

MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD VIA ZOOM AT 11.00 AM ON WEDNESDAY 19 MAY 2021

Present: His Grace, the Most Reverend J McDowell (Chair), The Very Reverend Dean S Forster, The Venerable Archdeacon E Cairns, The Venerable Archdeacon T Scott, Revd Canon D Hilliard, Revd Canon J Moore, Rev Canon R J N Porteus, Revd Canon Dr P Thompson, Archbishop E Martin, Professor A Fitzsimmons, Mr G Cox and Mr R Wilson

Apologies: Revd Canon W J A Dawson

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 and Income Generation), Mr J Briggs (Chair of Management Committee), Mr S Brown (Chair of Audit and Risk Assurance Committee) and Mrs L Brown (Corporate Manager)

1. OPENING REMARKS

At the outset the Chair welcomed everyone to the meeting which was taking place virtually via Zoom and briefly outlined the meeting etiquette, requesting attendees to set their speaker to mute. He reflected that it had been a year since the last Visitation and no one had expected to still be in the same position as then, however, it had been an immensely busy year.

2. APOLOGIES

An apology was recorded as noted above.

The Chair extended a particular welcome to Archbishop Eamon Martin; the Archdeacon of Ardboe, The Venerable Elizabeth Cairns; The Very Revd Dean Shane Forster and Mr G Cox who were attending their first meeting of the Board of Governors.

3. DECLARATIONS OF INTEREST

The Chair drew attention to the Conflict of Interest policies of DfC and AOP, letter dated 29 April 2021 from Tracy Meharg, Permanent Secretary regarding Conflict of Interest Arrangements having previously been circulated, and 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 point during the meeting.

Mr Wilson declared an interest in relation to the business associated with land matters and undertook to withdraw from the meeting at that point.

The Chair explained that Mr Wilson was Chief Executive of Armagh City, Banbridge and Craigavon Borough Council and there was one item of Chairman's Business in relation to land issues. He said he would defer that item to the end to enable Mr Wilson to participate in the majority of the meeting.

4. MINUTES OF THE ANNUAL VISITATION OF 18 JUNE 2020

The minutes of the Annual Visitation of the Board of Governors of 18 June 2020 were reviewed and approved as a true record of the meeting, to be signed by the Chair at a future date.

5. MATTERS ARISING FROM THE MINUTES

The Chair referred to the paper detailing progress on matters arising from the previous meeting. It was noted that two had been completed and four remained ongoing.

There were no further matters arising raised.

6. CHAIRMAN'S BUSINESS

6.1 Membership Issues

The Chair advised that there a number of Membership issues to be considered. AOP was keen to increase profile, connections and influence in the Republic of Ireland, referring to its aspiration to become a centre of excellence for the whole of Ireland, and so it was suggested that Ms Samantha Leslie of Castle Leslie Estate would be willing, if nominated, to join the Board.

- 6.1.1 Mr Briggs reported that on the Chair's behalf he had contacted Samantha Leslie and she was very willing to join the Board of Governors and indeed was honoured to be asked to do so. He explained that she had substantial connections both north and south not just in the hospitality industry but that she sat on a number of Boards and had connections that could be useful to AOP going forward. He considered she would be a very good addition to the Board.

Rev Canon Dr P Thompson joined the meeting at 11.09 am.

- 6.1.2 The Chair advised that the Board appointed three Members to the Management Committee, one of which was Mr Wilson and sought confirmation that he was content to continue to represent the Board on the Management Committee. Mr Wilson confirmed his willingness to continue as a Board of Governors' nominee on the Management Committee.

- 6.1.3 There remained two further vacant positions and one of which should be a member of the Chapter. The Chair advised that the Chapter would consider and make its nomination to the Management Committee in due course.

- 6.1.4 In terms of the last remaining vacant position, the Chair referred to Mr Cox's legal expertise and asked if he would consider allowing his name to be put forward. Mr Cox confirmed he would be delighted to be considered.

6.1.5 The Board approved:

- **the appointment of Ms Samantha Leslie to the Board of Governors as one of its nominees;**
- **Mr Wilson's continuing membership of the Management Committee as one of its nominees;**
- **the Chapter's nominee to the Management Committee would be effective from date of nomination;**
- **the appointment of Mr Cox to the Management Committee as its nominee.**

6.2 Reserved Matter - Terms of Reference

The Chair referred to the report on the Review of Terms of Reference for both the Management Committee and the Board of Governors.

