

MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD IN THE KEPLER ROOM, ARMAGH PLANETARIUM AT 11.30 am ON WEDNESDAY 22 MAY 2019

Present: His Grace, the Most Reverend R Clarke (Chair), The Very Reverend Dean G Dunstan, The Venerable Archdeacon A Forster, Revd Canon J Moore, Revd Canon Dr P Thompson, Professor A Fitzsimmons, Professor R Oudmaijer, Professor A Hibbert and Mr W G H Berry

Apologies: The Venerable Archdeacon T Scott, Revd Canon W M Adair, Revd Canon W J A Dawson, Revd Canon D Hilliard, Revd Canon R J N Porteus and Mr B Hannam (Chair of Audit and Risk Assurance Committee)

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), Mrs L Brown (Corporate Manager)

1. APOLOGIES

Apologies were recorded as noted above.

The Chair welcomed everyone to the meeting, in particular those new to the Board of Governors or AOP: Rev Canon Dr P Thompson (Canon of the Cathedral); Professor A Fitzsimmons (Queen's University nominee to the Board); Dr Marc Sarzi (Head of Research) and Mrs Lynne Brown (Corporate Manager) and to Ven Archdeacon Forster who was attending his first meeting of the Board.

2. DECLARATION OF INTERESTS

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 stage during meeting. No conflicts of interest were declared.

3. MINUTES OF THE ANNUAL VISITATION OF 23 APRIL 2018

Professor Hibbert advised that he had no issue with the Minutes, however, he queried whether paragraph 6.4.2 could be rephrased, due to the subsequent change in direction. It was agreed that the last sentence of paragraph 6.4.2 be amended to read: *'It was agreed this could be explored further in due course.'*

The minutes of the Annual Visitation of the Board of Governors of 23 April 2018 were reviewed, approved as a true and accurate record of the meeting and signed by the Chair, subject to the above amendment.

4. MATTERS ARISING FROM THE MINUTES

The Chair referred the Board of Governors to the paper detailing progress on identified matters arising from previous meetings. The Board of Governors noted that the outstanding actions from previous Annual Visitations had been completed.

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5. CHAIRMAN'S BUSINESS

- 5.1 The Chair asked Mr Briggs to update the Board of Governors in relation to Governance matters.
- 5.2 At the outset Mr Briggs explained that it was important that all positions on the Board of Governors, Management Committee and sub-committees were filled to maintain good governance. He reported that AOP had applied to be recognised as an accredited Juno Practitioner and, in line with this, it would be exploring opportunities to increase female representation on all its Committees.
- 5.3 With regards to the existing vacancy on the Board of Governors, Mr Briggs explained that thinking had changed since the 2018 meeting. In light of current projects, he considered it appropriate to form a closer working relationship with Armagh City, Banbridge and Craigavon Borough Council (the Council). The Department for Communities (DfC) was supportive of this approach. He recommended to the Board of Governors that an approach be made to the Council to fill the vacant position on the Board. The Chair acknowledged the merit in Mr Briggs' recommendation and suggested the position should be for an officer rather than an elected representative. Dean Dunstan felt that the officer should be of Director-level and the Chair concurred with this suggestion. **The Board of Governors agreed to invite the Council to appoint an officer at Director-level to the vacant position on the Board.**
- 5.4 Mr Briggs reported that Greg Berry had completed two terms on the Board of Governors and that DfC would be running a recruitment exercise over the coming months to fill this position. Describing Mr Berry as a faithful member, the Chair thanked him for his involvement and contribution and Mr Berry suitably acknowledged.
- 5.5 In response to a query from Professor Hibbert about AOP being represented on the DfC appointment panel, Mrs Corvan stated that she had been advised that this would not be the case but undertook to follow up on this matter as she hadn't been aware that this had been the case previously. The Chair added that the Board of Governors would be happy to facilitate the process if required.
- 5.6 Mr Briggs advised that the Board of Governors could nominate 3 Members to the Management Committee and currently there were two nominees – Professor Oudmaijer and Canon Hilliard. He provided the opportunity for the Board to consider its nominees and either re-affirm or amend them. **The Board of Governors:**
- **re-affirmed Professor Oudmaijer's nomination to the Management Committee, with his approval;**
 - **approved, in principle, the nomination of the Council's appointment to the Board of Governors to the Management Committee; and**
 - **agreed that the Chapter of the Cathedral, at its next meeting, consider appointment of one member to the Management Committee.**
- 5.7 In terms of the Management Committee, Mr Briggs advised that Mrs Primrose Wilson had retired in June 2018 and at the end of 2019 both Mr Brett Hannam and Dr Mike McKay would have completed the maximum two terms. Over the summer months DfC planned to seek three new members via public advertisement. There remained three vacant Board of Governors co-option positions on the Management Committee (subject to DfC approval) and Mr Briggs suggested that at the conclusion of the public appointment process this situation could be reviewed, particularly if there were specific skills gaps. **The Board of Governors approved this approach.**
- 5.8 Mr Briggs reported that AOP had registered to participate in the Board Room Apprentice Programme and had requested a female apprentice.

