

**MINUTES OF THE ONE HUNDRED AND TWENTY FOURTH MEETING OF THE MANAGEMENT COMMITTEE OF ARMAGH OBSERVATORY AND PLANETARIUM HELD ON 19 DECEMBER 2022 AT 11.00 AM IN THE PLANETARIUM BOARDROOM**

Present: Mr J Briggs (Chair), Mr S Brown, Mr G Cox, Professor L Harra\*, Professor C Jackman\*,  
\* via Zoom Dr K Lemon, Mr E Rooney and Mr R Wilson

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 S Mackle (Education and Outreach Manager), Mr P McNeill (Boardroom Apprentice) and Mrs L Brown (Corporate Manager)

Apologies: Revd Canon B Adair, Professor M Darnley, Mr P Kennedy, Professor M Mathioudakis and Mr P McGurgan

**1. WELCOME AND OPENING REMARKS**

1.1 At the outset, the Chair welcomed everyone to the meeting. He reminded members that it was a hybrid meeting and asked participants to speak clearly and avoid shuffling papers.

**2. APOLOGIES**

2.1 Apologies were received as outlined above.

**3. DECLARATIONS OF INTEREST**

3.1 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 point during the meeting. There were no declarations at this point.

**4. MINUTES OF THE MANAGEMENT COMMITTEE MEETING HELD ON 3 OCTOBER 2022**

4.1 On the proposal of Mr Cox, seconded by Mr Brown, the minutes of the meeting of 3 October 2022 were approved as a true and accurate record of the meeting and signed by the Chair.

**5. MATTERS ARISING FROM THE MINUTES**

5.1 There were 7 actions arising from previous meetings and it was proposed to close 5 of these, with 2 remaining ongoing.

5.2 Mrs Corvan briefly explained the background to the ongoing action associated with the change in name of the registered charity and the transfer of the role of Charity Trustee to Management Committee members. The Charity Commission had advised that it could not change the name, because it was set in statute, nor could AOP change the Trustees. Having previously had legal advice to the contrary, she had asked Mr Cox to review the matter.

*Dr Sarzi joined the meeting at 11.08 am.*

- 5.3 In terms of the name change, Mr Cox advised that within Article 3 of the 1995 Order, it was considered that there was scope for further engagement with the Charity Commission in an attempt to persuade them otherwise. With regards to the Governors, this was dependent upon the outcome of the proposed discussions around the name.
- 5.4 The Committee agreed to hold both matters in abeyance until the next meeting, during which time further engagement with the Charity Commission would take place. Mr Cox read the relevant extract from the 1995 Order and, at the request of Mr Rooney, it was also agreed to circulate the Charity Commission's response to Members. **Action MC 19/12/22-01 Further engagement with Charity Commission and circulation of Charity Commission's response to MC Members.**
- 5.5 The second matter that remained ongoing related to possible inclusion of the Observatory in the Armagh Conservation Area. The Project Officer for the redevelopment project had been asked to consider this matter, given there were pros and cons.
- 5.6 There were no further matters arising.

## **6. CHAIR'S BUSINESS**

- 6.1 In terms of the Effectiveness Review the Chair explained that there had been a number of meetings aimed at reducing the impact of governance on meetings and increasing strategic discussion. The minutes of the Sub-Group meeting held on 2 November 2022, which had previously been circulated, had made two recommendations:
- approve the Policy Approval Process Paper, which had been Paper 10 to Management Committee of 3 October, and implement the recommendations;
  - establish a principle for meetings dates for 2024 and beyond.
- 6.2 Mrs Corvan added that at the Sub-Group it had been recommended to review the matter again following the March meeting. There were some outcomes to the recommendations, the most significant being amendments to Committee's Terms of Reference. A review of governance documents had been undertaken to ascertain which matters should always be reported to the Management Committee and documents that would need to be updated as a result of the recommendations.
- 6.3 The minutes of the Sub-Group meeting held on 2 November 2022 and the recommendations contained therein were approved.
- 6.4 The Chair reported that as another step to improve effectiveness by focussing attention and efforts on matters of a strategic nature, each of the Agenda items had been given indicative times.

