

**MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD IN THE BOARDROOM
ARMAGH PLANETARIUM AT 11.00 AM ON TUESDAY 16 MAY 2023**

Present: His Grace, The Most Reverend J McDowell (Chair), The Very Reverend Dean S Forster, The Venerable Archdeacon E Cairns, The Venerable Archdeacon Dr P Thompson, Revd Canon M Hagan, Revd Canon D Hilliard, Prof A Fitzsimmons and Mr G Cox

Apologies: Archbishop E Martin, Revd Canon W M Adair, Revd Canon W J A Dawson, Revd Canon W B Paine, Revd Canon R J N Porteus, Ms S Leslie, Mr R Wilson and Dr M Sarzi (Head of Research)

In attendance: Professor M Burton (Director), Mrs C Corvan (Head of Corporate Services), Mr L Knox (Head of Finance and Income Generation), Mrs S Mackle (Education and Outreach Manager), 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

The Chair welcomed everyone to the Annual Visitation, extending a particular word of welcome to Revd Canon Hagan, having recently been appointed to the Chapter.

2. APOLOGIES

Apologies were recorded as noted 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. No conflicts of interest were declared at this point.

4. MINUTES OF THE ANNUAL VISITATION OF 26 APRIL 2022

On the proposal of Mr Cox, seconded by Revd Canon Hilliard, the minutes of the Annual Visitation of the Board of Governors of 26 April 2022 were approved as a true record and signed by the Chair.

5. MATTERS ARISING FROM THE MINUTES

- 5.1 There were 16 outstanding actions arising from previous meetings, ten of which had been completed. The remaining six remained ongoing.
- 5.2 In particular, the Chair referred to the ongoing actions associated with the Charity Name and Delegation of Charity Trustee Status and the residual role for Governors. He drew attention to Paper 2a, which had been prepared by Mr Cox following discussions with the Charity Commission for Northern Ireland (CCNI) and asked Mr Cox to outline the options for the Board's consideration.

- 5.2.1 By way of background, Mr Cox explained that there were two issues - who were the right people to be the Charity Trustees and secondly, the name of the Charity. He reported that he and AOP Officers had engaged with the Charity Commission on both matters. The Charity Commission was content for the Members of the Management Committee to be appointed as Trustees for the Charity, however, the preferred view of its staff was that the Members of the Board of Governors remain as Trustees. Mr Cox explained that he was both a member of the Board of Governors and of the Management Committee, but speaking as a Board of Governor he would feel more confident if the Management Committee was responsible in this manner, mindful that if there was anything material, it would be escalated to the Board.
- 5.2.2 If the Governors were content to remain as Trustees, then the members of the Management Committee could be added as Charity Trustees relatively simply and quickly. If felt that the Governors should be removed as Charity Trustees then this would be a matter for the Commissioners of the Charity Commission with no certainty on the outcome.
- 5.2.3 Speaking as an individual Governor, Mr Cox expressed his personal view that the Board endorse the recommendation from the Charity Commission, pointing out that there was a very strong Management Committee and Management Team at AOP.
- 5.2.4 The Chair thanked Mr Cox for his overview and sought the views of other Governors.
- 5.2.5 With reference to historical and heritage interests and the obligations under the Act, the Chair expressed his preference that the Governors remain as Trustees alongside the Members of the Management Committee.
- 5.2.6 Mrs Corvan explained that there was a distinction between the Board and the Management Committee within the Partnership Agreement approved by the Board in 2022. She acknowledged that the Board of Governors could dispense with the Management Committee and take on its responsibilities and pointed out that the Department for Communities (DfC) recognised the Chair of the Board of Governors as being responsible to the Minister and ultimately responsible for the governance.
- 5.2.7 Professor Fitzsimmons concurred with the sentiments expressed, acknowledged the constraints and felt that option 1 was the best way forward.
- 5.2.8 In response to a comment from the Chair regarding Archbishop Martin's comments at the last meeting regarding the residual role for Governors, Mrs Corvan advised that Archbishop Martin, along with Dean Forster and Revd Canon Hagan had attended an induction session earlier that morning at which the difference between the Management Committee and the Board of Governors and the role of the Board as documented within the Partnership had been explained, to his satisfaction.
- 5.2.9 In response to a query of a procedural nature from Professor Fitzsimmons as to how in the event of the Trustees having to meet collectively this might be addressed, Mr Cox suggested that routine business would take the form of the Annual Visitation, with a Charity Trustees' report as a standing Agenda Item moving forward, perhaps seconding some Management Committee members into the meeting if required. He anticipated that exceptional business for Charity Trustees would be rare, but if needed a special joint meeting could be convened. He also suggested a report should be provided to all Charity Trustees annually regarding compliance with Charity obligations.
- 5.2.10 The Chair added that throughout the year he was in regular contact with the Chair of the Management Committee.