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- 5.9 In response to comments from Professors Oudmaijer and Hibbert regarding the success of the recruitment process, based on past experience, Mrs Corvan advised that they could be pro-active in encouraging good people to apply.
- 5.10 Mr Stan Brown, Professor Louise Harra and Mr Patrick McGurgan had all completed their first term and had been offered and accepted a second term, up to the end of April 2023. **The Board of Governors agreed to send a letter of congratulations to Professor Harra on her recent appointment as an Affiliated Professor of Solar Astrophysics at the Physics Department of ETH Zurich.**

6. MATTERS FOR REPORT AND APPROVAL

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

The minutes of the 4 meetings of the Management and Audit and Risk Assurance Committees held since the last Board of Governors meeting had been included with the Papers. Mr Briggs informed the Board of Governors that strengthening and improving governance had continued over the previous 12 months and AOP had worked closely with the Department to improve its confidence of the organisation. There were four areas he wished to highlight – Membership, which had already been discussed; Future Development; Resources and Audit and Risk.

- 6.1.2 Future Development: Mr Briggs advised that a lot had happened in the past 12 months towards realising the Minister's vision 'to develop a world-class Planetarium excelling in education and outreach alongside a world-class Research Institute building on the Armagh Observatory and Planetarium's unique heritage making it a must visit for local, national and international visitors and students, whilst developing the STEM agenda'. In January 2019 a Strategic Outline case for the future development of AOP had been approved. This outlined a number of possible options and allowed AOP to move forward to the next stage of exploring options in more detail in an Outline Business Case. This would be picked up on in more detail during Professor Burton's report.
- 6.1.3 Resources: Mr Briggs reported that in 2018 he had reported on financial constraints and staffing pressures but was pleased to report significant progress. The opening budget for 2019 was more reflective of what was required to run the organisation and there was reduced reliance on temporary employment, with a full complement of Senior Management Team in place. Capital expenditure of around £600,000 allowed improvements in assets including full renewal of all research IT equipment and updated conference facilities and a capital budget of £880,000 for 2019/20 was being progressed, most notably to procure a new projector system in the Planetarium Dome. Bids for a further £235,000 were being considered.
- 6.1.4 A Human Resource Strategy was now in place to support delivery of the Corporate Plan. A review had been completed against the 2018/19 Action Plan and progress was being made on establishing a stable staffing structure and ICT arrangements were greatly enhanced. A baseline employee survey conducted in December 2017 was repeated in 2018 and would be repeated in 2019.
- 6.1.5 Audit and Risk: Mr Briggs reported that Mr Brett Hannam's term of appointment would conclude in December. Echoing concerns previously raised by Professors Oudmaijer and Hibbert he stated that it was critical to attract a replacement Board Member with similar skills. The Internal Audit annual report had given an overall satisfactory assurance and External Audit was now back on track, the issue from 2017/18 in relation to the value of heritage assets having been resolved. Risk Registers were regularly reviewed and reported on quarterly. The main risks remained financial and whilst funding had been confirmed to replace the Planetarium Projectors, there was a real risk they might fail before replacement.

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6.1.6 The Chair recognised that it had taken a lot of hard work to bring AOP back on track and he thanked all of those who had been involved so doing.

