

MINUTES OF THE ONE HUNDRED AND SEVENTEENTH MEETING OF THE MANAGEMENT COMMITTEE OF ARMAGH OBSERVATORY AND PLANETARIUM HELD ON 15 MARCH 2021 AT 11.00 AM

Present: Mr J Briggs (Chair), Mr S Brown, Dr M Darnley, Professor L Harra, Dr C Jackman, Mr P Kennedy, Dr K Lemon, Professor M Mathioudakis, Mr P McGurgan, 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), Ms K Moylan (Boardroom Apprentice) and Mrs L Brown (Corporate Manager)

1. OPENING REMARKS

- 1.1 At the outset the Chair welcomed everyone to the virtual meeting, extending a particular welcome to the new MC members - Dr Caitriona Jackman, DIAS representative; Dr Matt Darnley, STFC nominee and Dr Kirstin Lemon, Mr Paul Kennedy and Mr Eugene Rooney, DfC nominees.
- 1.2 Following the Chair's lead, each of the Management Committee members and AOP Management Team provided a brief introduction for the benefit of the new members. Thereafter, in turn, each of the new members did likewise.
- 1.3 In thanking the new members and warmly welcoming them to the AOP Management Committee the Chair advised that the next 2-5 years would be a very exciting and defining period for AOP in terms of infrastructure; research and education; relationships and partnerships; and AOP's place in Armagh City. He said that Armagh had a lot of history and heritage and it was essential that AOP played its part in the development of the City. Over the past number of years AOP had been very diligent in displaying good governance, it was now essential to not only maintain this but to actively pursue the strategy for AOP moving forward.

2. APOLOGIES

- 2.1 There were no apologies.

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 A Conflict of Interest was declared by Mr R Wilson in respect of the matter relating to Mullinure Lands for which an update was included in the Director's Report. Mr Wilson apologised that he had to leave the meeting early and undertook to retire from the meeting at that point in proceedings if he had not already done so by that stage.

4. MINUTES OF THE MANAGEMENT COMMITTEE MEETING HELD ON 14 DECEMBER 2020

- 4.1 The minutes of the meeting of 14 December 2020 were reviewed and approved as a true and accurate record of the meeting to be signed by the Chair at a later date.

5. MATTERS ARISING FROM THE MINUTES

- 5.1 The Chair reported that there were 7 matters arising from previous meetings. Three remained ongoing and it was proposed to close the remaining 4 matters.
- 5.2 In response to a query from Mr Rooney, Professor Burton explained that Mr Sean Barden was a Curator at Armagh County Museum and was assisting AOP with its Museum Project as a Mentor.
- 5.3 There were no further matters arising.