- 6.2.1 Mrs Corvan explained that the Management Committee and Board of Governors were required to review their Terms of Reference every three years. Mr Briggs had been appointed Chair of the Management Committee in 2018 and prior to that the Archbishop had chaired both the Board of Governors and Management Committee and so the review was particularly important. This change

in Governance had resulted in some over-lap and confusion and so both Terms of Reference had been reviewed side by side to address any anomalies. The Management Committee had already considered its Terms of Reference.

- 6.2.2 Arising from the review Mrs Corvan advised that there was one major change proposed. She explained that the Board of Governors also acted as the Charity Trustees, however the review had identified that the role of Trustee sat more closely with the Management Committee. DfC had been consulted and had indicated that there would be no reason why the Board could not delegate the Charity Trustee status to the Management Committee but that AOP should take its own legal advice, which it was currently doing. At the Management Committee some of the Management Committee members had sought more information about what the role of the Charity Trustee would entail for them personally. Mrs Corvan pointed out that at present the role of Charity Trustee remained with the Board of Governors, however, approval was being sought that if AOP was in a position to bring a report to the Management Committee, probably in September, to change the role that the Board of Governors would be content that this change could be made at that stage.
- 6.2.3 In summary, the Chair explained that there were two matters for consideration – acceptance of the changes highlighted in yellow within the Terms of Reference and transfer of the role of Trustee from the Board of Governors to the Management Committee, which had a much closer understanding of the day to running of AOP, if the Management Committee was content to accept and if the Board of Governors was willing to relinquish the role.
- 6.2.4 From a legal perspective, Mr Cox commented that in principle the proposal was absolutely fine. He pointed out that it was a legal obligation taking on the role of a Trustee and that in terms of execution and the mechanics of the transfer that the Board and individuals taking it on would need to have that transfer of power. He felt that a short paper when it was about to go into effect could enable it to be progressed before the next year's meeting.
- 6.2.5 In response to a query from the Chair, Mrs Corvan explained that the Department's Solicitors Office did not have the capacity to take it on and were reluctant to provide advice as they advise DfC on sponsor branch governance, however, AOP had instructed a Solicitor, through a framework available to the public sector, to provide advice. She clarified that AOP would not be affecting any changes until a paper was brought to the Management Committee and that the Management Committee was content to take on the role of Charity Trustees.
- 6.2.6 Mrs Corvan said there was one further matter to note, which had not yet been considered by the Management Committee. It was proposed to add an additional point into the terms of reference for both the Board of Governors and Management Committee to indicate that meetings may be recorded.
- 6.2.7 **The Board:**
- **approved the changes to the Terms of Reference documents, as highlighted;**
 - **agreed in principle, to the transfer of the role of Charity Trustee from the Board to the Management Committee, subject to legal advice and the Management Committee's willingness to accept the responsibility;**
 - **approved the inclusion of reference in both Terms of Reference that meetings may be recorded and that for the Board of Governors it would take immediate effect.**

The meeting was recorded from this point onwards.

6.3 **Reserved Matter – Land Issues**

In light of the declaration of interest by Mr Wilson, the Chair deferred this matter to the end of the meeting.

7. MATTERS FOR REPORT AND APPROVAL

7.1 Minutes of the meetings of the Management Committee

The minutes of the four meetings of the Management Committee held since the last Visitation had been included with the Papers.

7.1.1 Mr Briggs reported that, despite Covid, it had been a very active year for AOP as would be highlighted through Professor Burton's report. He advised that there had been four Management Committee meetings in June 2020, September 2020, December 2020 and March 2021 and two Special meetings relating to the land issue. It had also been a very active year in terms of Membership. During the year the Committee had a number of very experienced Members – Mr Brett Hannam; Professor Mike Merrifield, Professor Tom Ray, Professor Rene Oudmaijer, Dr Mike McKay and Dean Gregory Dunstan. Professor Oudmaijer having been a Board of Governor's nominee to the Management Committee. He reflected that Mrs Primrose Wilson had retired from the Management Committee some two years previous.