## **7. REPORT FROM DIRECTOR**

- 7.1 Professor Burton's report, which had previously been circulated, included updates on AOP Redevelopment Project; Planning for the Visitor Experience; Proposed Strategic Partnership between Armagh, Birr and Dunsink; Autumn Visitor Statistics and a Finance Report. At the outset, Professor Burton referred to the revised format of his report which had been designed to generate discussion, rather than reporting on activities.

- 7.2 In terms of the Autumn Visitor Statistics, the key areas of note were:
- visitor numbers remained healthy, however, school visitor numbers had not returned to pre-pandemic levels;
  - contributions to the donations programme were steady, but far below the level required to fund a sustainable PhD programme.
- 7.3 Noting that Mr Knox would be providing a report later in the meeting, Professor Burton highlighted the challenging financial situation.
- 7.4 In terms of AOP redevelopment project, Professor Burton elaborated on the process followed in defining the pitch delivered to stakeholder groups and articulating the message required for the Business Case, as outlined in his report. Management Committee consideration was sought on the articulation of the message as outlined and whether it required further refinement and Members were asked for consistency in message delivery in their own conversations with others.
- 7.5 Opening discussion, the Chair said he was struck by the work ‘transformative’, what this meant and how AOP could be relevant for the future. He felt that by the end of 2023 AOP would know whether its prospects of transformation could be realised or not.
- 7.6 Discussion ensued during which the following comments, suggestions and/or observations were made:
- the third bullet point of Version 1 should be enhancing the public ‘understanding’ rather than ‘dissemination’ of science;
  - the first bullet point of Version 2b should be expanded from ‘STEM Education’ to ‘STEM Education and public awareness’;
  - the third bullet point of Version 2b implied it was a Museum only. It should be emphasised that it was an active, functioning, high profile Observatory, with a long heritage;
  - the amount of work involved in developing the messages was acknowledged;
  - Version 2b downplayed the astronomy research centre as being a world class entity;
  - should the weather records be included?;
  - who, why and how would AOP be missed, by the wider public, if it ceased to exist?;
  - why limit to 3 bullet points?;
  - consider the question ‘so what?’;
  - the need for a short version for the core elements to include:
    - a world class research centre that can develop and build on research already taking place;
    - a state of the art education facility to educate public and future generations of young people in science and astronomy;
    - preserving the heritage of the instruments and the Observatory and making sure it is accessible for future generations;
    - having an attraction that is unique within Northern Ireland and Ireland and encouraging economic development through promoting it as a state-of-the-art facility.
- 7.7 For the purpose of the Business Case options, Mrs Corvan explained that these included what was core, preferred and optional, however, it was important that the focus of the pitch was about making the case for the preferred or optional as the core elements, such as the international research and recording the weather could be accommodated within any of the options.
- 7.8 Professor Burton elaborated on work to date in planning for the visitor experience, as outlined in his report. He explained that the future exhibition was a very important part of the development and input from the Management Committee would form part of this complex issue, taking account of a wide range of needs.