6.1.7 In response to a query from Professor Fitzsimmons, Professor Burton reported that AOP was required to report formally to DfC in relation to Brexit. He said there were real concerns for students and staff and that AOP was exploring ways of strengthening its relationship with the Republic of Ireland.

6.2. **Annual Report and Accounts 2017/18 (for retrospective approval) Annual Report and Accounts 2018/19**

Mr Knox informed the Board of Governors that the accounts for 2017/18 had been approved in draft form at the 2018 Visitation but had not been completed until December. They were signed on 10 December 2018 and laid on 23 January 2019. **The Board of Governors retrospectively approved the signing of Annual Report and Accounts 2017/18 by the Archbishop.**

6.2.1 Mr Knox advised that the Accounts had been qualified in relation to Heritage Assets. He explained that prior to his involvement Heritage Assets had not been recognised in the accounts. A valuation in 2012 of £1.25m has been brought into the accounts, however, the Auditors were not content that the valuation was current. Sotheby's had been procured to carry out a revaluation exercise and based on same the value of Heritage Assets was likely to double to approx. £2.5m at the end of the 2018/19 financial year.

6.2.2 Mr Knox outlined the timetable for the 18/19 Accounts advising that a draft would be presented to the Management Committee in June, they would be audited in August with a view to having them finalised by the end of October. **The Board of Governors approved that the Archbishop be granted delegated authority to sign off on the 2018/19 Annual Report and Accounts on behalf of the Board of Governors.**

6.2.3 The Chair thanked Messrs Briggs and Knox for their updates.

6.3. **Management Report for 2018/19**

Professor Burton informed the Board of Governors that the organisation had transformed enormously over the past 14 months, from transition to a fully-fledged organisation. He guided the Board of Governors through his report, providing firstly a brief overview before drawing attention to the Matters for Discussion.

6.3.1 CONFIDENTIAL MATTER REMOVED

6.3.8 In response to a query from Professor Fitzsimmons regarding the Review of Research and the decision not to submit a REF application, the Board of Governors was advised that it was proposed that the review would be conducted in a REF-like format by an independent panel who would perhaps consider only 1 impact case. Professor Burton welcomed suggested panel members. Professor Oudmaijer pointed out that both he and Professor Merryfield would also like to see the review coming up with recommendations that were forward-looking.

6.3.9 In response to a query from Professor Fitzsimmons regarding the new School Education Programme and whether it addressed the new GCSE curriculum, Professor Burton explained that with timetables being so constrained it was difficult to attract students at that level. Professor Fitzsimmons advised that Queen's had held a workshop for teachers which had been very successful and suggested that AOP could do likewise.

6.3.10 The Chair thanked Professor Burton for his report, remarking that AOP was currently flourishing and the Board of Governors was very proud of it.

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6.3.11 Professor Oudmaijer pointed out a typographical error in that the name of the Professor delivering the Robinson Lecture had been mis-spelt in the report.

6.4 Corporate Plan Objectives

Mrs Corvan drew attention to the two objectives that were not achieved, namely growth of visitor numbers and development and implementation of an Estates Management Strategy, briefly explaining the reasons for each. The Board of Governors noted the Corporate Plan Objectives performance.

6.5 Key Performance Indicators

Mrs Corvan highlighted the KPIs for 2018/19 that had not been achieved and reported that they had been fully discussed with and explanations provided to DfC. The Board of Governors noted the end of year performance in respect of KPIs.

6.6 Finance Budget Report to March 2019

Mr Knox advised that there had been no surplus or deficit for the 12 months to March 2019. Mrs Corvan added that AOP had benefited from significant in-year funding during the Financial Year. The Board of Governors noted the report.

6.7 Risk Register Updated 24 April 2019

At the outset, Mrs Corvan acknowledged that Professor Hibbert had highlighted an error in the inherent assessment in respect of the failure to safeguard and maintain assets on the risk summary.

6.7.1 The Chair noted the decrease in the number of risks with an extreme rating. In response to a query from Professor Hibbert, Mrs Corvan advised that the risk register was reviewed quarterly with DfC and that AOP worked closely with the Department and Audit Office, who were content with the register. She explained that the level of 'red' risks was reflective of AOP stabilisation and advised that, at the request of DfC, the total number of risks had been reduced as there were several risks relating to core funding that could be distilled into one risk. Professor Hibbert noted Mr Brown's comments at the Management Committee regarding the Department of Justice's approach to risk management.