7.1.2 The Department for Communities had recruited 3 new members to the Management Committee – Mr Paul Kennedy, Mr Eugene Rooney and Dr Kirstin Lemon. In addition, the Dublin Institute of Advanced Studies and the Science Technology and Facilities Council had appointed Dr Caitriona Jackman and Dr Matt Darnley respectively.

7.1.3 Mr Briggs also reported that AOP's relationship with DfC had strengthened throughout the year, AOP had developed good relationships with ABC Council and all Committee Reports had been approved by the Management Committee, including all Director's reports. In conclusion, Mr Briggs said he was happy to report that the governance of AOP was in a very strong position due to the AOP Leadership Team.

7.1.4 The Chair commented that the governance reporting requirements were byzantine in their complexity and were very ably handled by the Senior Management Team.

7.2 Minutes of the meetings of the Audit and Risk Assurance Committee

The minutes of the four meetings of the Audit and Risk Assurance Committee (ARAC) since the last Visitation had been included in the Papers.

7.2.1 Mr Brown reported that this was his first meeting as Chair of the ARAC having taken on the role when Mr Hannam's term expired. He echoed Mr Briggs' comments regarding the robustness of governance in AOP and added that the risks were well understood across the organisation and the risk register kept up to date. He reported the biggest single risk related to finance - the affect of Covid on income and how to maintain visitors while investing in the organisation and added that AOP was largely dependent upon DfC and grants.

7.2.2 Mr Brown responded to a query from Mr Cox regarding a target date to establish the long-term ICT Strategy referred to in the Risk Register explaining that there were two aspects to this – the ICT infrastructure for astronomers and research and the planetarium function technically, as well as for MS Office etc. Professor Burton confirmed that ICT strategy was central to the way forward not just in terms of operations but also in terms of protection. He said it was an ongoing process of developing a strategy with lots having been undertaken during the previous year in terms of adding security to the networks and isolating systems. Whilst ongoing AOP was working on the plan.

7.2.3 There being no further questions, the Board noted the reports from Messrs Briggs and Brown and the Chair thanked both of the Committees for the amount of work undertaken throughout the year.

7.3 **Annual Report and Accounts 2019/20**

Annual Report and Accounts 2020/21

Mr Knox reported that at the 2020 meeting the Archbishop had been granted delegated authority to sign off the Annual Report and Accounts 2019/20 when audited.

7.3.1 In terms of financial highlights he reported that year end fell just after the first Covid lockdown and so the 2019/20 Accounts were not too badly impacted upon by this. AOP had been successful in bidding for £368,000 additional Resource funding above the core budget of £1.729m, and capital funding of £1.348m had also been secured for a range of projects, the major one being £500,000 to replace the dome projector system. Mr Knox reported that the Pension Scheme had recorded a £950,000 loss, the valuation of the pension scheme at the end of March having been impacted by the value of investments, which had been adversely affected by the Covid pandemic, however this was not a matter of concern for either AOP or DfC. Staffing costs remained the single highest element of expenditure at £1.683m. The Annual Report and Accounts 2019/20 were signed by the Archbishop on 21 September and subsequently filed. **The Board of Governors retrospectively approved the Annual Report and Accounts 2019/20.**

7.3.2 In terms of the Annual Report and Accounts 2020/21 Mr Knox referred to the draft that had been circulated and advised that a property valuation report from Land and Property Services and information from the pensions' provider NILGOSC were still awaited and so there may be some adjustments to the accounts presented. He advised that it had been a challenging year for AOP with the Planetarium having been shut for most of the year, apart from the week before Christmas when the outdoor Space Lights event had taken place, and as a result admissions income was very substantially down. The core resource budget had not increased for 2020/21 and was not being increased for 2021/22 either. A £109,000 Covid grant had been secured to subsidise trading losses and no staff had been placed on furlough. AOP had secured additional resource funding of £110,000 to carry out extensive landscaping and tree works within the grounds and £1.275m capital funding for a range of projects including major refurbishment of the student house and replacement of the planetarium exhibition area.

7.3.3 In response to a comment from the Chair, Mr Knox confirmed that AOP had managed to work within the budgets it had been given and pointed out that it had made savings, including in the area of research travel.