6. CHAIR'S BUSINESS

- 6.1 In relation to the Report on the Review of Terms of Reference Mrs Corvan explained that the Management Committee and Board of Governors had previously both been Chaired by the Archbishop and that when Mr Briggs had been appointed as Management Committee Chair in January 2018 new Terms of Reference had been implemented. Over the past few years a number of ambiguities or anomalies had emerged and so the Management Committee and Board of Governor's Terms of Reference had been set out side by side for review by the Archbishop. This had identified a number of mostly small and insignificant changes. A copy of the Management Committee's Terms of Reference with tracked changes had been included with the papers for the meeting.
- 6.2 With regard to the issue in relation to appraisals, Mrs Corvan explained that this had arisen from a recent Governance Audit. Annual Appraisals were currently undertaken for DfC nominees only, however, the Terms of Reference indicated they were carried out for all Members. This was considered an unreasonable burden on a non-remunerated Chair and would be addressed with the Department in due course in the context of the Partnership Agreement, the replacement for the Management Statement and Financial Memorandum.
- 6.3 The Committee was advised that the main issue related to the roles of the Board of Governors and the Management Committee. Mrs Corvan explained that the Management Committee's Terms of Reference stated that it had the responsibility to approve the Annual Report and Accounts. AOP was a registered charity and the Board of Governors had been set up as its Trustees. She explained that the role of Trustee better aligned with the Management Committee, something that the Archbishop had agreed. Mrs Corvan said it was felt that the Trustees should be the members of the Management Committee and it was therefore proposed to change this subject to DfC and Management Committee Members' approval to become Trustees and to amend the Terms of Reference accordingly. If approved by the Management Committee the matter would be subject to approval by the Board of Governors in May, the Board of Governors having reserved power to approve any changes to the Management Committee's Terms of Reference.
- 6.4 Mrs Corvan advised that the Terms of Reference also set out the skills and experience that the Corporate Body was required to have and that there was provision to co-opt up to 3 people to address any skills gaps. A skills and experience questionnaire would be circulated for completion to identify if there were any skills gaps on the Committee. **Action MC 15/03/21-1 Skills and experience questionnaire to be issued for completion and return by Members for analysis.**
- 6.5 It was noted that ARAC had considered its Terms of Reference and this would be reported on later in the meeting. The SPRC had also been reviewed, with minor changes.
- 6.6 Members were requested to submit a short Bio and headshot photo for the AOP website. **Action MC 15/03/21-2 Members to submit Bio and photograph for AOP website.**

- 6.7 Members noted that it was the responsibility of the Chair of the Management Committee to appoint Committee Chairs and that of the Management Committee to appoint members to the Committees. Accordingly, the Chair sought the Management Committee's approval to the appointment of Mr Brown as Chair of the ARAC. He also advised that Professor Harra and Mr McGurgan had agreed to remain on the Committee for a further term.
- 6.8 The Chair advised that it was the intention to establish a third Committee focusing on Research and Education.
- 6.9 Rather than seeking nominations for vacant positions on Committees the Chair sought approval to reflect on the skills and experience of Members and use this to inform the appointment process and to bring confirmation of Committee membership and Chairs to the June meeting. Members who didn't have the time to sit on a Committee or were interested in serving on a specific Committee should make this known. **Action MC 15/03/21-3 Skills and experience analysis to inform Committee membership and Committee membership and Chairs to be confirmed at June meeting.**
- 6.10 Moving forward the Chair envisaged a situation whereby the Committees could take place virtually on a different day prior to that of the Management Committee and that only the Management Committee meeting would take place in a physical room. Feedback from the Chairs would be taken on this approach.
- 6.11 The Committee approved the appointment of Mr Brown as Chair of the ARAC and Professor Harra and Mr McGurgan's continuing membership on the ARAC.
- 6.12 Mrs Corvan responded to a number of queries from Mr Rooney regarding the proposal for the Management Committee members to become the Trustees rather than the Board of Governors and advised that approval was being sought in principle to this approach and that the practicalities and legalities would be explored in due course.
- 6.13 In response to a query from Mr Rooney regarding the absence of reference within the Management Committee's Terms of Reference about the role of the Chair and their relationship with the Department, Mrs Corvan explained that this duty sat with the Chair of the Board of Governors. Following discussion with the Archbishop on the matter it had been agreed that this responsibility should remain with the Chair of the Board of Governors and that the Archbishop would include or delegate to the Chair of the Management Committee as required. Mrs Corvan undertook to furnish the Committee with a copy of the Terms of Reference for the Board of Governors. **Action MC 15/03/21-4 Board of Governors' Terms of Reference to be circulated to the Management Committee.**
- 6.14 The Committee noted that Accountability Meetings were an officer led requirement and as Chief Executive Officer, the Director attended Accountability Meetings, not the Chair of the Board of Governors.
- 6.15 With reference to a recent judgement, Mr McGurgan considered that before agreeing to take on the role of Trustee Management Committee Members would need to clearly understand collectively and personally the extent of such a responsibility.
- 6.16 Mr Wilson clarified that approval was being sought for the direction of travel and that more information would be provided before the Management Committee would be requested to formally approve any change. Mrs Corvan confirmed this and added that more information would be issued. **Action MC 15/03/21-5 Information regarding the role and responsibilities of a Trustee to be circulated to the Management Committee.**

