

**MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD IN THE BOARDROOM
ARMAGH PLANETARIUM AT 11.00 AM ON TUESDAY 7 MAY 2024**

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

Apologies: Revd Canon W B Paine

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), Mrs S Mackle (Education and Outreach Manager), Mr J Briggs (Chair of Management Committee), Mr S Brown (Former Chair of Audit and Risk Assurance Committee), Mr C McCrossan (Project Director) and Mrs L Brown (Corporate Manager)

1. OPENING REMARKS

The Chair welcomed everyone to the Annual Visitation.

2. APOLOGIES

An apology was received as noted above. It was also noted that Revd Canon Paine had announced his retirement in July 2024.

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.
- 3.2 Mr Wilson declared potential conflicts of interest being Chief Executive of Armagh, Banbridge and Craigavon Borough Council and a Member of the Board of Governors of the Royal School, Armagh.
- 3.3 Archbishop McDowell and Dean Forster declared that they were also both Members of the Board of Governors of the Royal School, Armagh.
- 3.4 Ms Leslie advised that she had retired from the position of Trustee of Birr.

4. MINUTES OF THE ANNUAL VISITATION OF 16 MAY 2023

The minutes of the Annual Visitation of the Board of Governors of 16 May 2023 were approved as a true record and signed by the Chair.

5. MATTERS ARISING FROM THE MINUTES

- 5.1 There were 10 outstanding actions arising from previous meetings, eight of which had been completed. The two remaining ongoing matters would be picked up during the meeting.
- 5.2 In particular, the Board noted that the Charity Name had been formally changed to 'The Armagh Observatory and Planetarium' and the Management Committee members were now also Trustees alongside the members of the Board.
- 5.3 There were no further matters arising raised.

6. CHAIRMAN'S BUSINESS

- 6.1 The Chair reported that Revd Canon Dawson had retired on 31 December 2023 and there remained two Chapter vacancies on the Board.
- 6.2 The Chair advised that the appraisal of the Chair of the Management Committee had taken place and confirmed that he was satisfied that Mr Briggs provided him with relevant information and updates, adding that he had met with Mr Briggs regularly throughout the year.
- 6.3 **Partnership Agreement**
A copy of the Partnership Agreement between the Department for Communities and AOP, which had recently been updated, had previously been circulated.
 - 6.3.1 Professor Burton explained that the Partnership Agreement would replace the Management Statement and Financial Memorandum (MSFM) and streamlined the relationship between AOP and the Department. He drew attention to the five principles laid out in the Code – Leadership, Purpose, Assurance, Value and Engagement which defined the ethos of the relationship. Symbolic of the evolving and strengthened relationship with the Department he advised that in the eight years he had been at AOP his delegated spending authority had increased from £10,000 to £150,000. This demonstrated the Department's confidence in AOP.
 - 6.3.2 The Chair explained that the Board had approved the Partnership Agreement in April 2022, however, approval by DfC had been delayed for various reasons. The updated document provided had been approved by the Permanent Secretary. Mr Cox commented that it was a good example of the work of Mrs Corvan and the Corporate Team, which had enabled the increased delegated limit.
 - 6.3.3 **On the proposal of Mr Cox, seconded by Mr Wilson, the Board approved the Partnership Agreement.**
- 6.4 **Collaborative Understanding**
Mr Briggs advised the Board of an initiative which had commenced in early March. He explained that as part of the wider stakeholder engagement strategy in light of the redevelopment project; the UNESCO bid; Heritage Lottery Funding etc the project would look at how AOP could better play a role in the overall heritage and place of Armagh. The Strategic Investment Board's Support Unit had been engaged to produce a paper in relation to 'Collaborative Understanding'. Reports prepared by the Consultant, Mr Colin Stutt, had been provided to the key partners – Council, AOP, DfC and the two Churches and it was hoped to arrange a round-table meeting in the coming months to take forward.

7. RESERVED MATTERS

7.1 Membership Issues

The Chair reported that Professor Fitzsimmons' term of office had expired on 1 May 2024. Professor Fitzsimmons had agreed to remain for a further year and discussions had taken place regarding succession planning for a QUB replacement representative.

