

**MINUTES OF THE ONE HUNDREDTH AND THIRD MEETING OF THE MANAGEMENT COMMITTEE OF THE ARMAGH OBSERVATORY AND PLANETARIUM HELD ON 1 SEPTEMBER 2017 AT 11.00 A.M. IN THE CASSINI ROOM**

**Present:** Archbishop Clarke (Chair), Dr M McKay, Mr S Brown, Mr B Hannam, Professor T Ray, Mr P McGurgan, Professor R Oudmaijer, Mrs P Wilson

**Apologies:** Canon Hilliard, Professor L Harra, Professor M Mathioudakis, Professor G Doyle

**In attendance:** Professor M Burton (AOP Director), Mrs C Corvan (AOP Head of Corporate Services), Mr J News (Head of Education and Community Outreach), Mrs D Neill (AOP Operations Manager), Mrs T Hogg (Organisational Change Joint Project Manager) items 5-7

**1. APOLOGIES**

Apologies were recorded as above.

**2. DECLARATIONS OF INTEREST**

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 the meeting. No conflicts of interest were declared.

**3. MINUTES OF THE MANAGEMENT COMMITTEE MEETING HELD ON 9 JUNE 2017**

A clarification to the draft minutes had been suggested by Mrs Cosgrove. The Committee discussed the suggestion and agreed that the minutes accurately reflected that the appointment of the Chair was to be made by the Archbishop in consultation with Minister.

The minutes of the meeting of 9 June 2017 were reviewed, approved as a true and accurate record of the meeting and signed by the Chair.

**4. MATTERS ARISING**

4.1 There were a number of actions that the Committee were asked to close and these were approved with the exception of MC29/01/15-01. Dr McKay advised that he would be retiring from the ESA before the end of May 2018 and would like to introduce Mr News and Professor Burton to ESA PR. The Committee approved reasonable travel costs associated with this and stipulated that the action should remain open.

4.2 Referring to one other matter, MC04/06/15-06, Mrs Corvan advised the Committee that Mr McGurgan had met with her and Mrs Neill to discuss how to move this matter forward. Mr McGurgan agreed that AOP should move to their contracted legal team.

**5. CHAIR'S BUSINESS**

The Chair advised that a Committee member was required to replace Professor Hibbert on both the Audit and Risk Committee and the Employment and Remunerations Committee. Mr Stan Brown was appointed to both Committees.

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

6.1 Mr Hannam reported to the Committee that the ARAC had approved the 3 Year Audit Strategy and the 2017/18 Audit Plan. There would be 2 key audits on financial controls and fixed assets. As there were a high number of outstanding audit recommendations it had been agreed between SMT and the Department that these would be reviewed in two tranches. Following the first tranche, 93% of recommendations had been actioned and the remainder either had no further action or were in relation to timing. The second tranche is being addressed and progress will be reviewed later in the year.

6.2 Mr Hannam advised that some minor technical changes had been made to the final accounts, for 2014/15 and 2015/16 which had previously been approved by the Board of Governors. It was noted that NIAO had advised that these accounts could not be laid in the Assembly while it was not sitting, due to the qualified audit opinion attached to the 2015/16 Annual Accounts. The AOP draft 2016/17 Annual Accounts are with the Department for comment.

6.3 Mr Hannam referred to the Risk Register and highlighted that the key risk was in relation to finance. The ARAC was content that the Risk Register was accurate and recommended that the Management Committee approve this.

6.4 Finally, the ARAC had reviewed new financial policies and procedures. Whilst there will be some minor changes and are subject to review by DfC, ARAC considered these to be of sufficient quality to be implemented.

6.5 The Committee approved the Risk Register and the implementation of the Financial Policies.

6.6 Mrs Corvan advised that a form of words had been drafted which would be used in response to any press enquiries regarding the qualification of the Annual Report and Accounts. Following discussion it was agreed that an amended statement will be discussed with the Department and an agreed statement circulated to members. This statement will be for information only and only issued if a media enquiry is received. **Action 01/09/2017-01: Mrs Corvan to circulate agreed press statement to Management Committee**

6.7 Mrs Wilson queried the lack of Departmental representation at the meeting. Professor Burton explained that Mr Devitt and Mrs Cosgrove were currently on annual leave but there had been close contact with the Department in relation to AOP matters.