- 6.17 Mr Wilson advised that he should declare a potential conflict of interest as Council had been involved in relation to the judgement referred to by Mr McGurgan.
- 6.18 The Chair reminded the new Members about the mandatory Safeguarding and On Board Training and advised that Members appointed to the ARAC would also be required to complete Audit Committee training.
- 6.19 The Committee noted that an invitation to a virtual Board Effectiveness session, organised by DfC, clashed with the meeting in progress.
- 6.20 Professor Burton supported the idea of a Committee for Research and Education which fed back into the Management Committee.
- 6.21 Mrs Corvan advised that screen shots of the meeting in progress would be captured for PR purposes.

7. REPORT FROM DIRECTOR

- 7.1 Professor Burton guided the Committee through his report, elaborating briefly on the matters contained within it which included an update on AOP operations during COVID-19; Mullinure Lands; Staff Appointments, Achievements and Activities and Capital and Resource Allocations.
- 7.2 In terms of the AOP Operations during COVID-19, the Committee noted that:
- most staff continued to work from home;
 - AOP had been open to the public for just 8 days since March 2020, for the 'Space Lights' experience;
 - the rejuvenation programme in and around the Planetarium continued;
 - the 'Star Trackers' programme continued;
 - the Research team had held the annual STFC conference successfully over Zoom;
 - there were two museum internships;
 - the loan of the King George III's Short telescope to the Museum of Richmond had been cancelled, however, Professor Burton had formally 'opened' the exhibition via a recorded interview;
 - development of the Data Visualisation Laboratory (DVL) had been put on hold due to the procurement timeline being unable to meet the end of financial year deadline;
 - AOP had submitted an Expression of Interest to prepare a presenter-led planetarium show at the UN climate change conference (COP26);
 - the Weather Project was undergoing beta testing prior to formal launch;
 - AOP was engaging with the International Dark-Sky Association with a view to making an application to have the Astropark designated as an 'Urban Night Sky Place';
 - AOP had responded to a letter from the DfC Minister regarding its activities associated with addressing climate change;
 - an application had been made through the Association of Science and Discovery Centres (ASDC) to the Project Inspire fund for a weather project;
 - applications for funding to support the museum project and AOP archives had been made to the John Ellerman Foundation and the National Heritage Lottery Fund;
 - work on the AOP Corporate plan post-2021 had commenced;
 - AOP had attended a presentation by the DfC Permanent Secretary regarding 2021/22 budget.
- 7.3 The matter regarding Mullinure Lands was deferred to the end of the meeting.

7.4 Mr Wilson thanked Professor Burton for his report and made the following comments:

- the offer remained for the Council to provide a presentation to the June Management Committee meeting to give a sense of what the Council aimed to achieve with the wider Armagh project and how AOP could tie into that;
- he acknowledged AOP's aspirations regarding UNESCO World Heritage nomination and the desire to carry out further analysis and said it would be useful to get a timeline as to how long this process was likely to be; to understand the view of other stakeholders committed to the strategy and to perhaps tie in with the Council including in the wider Ireland context;
- in terms of the wider plans for AOP's role and purpose in Armagh, he said the Council was developing its Place Shaping Plan for Armagh and it might be useful to engage with Ms Olga Murtagh or Ms Sharon O'Gorman;
- there were exciting times ahead for AOP;
- he apologised that he had to leave the meeting.

7.5 Prior to Mr Wilson's departure from the meeting the Chair referred to AOP's Library and the other Collections in Armagh and the opportunity for collaboration. Mr Wilson said there were so many other strands that AOP was involved in that perhaps another Committee under its governance arrangements looking at areas around community development, locality type issues would be something that could be considered.

Mr Wilson retired from the meeting at 11.55 am.