7.1.1 Mr Wilson's term of office was due to expire on 30 November 2024 and he had accepted a second 5-year term.

7.1.2 There were three Board representatives on the Management Committee – Revd Canon Hagan, Mr Cox and Mr Wilson. All three confirmed their willingness to continue to serve on the Management Committee for the next year.

7.1.3 A public appointment process for three DfC representatives for the Management Committee, to replace Mr S Brown, Professor Harra and Mr McGurgan was under way.

7.1.4 A paper on Astronomy and Planetarium representation on the Management Committee had previously been circulated. Mr Briggs explained that it was essential that there was strong academic research representation and also representation from the Planetarium/Outreach sector and it was recognised that the DfC public recruitment process was not suitable for such selection. It was recommended that three additional members be co-opted to the Management Committee to address this need – two academic research astronomers and one person with Planetarium/Outreach experience. It was noted that Professor Burton was identifying key people, at an appropriate level, for Management Committee consideration and the approach would be endorsed by DfC.

7.1.5 **The Board agreed to delegate authority to the Management Committee Chair to approve the appointment of three co-optees to the Management Committee when identified and endorsed by DfC.**

7.1.6 Professor Burton added that the public appointment process needed to be concluded before taking co-options forward.

7.2 Board and Management Committee Terms of Reference

Revised Terms of Reference for the Board of Governors and Management Committee had previously been circulated. Mrs Corvan explained that the Terms of Reference were reviewed every three years and some minor changes had been highlighted in the papers provided. The Management Committee had asked that the Terms of Reference be updated to reflect that the Board and Management Committee were also Charity Trustees.

7.2.1 Mrs Corvan advised that there might be further amendments required to reflect discussion that had just happened, i.e., in respect of co-option and in light of other decisions that may be taken later in the meeting. The Board was asked to consider delegating authority to the Management Committee to make amendments required to the terms of reference as a result of these decisions.

7.2.2 **The Board approved the changes to the Terms of Reference for the Board and Management Committee and delegated authority to the Management Committee to approve further amendments necessary as a result of decisions taken during the course of the meeting in progress. The final version of both Terms of Reference to be included in papers for the 2025 Visitation for noting.**

7.3 **Establishment of New Committee and Delegation Process**

Mr Briggs reported that it had become clear over recent months that as AOP progressed the redevelopment project; the OBC; advanced the UNESCO bid; strengthened the partnership with Birr and Dunsink in the Astronomical Observatories of Ireland Partnership; pursued other funding and tackled the impact on the opportunity of AI a more agile governance system was necessary. It was proposed to establish a Strategic Oversight Committee that would address all the strands of the redevelopment and all the associated projects. This would ensure consistency of approach and to be able to take opportunities as they arose. It was proposed that the Committee would comprise the Chairs from the existing Committees and the Director and that it would meet monthly. Mr Briggs explained that it would be necessary to delegate matters to this Committee to ensure it acted in a timely manner and, consequently, approval was being sought to examine the delegation process and to amend it accordingly.

7.3.1 The new Committee would require increased time commitment from members of the Management Committee and Mr Briggs thanked them in advance for this. The new Committee would also require a number of officers to step up and it was proposed that appropriate allowance be paid to identified staff. Mr Briggs explained that the impact on the budget was estimated to be approximately half a person and whilst he considered this to be reasonable given the strategic complexity of the situation, it would create budget difficulties. A meeting was scheduled for the following day to consider the budget and AOP had been advised of the need to seek savings. Mr Briggs felt that it was AOP's time. He said all the projects were coming together and he believed that they would fail if they did not take the proactive step now. He sought approval, in principle, to set up the Committee and examine the delegation process.

7.3.2 The Chair recapped that the request for delegation arose from the strategic developments that were in course and would continue and asked if there were any questions in relation to what the delegated authority was being sought for or any further detail required.