Professor Burton commented that the major progress in addressing the audit recommendations was a significant milestone for AOP in moving forward as one organization and strengthening governance and accountability.

*Mrs Therese Hogg joined the meeting at 11.25pm*

## **7.0 ORGANISATIONAL CHANGE PROJECT**

- 7.1 Mrs Hogg summarized the process proposed for the appointment of a Chair and informed the Committee that this had been produced with assistance from Professor Hibbert and in line with CPANI guidance, although not a regulated appointment.
- 7.2 The Chair stated that it was important that this process followed proper procedures and noted that the appointment was a requirement of the Department. Mrs Hogg suggested that the cost for advertising could be covered by use of AOP reserves, otherwise a funding bid would be required. Mrs Corvan advised that AOP reserve position requires review and clarification and it is proposed to meet with the Charities Commission and the Department to review conflicting guidance in relation to this. She suggested that the costs associated with recruitment of a Chair can be added to the restructuring report being prepared for the Department which also includes a section on the costs of implementing the change process.
- 7.3 The Committee discussed the paper stating that it was important to keep costs to a minimum, and expressing concern about a possible lack of candidates as the post was not remunerated. Members were reluctant to use AOP reserves for this purpose given that this is implementing change suggested by the Department and the need to maintain reserves in line with Charities Commission advice and good practice. Further discussion ensued about the criteria for the post, particularly in relation to the amount of time required and the need for excellent people skills. Changes were suggested to the documentation and the Chair requested that the Committee review these and issue comments to Mrs Hogg within the following week. The Chair would meet with Mrs Hogg and Mrs Corvan following this to agree arrangements, including a timeline for recruitment and a suitable panel.
- 7.4 The Chair asked if the Committee was content to allow Mrs Hogg, Mrs Corvan and the Archbishop to finalise these arrangements. Mrs Hogg confirmed that as this was an AOP appointment, Ministerial approval would not be required. The Committee agreed that the Chair and SMT would take this matter forward.
- 7.5 Mrs Hogg provided a summary on the Change Management Project. The Committee had no queries regarding this.
- 7.6 The Committee, through the Chair, thanked Mrs Hogg for the work done by her to date.

## **8.0 HISTORY AND HERITAGE VISION**

- 8.1 Professor Burton reported to the Committee that the History and Heritage Vision document was the third of the vision documents produced in consultation with staff. In relation to this particular Vision input from a number of external bodies had been sought to provide context in relation to the wider Armagh and Robinson legacy. Professor Burton expressed his belief that this pillar provided the most potential for engaging the outside community.
- 8.2 The Committee discussed the document and the Chair requested that suggestions and comments were forwarded to Professor Burton no later than Friday 15 September 2017.
- 8.3 The Chair commended Professor Burton on the production of this document, particularly in light of the many other pressing issues in AOP.

## 9.0 CORPORATE PLAN

9.1 Professor Burton provided an overview of the draft Corporate Plan and explained that further changes would be made to this following feedback from staff engagement on Tuesday 29<sup>th</sup> August. The Chair thanked Professor Burton for the update and asked the Committee for their responses and comments.

9.2 Professor Ray suggested weaving the training of post graduate students into the educational and outreach theme/pillar. Following discussion around the digital incubator hub, the Chair suggested adding a comment to the objective re the rationale.

9.3 The Chair asked if the Committee was content to approve this subject to minor changes. It was agreed that changes would be circulated to the sub committee. On this basis the Committee approved the Corporate Plan.

9.4 The Chair thanked Mrs Hogg for her work on the Corporate Plan.

*At 1pm the Committee broke for lunch and Mrs Hogg left the meeting.*

*The Committee recommenced at 1.25pm*

## 10. DIRECTORS REPORT

10.1 Professor Burton summarized his report. Under items for discussion, the Vision document and Corporate Plan had already been discussed. In relation to ICT, Professor Burton advised that it was proving difficult to move forward the shared services element of ICT. Under items for information, Professor Burton highlighted a number of key matters such as the successful summer programme, the advertisement of the Head of Research post and the 50<sup>th</sup> anniversary plans which were currently on hold. Professor Burton highlighted a number of upcoming events and in particular the Robinson Lectures, and asked members to confirm if they would be attending.