7.3.4 In conclusion, Mr Knox advised that the Accounts were in draft and the Audit did not commence until the beginning of August. **The Board approved the draft 2020/21 Annual Report and Accounts, subject to inclusion of the outstanding information and any adjustments required as a consequence of same, and the Archbishop was granted delegated authority to sign them on its behalf.**

7.3.5 The Chair thanked Mr Knox for his updates.

7.4 **Management Report for 2020/21**

Professor Burton welcomed everyone to the Annual Visitation explaining that he was joining from the Observatory Board Room. He extended a welcome to the new Members and in particular noted that Archbishop Eamon Martin had joined the Board, reflecting back approximately 70 years previous when his predecessor Eric Lindsay, who was attempting to bring a Planetarium to Armagh and provide a public outreach site for the research, had set up a Board involving the two Archbishops of Armagh and the heads of all the Universities in Ireland.

7.4.1 Professor Burton took Members through his report and highlighted the main achievements throughout the year in relation to Principal Functions; AOP Operations during Covid 19; Planetarium Refurbishment; Science at Home; Heritage; Meteorological Station; Engagement with DFC and the

Web Site – armagh.space. The Director’s Report to each of the four Management Committee meetings since the 2020 Visitation had been included as accompanying papers.

7.4.2 Professor Fitzsimmons thanked Professor Burton for the summary of activities adding that it was heartening to hear how well AOP had handled the situation everyone had been placed in. He recognised that research had mostly continued as before and reflected that AOP had clearly made provisions for everyone to continue working, commenting how successful that had been and wondered how the staff had handled the last year. In response, Professor Burton confirmed that everyone had been affected and each affected differently due to their personal circumstances. He advised that AOP had been very fortunate having already had in place online video-conferencing before the pandemic and so was able to transition to online working in ways that other organisations took longer to achieve. Whilst for Research the change was not great, for the Corporate and Education teams the change had been. He considered AOP’s success had derived from meeting regularly as an organisation and also in smaller groups, creating a sense of community. He said it had been an interesting experience, not one they would have wished, but, as a whole people were emerging much richer and with new skills and AOP would continue with blended mode working into the future.

7.4.3 The Chair commented that in the contact he had had with AOP it always came across as a very buoyant and optimistic organisation, with the people within it having all risen to the challenges remarkably well. He thanked Professor Burton for his report and all those involved for their work.

7.5 **Corporate Plan Objectives**

Mrs Corvan explained that the Corporate Plan Objectives Paper set out the objectives, key activities and progress against those for each quarter of 2020/21. The strikethrough related to changes agreed with DfC, the Business Plan having been submitted pre-pandemic and there being things that could not be delivered. As a result, some new performance indicators had been added and some removed.

7.5.1 Despite working throughout a pandemic Mrs Corvan recognised that there had been significant successes already referred to through Professor Burton’s report, however one area not previously raised was in respect of Corporate Objectives. She highlighted that there had been a number of satisfactory internal audits conducted including in relation to Governance and Covid arrangements and working from home. In addition, a 5-year strategy had been developed via remote engagement activities. This was something that would not have been thought possible previously.

Rev Canon Porteus retired from the meeting at 11.50 am.

7.5.2 Stakeholder engagement would be a priority when restrictions were lifted, a significant amount of engagement activity having been planned for 2020/21. Mrs Corvan commented that AOP was really keen to get people back to the Planetarium and Observatory and had the meeting in progress been on site they would have been having a photograph taken for the Strategy.

7.5.3 **The Board noted the progress against 2020/21 Corporate Plan Objectives.**

7.6 **Key Performance Indicators**

Mrs Corvan drew attention to a number of red performance indicators and explained that when the 2020/21 Business Plan had been re-negotiated with DfC it had been anticipated the Planetarium would be open again in the Autumn, as that was not possible even the new more conservative targets could not be met. She added that numbers for the Winter Space Events had been curtailed to ensure attendees were safe and secure and had a comfortable experience.

7.6.1 In terms of the KPI to develop and deliver a Science at Home programme, Mrs Corvan said that whilst not completed by 31 March it was an excellent piece of work and she felt it was worthy of note in that it brought in £14,500 of external funding from which 800 schools in Northern Ireland would

benefit, not coming from the Northern Ireland public purse. She said the Head of Research and Education and Outreach Manager had worked really hard on the project and securing the funding and indeed the reason it hadn't been completed was because additional funding had been secured to improve it and create a mascot for the book.