7.6 Professor Burton reported on a Paper brought to the Management Committee in 2020 regarding the potential of seeking World Heritage listing for the Observatory. He also advised that he had been engaging with Iain Greenaway, Director, Historic Environment Division. He advised that it was a decade-long process, there was quite a bit of activity taking place in the Republic of Ireland relating to UNESCO nominations and anything that AOP did needed to be cognisant of what was happening on both sides of the border. Further updates would be brought forward in due course.

7.7 The Head of Research's Report had been included within the Director's Report and Dr Sarzi took the Committee through it elaborating briefly on the updates in respect of AOP's REF-like Research Excellence Report; 2021 PhD Recruitment; Leverhulme Early-Career Fellowship and other Leverhulme grants; Dr Sander's Future Leadership Fellowship (FLF) application and the Öpik Fellowship; 2020 UKRI Introductory Course in Astronomy; SALT and support for AOP's involvement in Collaborative Telescope Project.

7.8 Dr Sarzi responded to a number of specific queries from Members regarding the Leverhulme Early-Career Fellowship and AOP's ineligibility for this and other funding schemes from the Leverhulme trust. He also replied to queries on the impact of the Bell-Burnell Scholarship application dates on AOP's 2021 PhD Recruitment, reported that it was AOP's ambition that the next Research Review would be a formal REF review and indicated that a Committee relating to Research would be advantageous.

7.9 Dr Jackman supported AOP's approach to make a case to the Leverhulme Trust; commented on grant funding difficulties for Early-Career Researchers and acknowledged the difficulties associated with the Bell-Burnell Scholarship timeline.

7.10 In response to a query from Professor Harra as to whether it was possible for a Leverhulme candidate to apply through Queen's and be based in Armagh, Dr Sarzi explained that contact had been made with his former University, however, there was insufficient time to explore this as an option when AOP's ineligibility became known. In addition, the host Institution was required to commit to funding 50% in years 2 and 3.

- 7.11 Professor Mathioudakis didn't envisage a difficulty coming to an arrangement with Queen's as suggested by Professor Harra, however, he anticipated that funding would be the issue and queried whether it would be in AOP's interests. He pointed out that Armagh had been in receipt of Leverhulme grants in the past and supported efforts to challenge its decision.
- 7.12 It was noted that AOP's draft correspondence to the Leverhulme Trust Committee would be brought to the June meeting for consideration, prior to issue. **Action MC 15/03/21-6 Draft correspondence to Leverhulme Trust Committee to be brought to June Management Committee.**
- 7.13 Dr Darnley queried the rationale for a mock-REF and whether there was a connection between this and eligibility for the Leverhulme Trust's grant. He asked if it was a consequence of the merger and was there a potential risk from other funding bodies mirroring the approach. In response, Dr Sarzi reported that the situation regarding eligibility was not unique to AOP and he didn't consider that it was as a result of the REF. He also briefly explained the background to the use of the mock-REF review process rather than a formal REF, which had largely been due to the requirement for two impact cases, and stated that AOP aspired to a formal REF assessment.
- 7.14 In response to a query from Dr Darnley regarding the Bell-Burnell Scholarship, Dr Sarzi explained that if the application for Scholarship was successful it may be possible to recruit another PhD student.
- 7.15 In terms of the number of REF impact cases required, Professor Mathioudakis and Dr Darnley referred to the link to the number of members of staff eligible for submission and Dr Sarzi confirmed that a minimum of two impact cases were required and added that the impact case studies hadn't been the only reason that a formal REF had not been pursued.
- 7.16 In response to a query from Professor Harra, Mrs Corvan confirmed that there was a greater number of female candidates in the pool of applicants for the recent PhD recruitment campaign.
- 7.17 The Committee accepted the Director's report.