6.7.2 Dean Dunstan referred to the Corporate Plan Objective in respect of an Estates Management Strategy and stressed the importance of appropriate landscape management. Mrs Corvan concurred advising that, following a tree survey, several trees had been removed recently. She explained that part of the work with Hamilton Architects would seek to re-establish sightlines. With regards to the latter they were reviewing old plans. She advised that the Conservation Management Plan would cover the grounds.

6.7.3 **The Board approved the various documents that comprised the Management Report for 2018/19 and recommended that since all discussion regarding the AOP vision was confidential it should be redacted from the published minutes.**

6.8 Draft 2019/20 Business Plan (for approval)

Professor Burton advised that the draft Business Plan was substantially complete however the KPIs section was currently being reviewed.

Mrs Corvan explained that the Business Plan for 2019/20 had been rationalised as the Corporate Plan provided background information and it was not necessary to have this repeated. She guided the Board of Governors through the report elaborating on various sections. **The Board of Governors approved the Draft Business Plan subject to minor changes and finalised plan approval by the Management Committee.**

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7. ANY OTHER BUSINESS

7.1 Annual Review of Information

Professor Hibbert considered that there was a good balance in the level of information provided to the Board of Governors. The Archbishop concurred and thanked all those involved. **The Board confirmed it was content with the quality of data presented.**

7.2 The Chair reported that there had been a very satisfactory meeting with the Permanent Secretary that morning and she had taken an encouraging interest in AOP and its activities.

7.3 Bringing the meeting to a close, the Chair, on behalf of the Board of Governors, extended thanks to Mr Briggs, Professor Burton, the Management Team and all those who worked with them and said he looked forward to celebrating the 50th Anniversary of the Moon Landings.

The meeting ended at 13.25 pm

Signed as a true record of the Meeting

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(Chairman)

Dated: 18 June 2020

Matters Arising from the Minutes of Previous Meetings

| Reference | Matter | Owner | Progress |
|--|---|---------------------|--|
| Annual Visitation 23 April 2018 | | | |
| Paragraph 6.3.2 | Draft Annual Report and accounts for 2016/17 approved, subject to minor amendments. | Professor Burton | Completed – the Annual Report and Accounts for 2016/17 were laid before the Northern Ireland Assembly on 24 October 2018 and are available on the AOP website |
| Paragraph 6.4.2 | Historic Links between Birr and Armagh to be explored further in due course | Professor Burton | Ongoing |
| Paragraph 6.5 | Corporate Plan 2018-21 approved | Professor Burton | Completed – the Corporate Plan has been published and is available on the AOP website |
| Paragraph 6.5.1 | Draft 2018/19 Business Plan approved, subject to minor changes and finalised plan approval by Management Committee. | Professor Burton/MC | Completed – the Business Plan was amended, approved by the Management Committee in September 2018 and is available on the AOP website |
| Paragraph 6.6 | Revised Governance Arrangements – Terms of Reference | Mrs Corvan | Completed – The Terms of Reference were approved by the Board of Governors on 23 April 2018. |
| Annual Visitation 9 March 2017 | | | |
| Paragraph 6.8 | A small sub group to meet to expedite final approval of the Terms of Reference | Sub Committee | Completed – The Terms of Reference were agreed by the Management Committee in December 2017 and by the Board of Governors in April 2018. |

| Annual Visitation 15 March 2016 | | | |
|--|---|--------------------|---|
| Paragraph 9.2 | TORs - The Project Board would collate all the responses and incorporate them into a further draft for consideration. | Project Board | Completed – The Terms of Reference were presented to the Management Committee in January 2017 and the Board of Governors in March 2017. The final Terms of Reference were agreed by the Management Committee in December 2017 and by the Board of Governors in April 2018. |
| Annual Visitation 19 March 2015 | | | |
| Paragraph 7.3 | The Observatory's Health & Safety Policy to be updated to include the Planetarium. | Operations Manager | Completed - The Health & Safety Committee now meets as a single body and issues are addressed across AOP, not separately to Observatory and Planetarium. An AOP Health and Safety Policy was approved by the ARAC and Management Committee in December 2018. |