7.6.2 Finally, Mrs Corvan drew attention to the significant social media growth throughout the year which she considered was testament to the popular Science at Home programme.

7.6.3 **The Board noted the progress against 2020/21 KPIs.**

7.7 **Risk Register as at 11 May 2021**

Mrs Corvan reported that AOP was currently managing 4 risks, a new one having been added specifically around Coronavirus. She advised that the risk register was reviewed frequently, with changes highlighted in red and strikethrough of things removed so that Members could keep track. Three of the risks were high, with the fourth relating to funding being assessed as extremely high. In turn Mrs Corvan briefly elaborated on each of the risks, related actions and impact for AOP.

7.7.1 The Risk Register was reviewed by the ARAC Committee quarterly and considered at Accountability meetings with the Department. In addition, the Department was alerted promptly in relation to any concerns or new risks identified.

7.7.2 The Chair thanked Mrs Corvan.

7.7.3 **The Board noted the Risk Register as at 11 May 2021.**

7.8 **Draft 2021-26 Strategic Plan**

The draft 2021-26 Strategic Plan had previously been circulated. Professor Burton explained that the previous Corporate Plan had been a 3-year Corporate Plan to stabilise the organisation. The Strategy going forward was about trying to achieve AOP's vision and putting in place structures to do that. It was set around a number of key themes bringing together Research, Education, Corporate and Heritage.

7.8.1 **The Board was content that the draft Strategic Plan did not cut across the culture, character, history or patrimony and delegated authority to the Management Committee to take it forward to completion.**

7.9 **Draft 2021/22 Business Plan**

Professor Burton advised that the draft 2021/22 Business Plan, which had previously been circulated, identified in more detail the activities for the financial year.

7.9.1 **The Board was content with the draft Business Plan and delegated authority to the Management Committee to take it forward to completion.**

8.0 ANY OTHER BUSINESS

8.1 **Annual Review of Information**

The Archbishop advised that one of the principal objectives of the meeting was that the Board of Governors were content with the quality of information received, an important element of governance, and that it was adequate to their role.

8.1.1 **The Board confirmed that it was content with the quality of information provided.**

Having previously declared an interest, Mr Wilson retired from the meeting at 12.03 pm.

9.0 CONFIDENTIAL ITEM REMOVED

9.1.20 The being no further business, the Chair thanked everyone for their participation.

The meeting ended at 12.30 pm

Signed as a true record of the Meeting

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(Chairman)

Dated

Reference	Matter	Owner	Progress
Annual Visitation 18 June 2020			
Paragraph 6.12	Archbishop to consider Members of the Board of Governors in consultation with Mr Briggs, Professor Burton and affected Governors and decide on the changes needed to be put in place	Archbishop McDowell / Chair of MC and Professor Burton	Completed – matter considered and appointments made as necessary.
Paragraph 6.12	Establishment of an Alumni-type body	Chair of MC	Ongoing May 2021 - to be progressed over the summer, ideally with an event on site to thank outgoing members, subject to ongoing restrictions.
Paragraph 7.3.3	Archbishop granted delegated authority to sign off on the 2019/20 Annual Report and Accounts on behalf of the Board of Governors.	Archbishop McDowell	Completed – Annual Report and Accounts for 2019/20 signed on 21 September 2020 and laid before the Northern Ireland Assembly on 20 October 2020.
Annual Visitation 22 May 2019			
Paragraph 5.7	Vacant Board of Governors co-option positions on the Management Committee to be reviewed following completion of the public appointments process, particularly if there are specific skills gaps.	Professor Burton / MC	May 2021 – DfC appointment process complete. Two vacancies to be filled from the BoG following which a skills survey will be conducted and consideration of any gaps discussed with DfC. June 2020 - The DfC public appointment process had been postponed and a further and final one year extension granted to the public appointment positions on the Management Committee and Board of Governors that had been due to terminate on 31/12/19.
Paragraph 6.3.1	The Board of Governors approved continuing discussions in the furtherance of AOP Vision	Professor Burton / Chair of MC	Ongoing June 2020 – an update was provided at the meeting.
Annual Visitation 23 April 2018			
Paragraph 6.42	Historic Links between Birr and Armagh to be explored further in due course	Professor Burton	Ongoing