- 7.9 Professor Burton elaborated briefly on the proposed strategic partnership between Armagh, Birr and DIAS (Dunsink), outlined in his report, and progress to date. An indicative Memorandum of Understanding (MOU) had been circulated previously. The DIAS Board had already considered the document, discussions in January would progress the development of an MOU and Management Committee's consideration of the proposed way forward was being sought.
- 7.10 Professor Burton declared a conflict of interest, being a Board Member of DIAS School of Cosmic Physics, the matter having been discussed by this Board prior to consideration by DIAS Council.
- 7.11 The Chair acknowledged the work undertaken by Caitriona Mullan in supporting AOP and DIAS/Dunsink in developing the MoU. He explained that the outline draft MOU was being presented to both Boards for approval of direction of travel. He considered it a great opportunity, that could be transformative for AOP and astronomy throughout Ireland.
- 7.12 Discussion ensued regarding the importance of Ireland in the history of astronomy and the lack of public awareness of this, which was linked to the politics of Ireland, and the opportunity to awaken this understanding.
- 7.13 The Committee noted that the Archbishop was hosting an event on 12 January to reflect on the achievements and ambitions of Irish Astronomy, past, present and future and the Chair encouraged attendance by Management Committee members. A further meeting between Armagh, Birr and DIAS was planned for 13 January.
- 7.14 In welcoming the document, Mr Rooney suggested the inclusion of a Year 1 Action Plan and detail on how the MOU would be supported.
- 7.15 In terms of the UNESCO World Heritage application it was noted that work was progressing to make application to the tentative list. Whilst there was no timeline for this, it was noted that once submitted it would be considered. Professor Burton reported that the Annual Meeting of one of UNESCO's advisory committees to 'ICOMOS' – ICAHM, the International Scientific Committee on Archaeological Heritage Management – had recently taken place at the Royal Academy, Dublin and an opportunity had been taken to engage with relevant people on the proposal.
- 7.16 Mr Wilson queried the arrangements for review and exit strategy.
- 7.17 The Chair advised that the comments from Members would be raised at the meeting on 13 January. The Committee approved the indicative draft MOU.

## **8. UPDATE FROM THE AUDIT AND RISK ASSURANCE COMMITTEE (ARAC)**

- 8.1 Mr Brown reported that ARAC had noted that sign-off of the Accounts had been delayed due to an issue relating to two DAC's which NIAO determined should have been one. Retrospective approval by the Department had been sought and was awaited.
- 8.2 Prior to covid, ARAC had had pre-meetings, this had changed to concerns being raised directly with the Chair. ARAC agreed to continue with the current arrangement, but if there was something of significance, a short meeting could be arranged in advance.
- 8.3 Mr Brown advised that ARAC had considered the summary of responses to the Annual Effectiveness Checklist. The checklist posed 179 questions and for approximately 50 of these at least one respondent considered there to be 'room for improvement'. It was recognised that some of the responses may reflect differences in the interpretation of questions, understanding and perhaps knowledge. These would be filtered out and ARAC would consider the remaining important issues in the near future.

- 8.4 The Purchasing and Procurement Internal Audit Report provided Satisfactory Assurance and contained two Priority 3 recommendations.
- 8.5 In terms of the status of outstanding internal audit recommendations, Mr Brown reported that of the 15 outstanding actions, the majority were either complete or on target for completion by the target date, 1 had not been accepted and 1 was beyond AOP's control. These would be formally reviewed by Internal Audit before the end of the financial year.
- 8.6 The Chair reported that ICT was a complicated issue and that AOP could not use IT Assist, as other parts of the public sector, especially in relation to Researchers' needs. A sub-committee had been established to consider Researchers' needs and incorporate these with Education and Corporate needs to come up with a suite of solutions. Until this was complete ICT cyber-security risk remained high. ARAC considered and recommended approval of the ICT Risk Assessment.
- 8.7 ARAC had considered the updated Risk Register, which identified 9 risks across 5 risk categories. Of the 9 risks, once treated, 2 remained extreme, 2 high and 5 moderate. There had been no change to eight of the risks and the treated risk for one had been increased from high to extreme.
- 8.8 ARAC was content to recommend approval of the Financial Policies and Procedures and the Physical Access Control Policy which had been updated.
- 8.9 The Management Committee approved the ICT Risk Assessment; Risk Register; Financial Policies and Procedures and Physical Access Control Policy.