7.3.3 Mr Briggs added that it was essential to be as agile as possible within the governance environment in which AOP operated. He explained that they could do something in relation to Heritage Lottery that could impact on the UNESCO bid, the lease with the Royal School could impact on the UNESCO bid and the UNESCO bid could impact on the redevelopment. Everything was linked with different timetables in different processes and sharp strategic oversight was needed.

7.3.4 **The Board delegated authority to the Management Committee to examine the delegation process and amend it accordingly.**

7.4 **Appointment of two Members to the Oversight Board of the Astronomical Observatories of Ireland**
Mrs Corvan advised that the Board was asked to consider making two appointments to the Oversight Board of the Astronomical Observatories of Ireland. Draft Terms of Reference had been included in the papers and review and approval of these would be one of the first tasks for the Oversight Board. It was anticipated that the Oversight Board would operate in a similar way to the Board of Governors, meeting once per year, to look at the direction of travel and that the members from each of the organisations would satisfy themselves that it was going in the right direction for the vision of the particular organisation that they represented. It was hoped to have the first meeting in September 2024, within one year of the MoU having been signed. The Board was asked to consider nominating the Chair, Archbishop McDowell and Archbishop Martin as the AOP representatives.

7.4.1 The Chair reported that he had taken the liberty of speaking to Archbishop Martin about this prior to the meeting. He pointed out that both of their diaries could be problematic and noted that the quorum was three. Mrs Corvan added that if dates that suited both Archbishops could be identified these could be checked with the other organisations.

- 7.4.2 **On the proposal of Mr Cox, seconded by Mr Wilson the Board approved the appointment of Archbishops McDowell and Martin to the Oversight Board of the Astronomical Observatories of Ireland.**

Mr Colin McCrossan joined the meeting at 11.25 am for the following item.

7.5 **Confidential item removed**

7.6 **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 reported that it had been a very busy year for the Management Committee with all significant matters having been advanced – the redevelopment project; OBC; Heritage Lottery; Partnership with Birr and Dunsink in the Astronomical Observatories of Ireland; UNESCO bid; work looking at the impact and opportunity from AI and data visualisation and significant budget issues. He was content to provide assurance to the Board that all governance issues had been satisfactorily addressed and that projects agreed in previous years were progressing.

8.1.2 In handing over to Mr Brown for his last report as Chair of the Audit and Risk Committee, Mr Briggs thanked Mr Brown for his invaluable role and oversight of the Committee for the last five years and also for the very significant guidance provided to him personally.

8.1.3 The Chair echoed Mr Briggs' comments, thanking Mr Brown for the assiduity with which he approached the task.

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 Mr Brown reported that there had been a number of membership changes throughout the year and there were currently two vacancies on ARAC. As previously noted there were to be 3 appointments made to the Management Committee and two of those would be appointed to ARAC.

8.2.2 Mr Paul Kennedy was the new Chair.

8.2.3 ARAC met on five occasions during 2023-24. This included one Special meeting to discuss the Internal Audit Strategy following the reappointment of the Internal Audit provider. There had also been two Finance Sub-Committees held to consider the 2024-25 budget.

8.2.4 ARAC had carried out an annual Self Assessment and addressed the issues identified.

8.2.5 During 2023-24 ARAC had considered the Internal Audit Charter; Internal Audit Strategy 2023-2026; Internal Audit Plan 2023-24 and reports from Internal Audit on progress against the audit plan and outstanding recommendations. All Internal Audit reports provided satisfactory assurance. There were 5 outstanding audit recommendations, 3 of which had not reached the implementation date and good progress was being made on the other two.