5.2.11 The Board was asked to approve the recommendation to accept the CCNI's guidance that the Management Committee Members be added as Trustees in addition to the Governors and to the name change.

5.2.12 **On the proposal of Mr Cox, seconded by Archdeacon Thompson the Board agreed to:**

- **include the Members of the Management Committee as Charity Trustees; and**
- **change the name of the Charity from 'The Governors of Armagh Observatory and Planetarium' to 'Armagh Observatory and Planetarium'.**

5.3 There were no further matters arising raised.

6. CHAIRMAN'S BUSINESS

6.1 The Chair asked the Board to note that since the last meeting, there had been three changes to the Chapter – the retirement of Archdeacon Scott, the requirement for Revd Canon Moore to withdraw and the appointment of Revd Canon Hagan. There remained one vacancy.

6.2 The Board had three representatives on the Management Committee. These were currently Revd Canon Adair, Mr Greg Cox and Mr Roger Wilson. The Chair reported that Revd Canon Adair felt he was no longer the appropriate person to serve on the Management Committee. He sought the Governors' approval to a short period of time to enable wider considerations in relation to the vacancy on the Chapter, the replacement Board of Governors' nominee to the Management Committee to be notified thereafter. Since he was not present at the meeting, the Chair also undertook to follow up with Mr Wilson that he was content to continue to serve on the Management Committee. He hoped that Mr Cox was willing to continue to serve on the Management Committee, which Mr Cox confirmed.

6.2.1 **The Board:**

- **agreed that the Archbishop be afforded time for the wider considerations associated with the vacancy on the Chapter, with the appointment to the Management Committee, to replace Revd Canon Adair, being notified in due course;**
- **noted that the Archbishop would follow up with Mr Wilson in relation to his willingness to remain as a Board nominee to the Management Committee; and**
- **endorsed the continuing nomination of Messrs Cox and Wilson to the Management Committee, subject to Mr Wilson's willingness to remain so.**

6.3 The Chair advised that there were two terms of appointment to the Board of Governors due to expire in 2024. He undertook to meet with those individuals to discuss a possible second term.

6.4 The Chair reported that one of his responsibilities was appraisal of the Chair of the Management Committee. He advised that Mr Briggs kept in very regular contact on various issues and he was therefore content to provide the Board this assurance.

7. RESERVED MATTERS

7.1 **Confidential item removed**

8. MATTERS FOR REPORT AND APPROVAL

8.1 Report from Mr J Briggs, Management Committee Chair

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

8.1.1 Mr Briggs stated that, as Chair of the Management Committee, it was his duty to provide the Board with assurance that appropriate governance arrangements were in place and satisfactory and to provide an outline of the work of the various Committees and Sub-Committees. He said he was happy to provide assurance that all the governance arrangements were satisfactory and that AOP was now regarded as a 'safe' organisation by DfC.

