board confirmed they approved the Annual Report and Accounts subject to minor amendments.**

6.4.2 Mrs McLoughlin presented the Accounts explaining that there were two sets of Accounts, one for the Observatory and one for the Planetarium. These were prepared in accordance with the Standard of Recommended Practice (SORP) for charities. The merger of AOP into one organisation did not take place until April 2016. The Chair thanked Mrs McLoughlin for her work on the Accounts. **He asked if the Board was content to approve these. The Board agreed.**

6.5. Management Report for 2016/17

6.5.1 Key Performance Indicators (KPIs): Professor Burton explained to the Board that KPIs are a measure of AOP's performance against objectives. Whilst 3 KPIs were not currently on target, one of these will be met and the other two will be revised for the next financial year as the metrics are not appropriate. He continued that new metrics for measuring AOP's performance had been proposed to the Department for the next financial year to provide more relevant statistics. The targets in relation to organisational change had not been met, as the process of appointing the Senior Management Team has not yet been completed. These will be included in the text of the Business Plan for 2017/18, as opposed to remaining as KPIs.

6.5.2 Finance Budget Report to January 2017: Mrs McLoughlin explained that the baseline budget was increased during the year through earmarked funds. There was also an increase of admissions income from the Planetarium of £40K which was testament to staff in the Planetarium. There was a projected year end surplus of £85K, of which £65K was earmarked, i.e. must be used for a specific purpose. Some of this earmarked funding became available in July, some in October in relation to the transformation and change project. AOP will need this in the future and will have to bid for this again to carry out work that did not happen. Professor Burton explained that the late allocation of funding, together with restrictions on earmarked budgets, coupled with AOP's limited staffing resources, resulted in the handing back of monies which is regrettable. The Board was advised that AOP needed Departmental approval to generate more income than had been projected, meaning that there was little incentive to do so. Professor Hibbert stated that the ability to generate income to reinvest back into AOP was recommended in the Strategic Investment Board report. In relation to the capital budget, Professor Burton explained that AOP was purchasing a new digital projector for a new portable planetarium to be used for outreach. The Chair thanked Mrs McLoughlin and the Board noted the financial position.

7.2.1 There was a discussion about the need for hard copy paperwork for Boards and Committees. The Board agreed that electronic copies were adequate but it was recognized that the Chair would need a hard copy to properly manage the meeting.

7.3. Revised Policies (for approval)

Prof Burton explained that due to changes in Personnel and weblinks, as opposed to substantive alterations, the following policies had been updated:

- i) Whistleblowing Policy
- ii) Guidance on Acceptance and Provision of Gifts and Hospitality
- iii) Conflict of Interests Policy
- iv) Safeguarding Children and Vulnerable Adults Policy and Procedure

The Board approved the updated Policies.

7.4 The Chair advised that Professor Hibbert was moving back to England and thanked him for his contribution to the Board, the Management Committee, the Audit and Risk Assurance Committee, and the Project Board. On behalf of the Board, the Chair stated that they would value his continued presence, and asked if he would remain on the Board of Governors, though without the commitment of being on the Management Committee.

Professor Hibbert reminded the Board that it has 3 nominations to the Management Committee and that currently one position was vacant. He also stated that the Board had co-opted him as Deputy Chair of the Management Committee.

The meeting ended at 4.40pm

Signed as a true record of the Meeting

+ Richard Arraugh
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(Chairman)

Dated: 23/04/18

Matters Arising from the Minutes of Previous Meetings

Reference	Matter	Owner	Progress
Annual Visitation 15 March 2016			
Paragraph 6.4.2	Professor Hibbert confirmed that the Project Board, along with the Chief Executive would consider the second tier of management in AOP during 2016/17.	Project Board/Chief Executive	Ongoing - Head of Corporate Services appointment in progress. Seeking Department approval for other two posts.
Paragraph 6.5	It was agreed that the next iteration of the 2016/17 Business Plan would be reviewed by the Deputy Chair of the Management Committee, who would determine if it should be shared further.	Professor Hibbert	Complete - no significant changes before approval by Department
Paragraph 9.2	TORs - The Project Board would collate all the responses and incorporate them into a further draft for consideration.	Project Board	Ongoing - Further drafts being prepared for Management Committee March 2017.
Paragraph 10	Professor Bailey should be accorded the title of 'Emeritus Director of Armagh Observatory';	Professor Hibbert	Complete - arrangements in place
Paragraph 11.1	Acting Head of Planetarium- The Board agreed to advertise within the organization at this level of remuneration, assuming appropriate discussions with DCAL had been completed.	Professor Hibbert	Complete - Dr Vink continued as acting Head of Planetarium until 31 August 2016.

Annual Visitation 19 March 2015			
Paragraph 6.11	The Review of Outreach and Research was scheduled to complete by May 2015.	Professor Bailey	Complete.
Paragraph 7.3	The Observatory's Health & Safety Policy to be updated to included the Planetarium.	EJ Kennedy	Ongoing - This is still a work in progress.
Joint Board of Governors and Management Committee meeting 4 June 2015			
Action Point 5	The Project Board to consider how to mitigate the risk of single point failure in the senior management structure following the appointment of the CEO of AOP.	Professor Hibbert	Complete