- 8.2.6 ARAC had considered a revised Report to Those Charged with Governance in respect of the 2021-22 Accounts and reports from external auditors on the 2022-23 Annual Report and Accounts. Both provided an unqualified audit opinion.
- 8.2.7 The Accounting Officer was required to make an annual Governance Statement as part of the Annual Report and this had been reviewed by ARAC for 2022-23 and 2023-24, as had the Bi-Annual Assurance Statements and Board's Annual Assurance Statements.
- 8.2.8 ARAC quarterly reviewed the Risk Register, which reflected the significant risks facing the organisation and the risk appetite. In view of the severity of ICT related risks, a separate ICT Risk Register had been developed.
- 8.2.9 Mr Brown advised that ARAC monitored Single Tender Actions; Conflicts of Interest Register; Director's Expenses; Fraud (there had been none); Whistleblowing (there had been none) and Gifts and Hospitality Register.
- 8.2.10 The Committee had also reviewed a number of policies and recommended their approval to the Management Committee.
- 8.2.11 Mr Brown stated that he was currently satisfied that the integrated approach, the frequency of meetings, the breadth of the business undertaken and the range of attendees at meetings had allowed the Committee to meet the governance standards of AOP, and assisted the Management Committee to demonstrate its stewardship. He pointed out that this hadn't been the case 10 years previous when there had been two separate organisations, each with their issues. In the intervening period a strong reputation in terms of governance had been developed which had been demonstrated in both Internal and External Audits.
- 8.2.12 Moving forward into 2024/25, ARAC had expressed a desire to review in more detail ICT and Cyber Security; Health and Safety; Training, including in the context of DfC priorities and requirements; Absence Management and the Risk Register and Risk Appetite.
- 8.2.13 In conclusion, Mr Brown extended best wishes to Mr Kennedy and the ARAC for the year ahead.
- 8.2.14 The Chair thanked Mr Brown and commented that the Board was satisfied with the update.

8.3 **Annual Report and Accounts 2022/23**
Annual Report and Accounts 2023/24

Mr Knox reported that the Annual Report and Accounts 2022/23 had been signed by the Archbishop and laid before the Assembly on 31 October 2023. **On the proposal of Mr Cox, seconded by Mr Wilson the Board retrospectively approved the Annual Report and Accounts 2022/23.**

- 8.3.1 In terms of the Annual Report and Accounts 2023/24 Mr Knox advised that they had been submitted in draft form to the Department and would be audited during the summer.
- 8.3.2 The draft Annual Report and Accounts 2023/24 had previously been circulated. Mr Knox advised that in terms of funds in and out the organisation had broken-even during the year. He drew attention to a change in accounting policy in relation to valuation of the pension scheme. The £158,000 pension reserve surplus in 2022/23 had become a £1.67m surplus, however, accounting standards (FRS 102) state that a plan surplus should be recognised as an asset only to the extent that the surplus can be recovered through reduced contributions. As such, no surplus was being reported.

8.3.3 The Chair explained that normally the Board would be asked to grant delegated authority to the Management Committee to approve the accounts and to the Chair to sign them off, however, now that the Management Committee members were also Trustees in future the Management Committee would be able to approve the accounts.

8.3.4 **There being no questions, on the proposal of Mr Wilson, seconded by Archbishop Martin the Board approved the draft 2023/24 Annual Report and Accounts and delegation to the Management Committee to sign them off.**

8.4 **Director's Report for 2023/24**

At the outset Professor Burton acknowledged the role of the Governors in ensuring that the culture and character, history and patrimony embodied in AOP was protected and preserved. He advised that throughout the past year there had been record visitor numbers; the Astronomical Observatories of Ireland had been established and huge progress had been made on the redevelopment plans. His report highlighted some activities of AOP's principal functions – research, education and outreach related to astronomy and included statistical information in relation to visitor numbers and conferences and the Annual Report listed the details of publications. He pointed out that AOP was now also publishing in the field of history.

8.4.1 Professor Burton presented his report elaborating briefly on some of the key highlights in relation to the Astronomical Observatories of Ireland (AOI) Partnership; AOP Redevelopment Project; Research Activities; Education and Outreach Activities and History and Heritage Activities. The Director's Report to each of the four Management Committee meetings since the 2023 Visitation had also been included as accompanying papers.

8.4.2 In terms of the AOI Partnership, the Board noted:

- this drew upon the deep links between the historic Observatories of Armagh, Birr and Dunsink;
- it had been launched on 26 May 2023 in the Irish House of Lords Chamber, Dublin;
- an MoU between the Observatories had been signed at a ceremony in Dunsink on 21 September 2024;
- the broad thematic areas covered by the Partnership were Research; Education, Heritage and Cultural Programming; and Impact and Place Making;
- a strategic advisor had been appointed and prepared a concept note on the Partnership;
- it had been formally recognised as a Shared Island initiative;
- a research strategy document and education and outreach programmes were being prepared;
- a governance structure was being developed, with an Oversight Board to which both Archbishops had been appointed earlier in the meeting;
- the UNESCO World Heritage aspirations and progress in this regard.