8.1.2 Confidential item removed

8.1.3 It had been a busy year for the Management Committee, with a number of Special Meetings, and the Management Committee and its Committees continued to review their effectiveness. As part of its effectiveness review, the Management Committee held a 2-day meeting in June 2022. This had been very successful and another was planned for June 2023. In addition to the Management Committee's Sub-Committees (Audit and Risk Assurance, Staffing Policy and Remuneration and Education and Outreach Committee) a Redevelopment Sub-Committee had been formed and had met monthly. The Chair acknowledged the time and commitment of the Members of these committees and thanked them for their support.

8.1.4 Mr Briggs reported that new guidance had been provided in relation to Whistleblowing. The Management Committee recognised the importance of this issue and of raising awareness. He thanked Mr Cox for taking on the role of Whistleblowing Champion.

8.1.5 Attention was drawn to the Code of Conduct for Board Members, which would be due for review in 2024.

8.1.6 Mr Briggs assured the Board that the appraisal of Board and Management Committee Members appointed by DfC and of the Director had been completed for 2022 and arrangements for these to be conducted in 2023 would be made shortly. Meetings with any Members whose term was due to expire in 2024 would be arranged as appropriate.

8.1.7 In terms of membership of the Management Committee, Mr Briggs reported that Mr Patrick McGurgan had retired in April 2023 and Mr Stan Brown and Professor Louise Harra were due to retire in April 2024, having served maximum terms. DfC would be putting arrangements in place to fill the vacancies. Mr Briggs extended thanks to all three for their commitment to AOP.

8.1.8 Looking forward, Mr Briggs referred to the challenging budget situation and assured the Board that they would work hard to ensure AOP operated within the budget provided.

8.1.9 Mr Briggs referred to the approval of the Outline Business Case for the redevelopment project and pointed out that the project was currently unfunded. A combination of funding sources would be needed to deliver the project and internally discussions were ongoing to take this forward. He considered it to be a strong project and was confident of securing funding, but pointed out that it took a lot of work and time.

8.1.10 With reference to the Armagh-Birr-Dunsink Partnership, Mr Briggs said this was a genuine partnership that had been in existence for over 200 years and one they wished to formalise.

8.1.11 In conclusion, Mr Briggs extended thanks to Professor Burton and his Team; the Chairs of ARAC, SPRC, REAC and the Redevelopment Sub-Committee and to Mr Colin McCrossan, Ms Susan Lindsay and Hamilton Architects for their work on the redevelopment project.

8.1.12 There being no questions, the Chair thanked Mr Briggs for his report and work throughout the year.

8.2 **Audit and Risk Assurance Committee**

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

8.2.1 As Chair of the ARAC, Mr Brown explained that since the merger of the Observatory and the Planetarium the organisation had been on a pathway towards gaining the confidence of DfC. As Mr Briggs had indicated AOP was now a steady organisation in terms of governance. AOP could build upon this in terms of its future investment and support. The ARAC looked at the probity of the organisation and both the Committee and the Auditors were content, the Auditors having provided an unqualified opinion on the Accounts.

8.2.2 Mr Brown elaborated briefly on the two main risks facing the organisation - finance, both in terms of running of the business and the development project and cyber security. In terms of the latter he explained that AOP had a complex computer system, with researchers collaborating internationally. An ICT Strategy was in place, however this risk would always remain.

8.2.3 Mr Brown also reported that a new internal auditor contract had recently been awarded.

8.2.4 There being no questions, the Chair thanked Mr Brown for his update.

8.3 **Annual Report and Accounts 2021/22** **Annual Report and Accounts 2022/23**

Mr Knox reported that at the 2022 meeting the Archbishop had been granted delegated authority to sign the Annual Report and Accounts 2021/22 when audited. The Audit had been completed and the Annual Report and Accounts signed by the Archbishop in October 2022, however the new Comptroller and Auditor General had picked up on a point of governance. This had since been resolved and had necessitated amendments, as outlined on page 40 of the document. The Annual Report and Accounts 2021/22 were subsequently re-signed and would be laid before the Assembly on 31 May 2023. **The Board of Governors retrospectively approved the Annual Report and Accounts 2021/22.**

8.3.1 The draft Annual Report and Accounts 2022/23 had previously been circulated. Mr Knox explained that, under the Review of Financial Process, the draft Accounts were now required to be completed by 28 April each year. Whilst this had been challenging, the draft Accounts had been prepared and submitted. The Annual Report, whilst substantially complete, was still in draft form.