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

- 8.1 Mr Brown informed the Committee that Professor Harra and Mr McGurgan confirmed they were content to be recommended to serve another term on the ARAC.
- 8.2 The Committee had considered a report on the Review of the ARAC Terms of Reference and:
- recommended the tracked changes to the ARAC Terms of Reference for Management Committee approval;
 - noted that the knowledge, skills and experience outlined within the Terms of Reference for the Management Committee's Committees should be reflected in the appointment of new members;
 - discussed the timing of ARAC meetings and agreed that these should continue as currently scheduled, however, at the Chair's discretion, a meeting could be held on another day prior to the scheduled ARAC.
- 8.3 An External Quality Assessment of Internal Audit had been carried out on behalf of DfC. The draft report arising from the review had identified 9 partial non-conformances and 2 non-conformances which were being addressed by AOP Internal Audit Provider, CavanaghKelly.
- 8.4 The ARAC considered 3 papers from Internal Audit:
- Internal Audit Follow Up 2020/21;
 - Annual Internal Audit Report 2020/21 – which provided Satisfactory Annual Assurance;

- Annual Internal Audit Plan 2021/22 - which included the areas of Income, Asset Management including Heritage Assets and IT Systems and a follow up review of previous audit recommendations to be undertaken during the coming financial year.

8.5 The Committee recommended the Annual Internal Audit Plan 2021/22 to the Management Committee for approval.

8.6 ARAC had considered the Risk Register which had been updated to include an increase from high to extreme in respect of the financial risk due to COVID. The Committee recommended the Risk Register for approval by the Management Committee.

8.7 The ARAC was content that the Bi-Annual Assurance Statement (October 2020-March 2021) and the Board Annual Assurance Statement provided a fair representation and were therefore recommended for approval.

8.8 The Committee considered and:

- noted the Draft Governance Statement 2020/21;
- approved the ARAC Annual Report;
- received a verbal update on the Year-to-Date accounts which projected to break-even at year end.

8.9 Mr Brown reported on a Paper considered by the Committee regarding the AOP Credit Card and, having no concerns about the request, ARAC recommended that the Management Committee approve:

- the addition of a fourth card, to be controlled by the Head of Finance;
- increasing the spend limit per card to £5,000 in any 30 day period; and
- increasing the credit limit on the card account to £10,000.

8.10 The Chair thanked Mr Brown for his report and the Management Committee approved the Annual Internal Audit Plan 2021/22; Risk Register as at 1 March 2021; draft Bi-Annual Assurance Statement (Oct 20-March 21); draft Annual Board Assurance Statement and the ARAC's recommendation in respect of the AOP Credit Card for a fourth card and increased limits per card and on the card account. **Action MC 15/03/21-7 Additional Credit Card and increase to card and account limits to be progressed.**

9. PERFORMANCE AGAINST BUSINESS PLAN – Corporate Plan Objectives and KPIs and Finance

9.1 Mrs Corvan briefly explained the purpose of the Corporate Plan Objectives document. She advised that the document was also reviewed at Accountability meetings with the Department and demonstrated the level of work that remained on-going during COVID. Turning to the KPIs she pointed out that original targets had been reduced, however, only being open for 8 days and with limited capacity income and visitor targets weren't achievable .

9.2 Mr Knox briefly elaborated on the key financial highlights contained within the Financial Report for the Period to end of January 2021 advising that whilst the report showed a surplus of £115,000, by year end a break-even position was projected. He advised that it had been a challenging year, with income dramatically reduced but that there were also associated cost savings. He noted that over the past 3 years AOP had secured additional resource funding of £826,000 and capital funding of £3.3m on top of core resource budget.