8.4.3 **Confidential item removed**

8.4.4 In terms of Research, the Board noted:

- three projects which illustrated the contributions to astronomy led by Prof Gavin Ramsay; Prof Jorick Vink and Dr Stefano Bagnulo;
- four PhD students had defended their thesis dissertations during the year;
- two new PhD students had commenced;
- offers for two new PhD students had been made and accepted for projects supervised by Prof Jorick Vink and Dr S Bagnulo;
- the biannual Robinson Medal had been presented to Astronomer Royal, Professor Martin Rees, Baron Rees of Ludlow on Monday 26 May 2023 and the Astronomer Royal had delivered the Robinson Lecture;

- three successful research grants;
- meteorological records broken in September 2023 (hottest temperature) and October 2023 (rainfall);
- the changing publication landscape and its significant implications on AOP;
- the outcome of the 5-year Queen's University Belfast periodic review had been very positive with a number of recommendations. Opportunities to strengthen AOP's links with QUB were being progressed;
- scientific systems software developed by Research Assistant Tom Watts.

8.4.5 In relation to Education and Outreach activities, the Board noted:

- there had been a record number of visitors during 2023-24;
- the Planetarium had been operating at full capacity throughout all holiday periods;
- the dedicated Tours and Outreach Officer had helped address demand by providing offsite activities;
- the extensive list of events or activities;
- the Planetarium had hosted four conferences in September 2023;
- the creation of new AOP Dome Shows for AOP;
- AOP had been commissioned to produce two Dome Shows for other organisations and the potential of this area for the future;
- the range of equality, diversity and inclusion activities;
- successful education grants;
- research informed outreach activities included Astrobytes; Public Data Visualisation demonstrations and the Director's Cut.

8.4.6 The Board noted that History and Heritage activities had included tours; management of collections; academic papers and the Scientific Instrument Society had recently been at AOP on a Study Visit.

8.4.7 In conclusion, Professor Burton drew the Board's attention to the statistics contained in the Appendices.

8.4.8 The Chair commented upon the huge range of activities, thanked Professor Burton for his comprehensive report, all those involved in their delivery and in particular Mrs Mackle for her development of the Planetarium, which was noted by the Board.

8.5 **Research Highlights**

At the outset Dr Sarzi displayed images of the Andromeda Galaxy, the closest galactic neighbour, describing it as actively forming bright stars that eventually explode spectacularly and leaving behind enriched gas material from which new stars formed. He then used such a stellar cycle to draw an analogy with the three main interconnected elements that underpinned research at AOP – excellence, visibility and sustainability, explaining each in turn.

8.5.1 In terms of excellence, Dr Sarzi reported that:

- 94% of AOP publications were world-leading or internationally excellent;
- the research undertaken was purposely wide-ranging;
- AOP was strategically involved in several international collaborations.

8.5.2 Dr Sarzi briefly elaborated on the success of the Gravitational Wave Optical Transient Observatory (GOTO), as an example of research excellence and international engagement. GOTO was a project made possible thanks to funding from DfC and on which AOP led.