10.2 Mrs Corvan reported to the Committee on staffing and management issues. The Employment Conditions and Remuneration Committee had met before the Management Committee meeting and the proposed finance structure was outlined at this meeting. The Department has requested a full restructuring report and fully costed Business Case.

*Mrs Neill left the meeting at 1.55pm*

10.3 The Chair gave a summary of the current financial position and the importance of the Management Committee to provide support for the Director in maintaining operations at AOP. The Director provided a timeline of discussions formal and informal and exchanges of correspondence since the June MC meeting including a letter from the Permanent Secretary dated 3 July 2017 requiring AOP to stay within its baseline budget for 2017/18. Following a lengthy discussion it was agreed that the Archbishop, as Chair of the Board of Governors and Management Committee, write to the Permanent Secretary to convey the urgency of the situation and the consequences if the requirement to stay within budget is implemented. **Action 01/09/2017-02: The Chair to write to the Permanent Secretary in relation to AOP funding**

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**11. BANK ARRANGEMENTS**

The Committee noted the paper.

**12.0 AOB**

**12.1** The Committee agreed to review the Board Evaluation summary at the next Management Committee  
**Action 01/09/2017-03: Board Evaluation summary to be discussed at December meeting**

**12.2** The Committee noted the training and development available.

**13 DATE OF THE NEXT MEETINGS**

*The next meeting is Tuesday 5<sup>th</sup> December*

*The meeting finished at 3.15pm*

*Signed as a true record of the meeting*

*+ Richard AnagL.*

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(Chair)

Dated:

## Updated Actions as at 1 September 2017

Reference	Action	Owner	Progress
MC29/01/15 - 01	Dr McKay to explore within ESA if exhibits could be provided to the Planetarium	Dr McKay	<p><b>Propose to Close</b></p> <p><b>23 August 2017</b> John News has been appointed as temporary HECO and will pursue this matter with Dr McKay</p> <p><b>29 March 2017:</b> It is hoped that a temporary Head of Education &amp; Outreach will be appointed shortly and this matter will be pursued at this time.</p> <p><b>20 September 2016:</b> Dr McKay has spoken to ESA PR in HQ (Paris). ESA would like to understand the direction AOP intends to follow and what support they could provide. It has been decided to wait until the new Head of Education &amp; Outreach is appointed before pursuing further.</p> <p><b>28 January 2016:</b> Dr McKay to introduce Planetarium representative to the ESA teams to pursue potential exhibits.</p>
MC29/01/15 - 03	New Management Board to consider the areas of concern arising from the Board Evaluation Questionnaire	Chair of new Management Board	<p><b>Propose to Close</b></p> <p><b>25 August 2017</b> New Evaluation completed July 2017 and included in September MC</p> <p><b>31 May 2017</b> Awaiting Strategic Plan</p> <p><b>16 May 2016:</b> The Organisational Change Project Board is considering these</p> <p><b>28 January 2016:</b> The Organisational Change Project Board is considering these.</p> <p><b>28 May 2015:</b> No action has been taken</p>
MC29/01/15 - 05	Board Operating Framework to be updated following any new governance arrangements arising from the Review of Organisation and Management	Mrs Hogg	<p><b>Ongoing</b></p> <p><b>25 August 2017</b> On hold pending appointment of Chair</p> <p><b>31 May 2017:</b> Propose to bring to September Meeting</p> <p><b>29 March 2017:</b> New SMT to consider the Terms of Reference and make recommendations</p> <p><b>16 January 2017:</b> Final revised documents to be presented to Management Committee in January 2017</p> <p><b>20 September 2016:</b> The final draft governance documents were presented at the Management Committee meeting in June and subsequent amendments made. The final documents are now being presented at the October Management Committee meeting on 6th October 2016. Board Operating Framework to be devised following this.</p> <p><b>16 May 2016:</b> New governance arrangements for AOP will be presented to the Management Committee at its June 2016 meeting. Board Operating Framework to be agreed after this.</p> <p><b>28 January 2016:</b> The Organisational Change Project Board is considering new governance arrangements.</p> <p><b>28 May 2015:</b> No action has been taken</p>