8.3.2 Mr Knox advised that he did not anticipate that the figures contained within the draft Accounts would change. He highlighted that it had been a good year for Planetarium income and there had been a significant gain in the valuation of the pension scheme.

8.3.3 There being no questions, on behalf of the Board, the Chair thanked all those involved in preparing the documents.

8.3.4 **The Board approved the draft 2022/23 Annual Report and Accounts.**

8.4 **Management Report for 2022/23**

By way of introduction, Professor Burton referred to the role of the Governors in ensuring that the culture and character, history and patrimony of AOP was protected. His report highlighted some activities of AOP's principal functions which were documented within the Annual Report, currently in draft. In terms of statistical highlights, he advised that there had been approximately 100 scientific publications; 150 presentations of one form or another; 40 special events or activities delivered by the Education Team and in excess of 100 tours.

8.4.1 Professor Burton took Members through his report elaborating on some of the achievements throughout the year in relation to Research; Education and Outreach Activities; History and Heritage Activities; Armagh-Birr-Dunsink Partnership and AOP Redevelopment Project. The Director's Report to each of the four Management Committee meetings since the 2022 Visitation had also been included as accompanying papers.

8.4.2 In terms of Research, Professor Burton commented that as a measure of the calibre of research conducted by AOP, Dr Marc Sarzi, Head of Research was currently in Chile delivering a keynote speech. The Board noted:

- three projects which illustrated the contributions to knowledge in astronomy led by Dr Stefano Bagnulo and Zuri Gray; Prof Simon Jeffrey and Prof Michael Burton;
- two PhD students had submitted their dissertations during the year, with a further three having done so since the end of the year;
- the Astronomer Royal, Professor Martin Rees, would be presented with the Robinson Medal in the chamber of the 1791 Act of Parliament that established "Armagh Observatory forever" on Friday 26 May 2023 and would deliver the biannual Robinson Lecture the following day at Dunsink Observatory;
- that a Data Visualisation Laboratory (DVL) facility had been commissioned and presented great potential as a development area;
- the maximum temperature and precipitation levels recorded in-year;
- AOP's website now provided live weather data for Armagh from the Met Office's automated weather station;
- AOP had co-hosted an International Astronomical Union Symposium 361 on "Massive Stars: Near and Far" in May 2022.

8.4.3 The Board noted the following matters relating to Education and Outreach:

- there had been record visitor numbers during 2022-23 and school visitor numbers appeared to be returning to pre-COVID levels;
- throughout school holidays the Planetarium was operating at full capacity with pre-booking helping to manage throughput;
- there was now a dedicated Tours and Outreach Officer;
- upgrade to the grounds, with Tourism NI funding, had enabled the installation of two Astropark trails and the creation of a new viewing point with views of both Cathedrals;
- two new dome shows had been created in-house, one in partnership with Southern Regional College's Music Department;
- a number of equality, disability and inclusion activities including provision of shows in Irish and Ulster Scots and the use of British, Irish Sign Language and Makaton;
- a new Puffersphere app had been developed by a Nuffield research placement student;
- activities and progress on AOP's objective to seek accreditation as an "Urban Night Sky Place";
- a souvenir guidebook had been produced and was available for sale.

8.4.4 In terms of History and Heritage, the Board noted:

- the appointment of a Museum Collection Officer, funded by National Lottery Heritage Fund, ensured care of the extensive collections and had enabled the implementation of a volunteer programme;
- the Collections Management System (CMS) helped maintain records;
- AOP had hosted the fourth and final Observatory Networks Workshop in September 2022;
- a second PhD position with Queen's University Belfast, supported by the Northern Bridge Scheme, related to the Planetarium's history had been successful;
- Museum Accreditation had been awarded.