- 9.3 In terms of the 2021/22 budget Mr Knox reported that indications were that core funding would remain at the same level as the current year, for the third successive year, however, there would be salary and inflationary pressures and with the Planetarium remaining closed until the end of June trading income would also be reduced. There was also no guarantee of COVID relief funding.
- 9.4 The Committee noted that a rent review of the Gate Lodge had been undertaken by Land and Property Services and a new tenancy agreement drawn up accordingly.
- 9.5 Mr Kennedy complimented the Head of Finance on the projected budget position and indicated he would welcome the opportunity to speak off-line with him. With reference to the capital year-to-date actual expenditure figure Mr Knox stated that this was very closely monitored and they were confident it would be spent.
- 9.6 In response to a query from Mr Kennedy, Mrs Corvan advised that the 2021/22 Business Plan would be brought to the June Management Committee meeting. **Action MC 15/03/21-8 2021/22 Business Plan to be brought to June Management Committee.**
- 9.7 The Chair pointed out that if any Member wished to speak to any of the Management Team or indeed himself off-line they were welcome to do so.
- 9.8 The Committee approved the Corporate Plan Objectives; KPIs – Q3 and the Finance Period 10 report.

10. POLICIES FOR APPROVAL

- 10.1 Mrs Corvan reported that some amendments to AOP's Pensions Discretion Policy were required as a result of a NILGOSC update. She advised that AOP had a very limited Discretions Policy and the amendments would have no material impact on it.
- 10.2 The Committee approved the amendments to the Pensions Discretion Policy as outlined in the report and noted that copies would be provided to NILGOSC and made available to all staff. **Action MC 15/03/21-9 Pensions Discretions Policy to be amended, provided to NILGOSC and made available to all staff.**

11. AOB

- 11.1 The Committee noted the:

- date of future meetings - Monday 21 June 2021, Monday 20 September 2021 and Monday 6 December 2021;
- availability of training as outlined in the report;
- ARAC and SPRC Minutes for December 2020.

- 11.2 Dr Lemon advised that public consultation on the proposed Peace Plus Programme had commenced and included some particularly relevant areas for AOP in relation to communities, shared education and renewable energy. Mrs Corvan thanked Dr Lemon and reported that it would be discussed by the Management Team the following day.

12. CONFIDENTIAL ITEM REMOVED

The meeting concluded at 13.20 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 1 March 2021

Reference	Action	Owner	Progress
MC24/6/19-02 & MC16/12/19	Invite Sean Barden to September Management Committee meeting	Corporate Manager	Ongoing May 2020: Deferred until a physical meeting can take place. 16 December 2019: Deferred to Board of Governors Meeting 2020 10 September 2019: Deferred to December meeting due to facilitated session with Management Committee Members following September meeting
MC30/3/20-02	Explore inclusion of Observatory in Armagh Conservation Area and report back to a future meeting.	SMT	Ongoing 15 March 2021: Ongoing but no further update at present June 2020: Update included in Director's Report
MC21/9/20-05	Explore timeline for Dean Dunstan's replacement on the Management Committee	Head of Corporate Services	Propose to Close February 2021: Installation of Dean Forster has taken place. December 2020: Rev Shane Forster announced as new Dean with his Installation to take place February 2021. November 2020: Chair will address BoG nominees to the MC with Chair of BoG. This position may remain vacant until 2021 BOG meeting or BoG Chair may communicate with members directly to fill Board Representative vacancies on MC.
MC14/12/20-01	Management Committee Terms of Reference to be reviewed for consideration at March 2021 meeting.	MC Chair / HoCS	Ongoing 15/3/21 – Summary Paper of suggested changes on Agenda for discussion, prior to consideration by the Board of Governors at its meeting in May 2021.
MC14/12/20-02	ECFs to be pursued as a strategy for AOP	HoR	Propose to Close: 15 March 2021: addressed within HoR report
MC14/12/20-03	Members' Certificates for Safeguarding Training to be provided to the Corporate Manager by 31 December 2020.	MC Members	Propose to Close Jan 2020: Certificates received.
MC14/12/20-04	Professor Burton and Mr Briggs to meet with the Royal School and report back to the Management Committee and Board of Governors	Director & MC Chair	Propose to Close: 15 March 2021: update included in Director's Report

**MANAGEMENT COMMITTEE ACTION POINT LOG
AND MATTERS ARISING**