MC04/06/15 – 06	Mrs Kennedy to share the draft agreement with Mr McGurgan and also liaise with the Planetarium's solicitor	Mrs Neill	<p><b>Ongoing</b></p> <p><b>22 August 2017:</b> Operations Manager met with Solicitor to discuss draft lease agreement. This will require further amendment before signing. Operations Manager will progress.</p> <p><b>5 June 2017:</b> AOP has contacted Solicitors who have advised there is no update at present</p> <p><b>16 January 2017</b> AOP requested update on progress</p> <p><b>15 August 2016:</b> Amended maps have been received and approved. AOP is currently awaiting a response from the Solicitors in relation to amendments required to the lease agreement.</p> <p><b>24 May 2016:</b> Atlas Communications has been contacted again and they are to follow up with their surveyor in relation to the maps.</p> <p><b>15 August 2016:</b> Amended maps were received and approved by AOP. Amendments to the lease have been requested. AOP awaits response from Solicitors</p> <p><b>28 January 2016:</b> Ongoing discussions with the solicitor and Atlas Communications about the production of maps to accompany the lease.</p> <p><b>28 October 2015:</b> Mr McGurgan provided his comments on the draft lease and correspondence has continued with the solicitor. The current hold up is in relation to obtaining maps of the property as quoted throughout the lease.</p>
MC12/11/15 - 03	Dr Vink to continue discussions with Eircom UK with regards to exploring their proposal in more detail.	Professor Burton	<p><b>Propose to Close</b></p> <p><b>28 September 2016:</b> On hold pending capital development programme</p> <p><b>12 May 2016:</b> Nothing to report</p> <p><b>21 January 2016:</b> Nothing to report</p>
MC 06/10/16-01	Discussion on research review to be an Agenda item at a future MC meeting	Professor Burton	<p><b>Propose to Close</b></p> <p><b>25 August 2017</b> Will be addressed in Corporate Plan</p>
MC 06/10/16-03	MC to seek final approval and adoption of governance documents from the AOP Board of Governors including the approval of a remunerated chair	Mrs Hogg	<p><b>Propose to Close</b></p> <p><b>25 August 2017</b> Governance documents now with the Department. Approval not given for remunerated Chair. See action 29/03/2017-04</p> <p><b>31 May 2017:</b> Draft MSFM included in June papers, discussions ongoing to finalise other documents</p> <p>Revised documents presented at Management Committee 18 January 2017</p>
MC 29/03/17-01	Board Evaluation Questionnaire to be completed and circulated	Professor Hibbert	<p><b>Propose to Close</b></p> <p><b>25 August 2017</b> Evaluation included in September MC</p> <p><b>6 July 2017</b> Circulated to members for completion</p> <p><b>5 June 2017:</b> Under consideration</p>

MC 29/03/17-04	Chair of Management Committee post to be advertised	Mrs Hogg	<b>Ongoing</b> <b>25 August 2017</b> Mrs Hogg will present a paper regarding appointment of Chair at September meeting <b>31 May 2017:</b> Discussions ongoing as to how and when to progress
MC 09/06/2017-01	A new member to be appointed to the ARAC	Chair	<b>Ongoing</b> <b>25 August 2017</b> To be actioned at the September MC meeting
MC 09/06/2017-02	Savings Delivery Plan to be reviewed and revised	Mrs Corvan	<b>Propose to Close</b> <b>25 August 2017</b> Update to be provided in Director's Report to September MC Meeting
MC 09/06/2017-03	Report to be submitted to the Management Committee following the next meeting with the Deputy Permanent Secretary	Professor Burton	<b>Propose to Close</b> <b>25 August 2017</b> Update to be provided in Director's Report to September MC Meeting