#### **9. UPDATE FROM THE STAFFING POLICY AND REMUNERATION COMMITTEE (SPRC)**

- 9.1 Mr Rooney reported that SPRC had considered staffing needs for 2023/24 in relation to three temporary posts and a vacancy within the Education Team, following a tendered resignation. SPRC considered these in the context of the budget for 2023/24, to take account of affordability of filling posts. SPRC, having received an update from Mr Knox, concluded and therefore recommended that AOP should continue to fund the temporary posts of Tours and Outreach Officer, Research Assistant and Grounds Support and seek to fill the vacancy within the Education Team. This recommendation was being made to ensure that AOP had a sustainable level of resources to deliver across the objectives. He acknowledged that the budgetary position was highly uncertain and the matter would be kept under review.
- 9.2 Further amendments to the Hybrid Working Policy had been made following the additional period of consultation and SPRC was content to recommend approval of the Policy, noting that this did not remove any existing policies. SPRC had noted that there had been 8 applications under the Policy and these had been considered by Line Managers and approved by SMT.
- 9.3 Updates had been made to the Recruitment and Social Media Policies, both of which SPRC was content to recommend for approval.
- 9.4 SPRC considered a discussion paper on Strategic Workforce Planning, which would come to the Management Committee in due course. Further work was required on the document, which set out the future workforce needs of the organisation to be viable and deliver upon its objectives and to be able to develop and grow.
- 9.5 The Committee approved the SPRC's recommendations regarding the four posts; the Hybrid Working, Recruitment and Social Media Policies.

9.6 Mr Wilson welcomed SPRC's discussions around vacancy control.

Mr Wilson retired from the meeting at 12.12 pm.

## **10. UPDATE FROM THE RESEARCH AND EDUCATION ADVISORY COMMITTEE (REAC)**

10.1 Professor Harra reported that REAC had met on 6<sup>th</sup> December and had discussed changing the format of minutes to a summary of the points of discussion. The topics discussed included:

- how to measure impact – some ideas were put forward, including a potential future research project;
- the submission of STFC Grants by Astronomers;
- concerns regarding the decline in the number of science teachers. Whilst this was not something AOP had control over, the provision of education in Astronomy/Astro-physics at GCSE/A-level by AOP could have an impact.

10.2 Moving forward REAC would be meeting bi-annually and the next meeting would be in June 2023.

10.3 There being no questions the update report from REAC was noted.

## **11. CONFIDENTIAL ITEM REMOVED**

## **12. PERFORMANCE AGAINST BUSINESS PLAN 2022/23**

12.1 The Committee noted the progress against the non-KPI objectives. In terms of the KPIs, Mrs Corvan drew attention to those objectives that were not achievable, providing a brief explanation for each. In response to a query from Mr Rooney regarding the financial KPIs, it was explained that KPIs showing amber were on target to be achieved by 31 March.

12.2 Mr Cox commented that whilst not discussed in detail, the progress reports on non-KPI objectives and KPIs were both valuable documents for the Management Committee to receive and review.

12.3 With reference to the Finance Report, Mr Knox advised that at the end of October he had been forecasting a deficit of £28k. A number of factors that had happened in the intervening period enabled revision of this forecast to a break-even position at financial year end. The factors affecting this forecast included an additional £5k allocation in the 2022/23 budget allocation; sale of the old van; savings in salary costs due to a recent resignation, which was not expected to be recruited before the end of the financial year and an increase in Planetarium income, noting that shop and café sales had fallen during the same period. Additionally, there remained uncertainty around energy costs and subsidies for both the current and subsequent financial year.

12.4 In response to a query from Mr Cox, Mr Knox advised that there were no issues with cashflow. In terms of the period of uncertainty and potential contingencies, he advised that the political situation in Northern Ireland impacted on how Civil Service Departments budgeted for future years. AOP had been advised to budget on the basis of its core budget of £1.729m, which had not increased in the past 6 years, but there was no guarantee. Following a recent meeting, AOP had been requested to submit bids for perceived deficits, quantifiable revenue-raising options and cash or staff release saving proposals for 2023/24 and 2024/25. To date SMT had not considered contingencies. It was noted that 99% of the resource budget was spent on salaries and AOP had been advised not to consider staff redundancies.