- 8.5.3 Dr Sarzi highlighted and briefly elaborated on a number of examples that demonstrated its visibility, during which it was noted that:
- AOP research was widely reported;
 - AOP research was championed by PhD students, in the Planetarium;
 - the use of AOP as an international venue was evidence of its research standing.
- 8.5.4 In terms of economic sustainability, the Board noted that this was a challenge. At near low-critical mass, Dr Sarzi explained that it was important not to drop below the current research staff as research staff were the only people that could bring in STFC grants and STFC grants also contributed towards Astronomer costs, for overheads and to AOP's annual quota of STFC PhD studentships. The smaller number of staff astronomers reduced the chances of grant funding.
- 8.5.5 The Data Visualisation Lab, which was a strategic fit with both research and education, had been developed to bring in external income and the Astronomy Observatories of Ireland Partnership was sustaining a long-standing studentship between AOP and DIAS.
- 8.5.6 In conclusion, Dr Sarzi explained that research did not happen in a vacuum and supported and was supported by other parts of the organisation.
- 8.5.7 The Chair thanked Dr Sarzi for his presentation.
- 8.6 **Corporate Plan Objectives**
Key Performance Indicators
Corporate Risk Register as at 26 March 2024
ICT Risk Register as at 26 March 2024
- With regards to the Risk Register Mrs Corvan explained that overall the risk pressure was impacted by resources, the budget for 2024-25 had not been confirmed and the outlook was extremely grim. Whilst the level of risk had not changed since December 2023 there had been some pressures reflected in terms of staff. AOP had been asked to prepare a letter to the Department's Accounting Officer setting out its case and there was a Special Meeting the following day to consider the budget in the context of risk and what would happen if they were not able to cover a circa £150k budget deficit.
- 8.6.1 Mrs Corvan commented on the challenge maintaining momentum on some of the ambitious objectives previously reported on if they were not able to make a convincing case and the Risk Register would be important as part of this. ARAC had agreed to hold a special workshop on risk and risk appetite in the context of being able to look at the strategic objectives and the risks associated with them.
- 8.6.2 Ms Leslie commented that she was always amazed at the work AOP did and queried if there was anything that precluded AOP from taking on a professional fundraiser to find donors and philanthropic donors given the amount of people in the 'space' space. Mrs Corvan said that National Museums Northern Ireland had looked at recruiting a fundraiser at one stage but she didn't think they had been successful. More recently obtaining a sponsor to replace the broken portable dome projector had been suggested. Whilst this had been suggested in the past, with very stretched resources, it was not something that had been taken forward.
- 8.6.3 Discussion ensued during which Ms Leslie elaborated briefly on how this worked and it was agreed that officers explore further directly with Ms Leslie.
- 8.6.4 In terms of public finance, Mr Wilson commented that he was aware that DfC had been particularly badly affected both in respect of revenue and capital allocation.

8.6.5 The Chair acknowledged that given the small team AOP was already very stretched and hoped that DfC was sympathetic.

8.7 Mid-Term Review of Strategic Business Plan 2021-24

A copy of the mid-term Review of the Strategic Business Plan 2021-24 had previously been circulated.

8.8 Report on 2024/25 Business Plan

Mrs Corvan advised that a Business Plan similar to the previous year had been prepared, however, in light of all the pressures it was felt that a more focused approach was needed based on the four key priorities - maintaining the status quo; maximising income and resources; progressing the redevelopment project and participation in the Astronomical Observatories of Ireland Partnership.

This was being developed and after the meeting the following day it would be possible to more succinctly show the impact of any potential savings on being able to fulfil the priorities. The four priorities were a neat fit when mapped across the Corporate Plan objectives.

8.8.1 The Board agreed to delegate authority to the Management Committee to take this forward and approve the 2024/25 Business Plan.

9. CODE OF CONDUCT FOR BOARD MEMBERS

9.1 The Board noted that the Code of Conduct for Board Members, which had previously been circulated, had been reviewed, with no changes having been made.

10.0 ANY OTHER BUSINESS

10.1 Annual Review of Information

The Archbishop enquired if the Governors were content with the quality of information provided to enable them to fulfil their role as Trustees.

10.1.1 The Board confirmed that it was content.

10.1.2 Ms Leslie extended thanks to all involved in preparing the Papers for the meeting and asked that the next meeting did not take place the day following a Bank Holiday.

10.2 The Chair thanked everyone for their participation.

AOP officers retired from the meeting at 1.20 pm.

11.0 CONFIDENTIAL MATTER

11.1 The Chair of the Management Committee updated the Board on a confidential matter.

The meeting ended at 1.35 pm

Signed as a true record of the Meeting

.....
(Chairman)

Date