8.4.5 The Board also noted the progress that had been made in developing a formal strategic partnership with Birr and Dunsink along the broad thematic areas of Research, Education and Impact and Place Making and in furthering the UNESCO World Heritage aspirations.

8.4.6 In conclusion, Professor Burton commented that approval of the Outline Business Case (OBC) earlier in the meeting had been a milestone in taking forward the DCAL Minister's Vision. The next step was to secure the necessary funding to take the project forward. He pointed out that the OBC was written in a particular way and for a particular audience. He stressed the importance of articulating the overall vision and briefly elaborated on the draft document included within his report which outlined the rationale behind the proposal and the envisaged role for AOP in society, elaborating briefly on the salient points.

8.4.7 **The Chair thanked Professor Burton for his comprehensive report, which was noted by the Board.**

8.5 **Corporate Plan Objectives**

Mrs Corvan explained that based on AOP's 5-year Corporate Strategy, a Business Plan was developed annually and that Professor Burton's report had articulated in a more descriptive way the activities undertaken during the year to achieve the objectives that had been set. She advised that AOP had 3 Accountability Meetings with DfC annually and the Corporate Plan Objectives Paper, which had been circulated, summarised the progress against each of these objectives for each of the three reporting periods during 2022-23.

8.5.1 Mrs Corvan drew the Boards' attention to the £171,500 funding secured from TNI, match-funded by DfC, which had enabled upgrade of the grounds and pointed out that funding from TNI for marketing had made a significant contribution towards the increased in visitor numbers. She explained other smaller amounts of funding also made a difference to AOP and that it required a team effort across AOP in terms of securing, delivery of and administration of funding received.

8.5.2 **The Board noted the progress against 2022/23 Corporate Plan Objectives.**

8.6 **Key Performance Indicators**

The Key Performance Indicators (KPI) paper provided an update on the quantifiable targets set within the Business Plan. Mrs Corvan drew attention to those that had not been achieved, briefly explaining the reason for non-achievement. She considered it a really good performance, in the context of an organisation of 30 staff, which was due to team-work and collaborative working.

8.6.1 **The Board noted the progress against 2022/23 KPIs.**

8.7 **Risk Register April 2023**

At the outset Mrs Corvan advised that the Risk Register was reviewed regularly, brought to the Audit and Risk Assurance Committee quarterly and to the Accountability Meeting 3 times per annum. Changes were tracked using red text for new information and strike-through.

8.7.1 Mrs Corvan elaborated briefly on the three extreme risks which related to failure to attract support and commitment to be able to deliver the future vision; budget and inadequate information/data security measures resulting in information breaches and/or cyber security breaches.

8.7.2 **The Board noted the Risk Register April 2023.**

8.8 Draft 2023/24 Business Plan

With reference to the draft 2023/24 Business Plan, which had previously been circulated, Mrs Corvan explained that a pressure bid had been submitted to the DfC as there would not be sufficient budget to deliver the objectives outlined in the Business Plan if the budget remained the same as in the previous financial year. She added that AOP had recently received its budget for 2023/24, which was approx. £100k less than it forecast needing, however, it would endeavour to work within the budget allocated.

8.8.1 As in previous years, Mrs Corvan advised that progress against the objectives would be reported regularly in-year to the Management Committee and DfC and at year end to the Board.

8.8.2 **Noting that AOP would work within the budget allocation provided, the Board approved the draft Business Plan 2022/23.**

9.0 ANY OTHER BUSINESS

9.1 Annual Review of Information

The Archbishop reminded the Board that one of the principal objectives of the meeting was to ensure the Governors were content with the amount and detail of information provided, relevant to their role.

9.1.1 **The Board confirmed that it was content.**

9.1.2 The Chair commented that the amount of work achieved was remarkable for such a small number of people and extended the Board's thanks and gratitude to all those involved.

9.2 There being no further business, the Chair thanked everyone for their participation.

The meeting ended at 12:40 pm

Signed as a true record of the Meeting

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(Chairman)

Date