12.5 The date of the next meeting being 17 April 2023 and in light of the financial situation, the Chair suggested that an Extra-Ordinary Meeting might be required. He felt that recent work around workforce planning would be of benefit to AOP in justifying its position. Brief discussion ensued regarding the uncertain financial situation, during which Mrs Corvan pointed out that AOP's position for 2023/24 had been strengthened by the revised break-even forecast, as any deficit from 2022/23 would have been carried into 2023/24.

12.6 In response to a query from Mr Rooney, Mr Knox confirmed that the Capital allocation would be spent.

12.7 The Committee approved the Corporate Plan Objectives; KPIs as at 30 November 2022/23 and Finance Period 7 reports.

### **13. BUSINESS PLANNING 2023-24**

13.1 A report on Business Planning 2023-24 had previously been circulated. Mrs Corvan guided Members through the report which outlined the proposed business planning process; high level objectives and key priorities for each of the key themes and for Making it Happen and identified the next steps. Elaborating briefly on the salient points, Mrs Corvan explained that the priorities had been based on 'business as usual', with no new spend. It was intended that a draft Business Plan would be presented to the Management Committee, however, as previously mentioned, an Extra-Ordinary Meeting may be required.

13.2 The Committee approved the Business Planning 2023-24 report.

### **14. POLICIES**

There were no policies for consideration.

### **15. AOB**

15.1 The Committee noted the:

- Dates of future meetings – Monday 17 April, Thursday 22 and Friday 23 June (2-day in-person), Tuesday 26 September and Monday 11 December;
- Availability of training as outlined in the report;
- SPRC, Sp SPRC and ARAC Minutes for October 2022;
- PR Coverage Report October and November;
- Re-development Sub-Committee Action Points 14 September, 11 October and 15 November;
- Minutes of Mullinure Collaboration Forum 14 November.

The Chair thanked Members for their attendance and participation.

The meeting concluded at 12.52 pm.

Signed as a true record of the meeting

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(Chair)

Dated:





MANAGEMENT COMMITTEE ACTION POINT LOG  
AND MATTERS ARISING

Updated Actions as at 31 March 2023

Reference	Action	Owner	Progress
<b>19 December 2022</b>			
MC 19/12/22-01	Further engagement with Charity Commission and circulation of Charity Commission's response to MC Members.	HoCs Corporate Manager	<b>Ongoing</b> 30/3/23: initial meeting held with Charity Commission to explain AOP's situation. Further information to be provided for reconsideration.
<b>20 September 2021</b>			
MC 20/09/21-01	Officers to put in place the necessary arrangements for the role of Charity Trustee to be transferred from the Board of Governors to the Management Committee	HoCS	<b>Ongoing</b> 30/3/23: initial meeting held with Charity Commission to explain AOP's situation. Further information to be provided for reconsideration. <b>18 November 2022:</b> advised by Charity Commission that delegating the role of Trustee is contrary to Schedule 1 of the 1995 Order which sets out the membership of the Governors and contains a clause relating to the delegation of functions to committees, with any such committee being under the direction of the Governors. <b>July 2022:</b> application submitted to Charity Commission <b>26 April 2022:</b> proposal to transfer role of Charity Trustee from Board of Governors to Management Committee approved at Board of Governors meeting. <b>December 2021:</b> being progressed to align with 2022 Board of Governors Annual Visitation.
<b>30 March 2020</b>			
MC 30/3/20-02	Explore inclusion of Observatory in Armagh Conservation Area and report back to a future meeting	SMT	<b>Ongoing</b> <b>Sept 2022:</b> ongoing but no further update at present <b>June 2022:</b> ongoing but no further update at present <b>March 2022:</b> ongoing but no further update at present <b>September 2021:</b> ongoing but no further update at present <b>June 2021:</b> ongoing but no further update at present <b>15 March 2021:</b> ongoing but no further update at present <b>June 2020:</b> update included in Director's Report

