

**MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD VIA ZOOM AT 11.00 AM ON THURSDAY 18 JUNE 2020**

**Present:** His Grace, the Most Reverend J McDowell (Chair), The Very Reverend Dean G Dunstan, The Venerable Archdeacon T Scott, Revd Canon D Hilliard, Revd Canon J Moore, Rev Canon R J N Porteus, Revd Canon Dr P Thompson, Professor R Oudmaijer, Professor A Hibbert, Mr W G H Berry and Mr R Wilson

**Apologies:** Revd Canon W M Adair, Revd Canon W J A Dawson, Revd Canon W B Paine and Professor A Fitzsimmons

**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), Mr B Hannam (Chair of Audit and Risk Assurance Committee) and Mrs L Brown (Corporate Manager)

**1. OPENING REMARKS**

At the outset the Chair welcomed everyone to the meeting which was taking place virtually via Zoom and briefly outlined the meeting etiquette, requesting attendees to set their speaker to mute and to use the 'raise your hand' function if they wished to speak.

**2. APOLOGIES**

Apologies were recorded as noted above.

The Chair extended a particular welcome to Mr Roger Wilson who was attending his first meeting of the Board as a Nominee of the Board of Governors.

Mr Wilson thanked the Archbishop for his welcome and in turn welcomed His Grace who was also attending his first meeting of the Board.

**3. 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 at this point.

The Board noted that AOP was now required to publish a schedule of interests declared on its website in respect of both Members of the Board and Management Committee.

**4. MINUTES OF THE ANNUAL VISITATION OF 22 MAY 2019**

The minutes of the Annual Visitation of the Board of Governors of 22 May 2019 were reviewed and approved as a true record of the meeting, to be signed by the Chair at a future date.

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### **5. MATTERS ARISING FROM THE MINUTES**

The Chair referred the Board of Governors to the paper detailing progress on matters arising from the previous meeting. It was noted that two could not yet be progressed, one had been overlooked and one was ongoing, the remaining actions had been completed.

There were no further matters arising raised.

### **6. CHAIRMAN'S BUSINESS**

- 6.1 The Chair asked Mr Briggs to update the Board in relation to Governance matters.
- 6.2 Mr Briggs assured the Board of Governors that good governance had been complied with by the Management Committee, the minutes of its meetings of June 2019, September 2019, December 2019 and March 2020 having been circulated. He added that a further meeting of the Committee had met earlier that week and that the meetings of 30 March and 15 June had been virtual meetings due to COVID-19. All meetings had been quorate and decisions properly recorded.
- 6.3 Mr Briggs said that AOP was an Arms-Length Body within the Department for Communities (DfC) and reported that a recent audit carried out by Business Consultancy Services to consider the Strategic Investment Board's recommendations made at the time of the merger between Armagh Observatory and the Planetarium had found no outstanding issues. He considered that the merger had been successful. AOP was now recognised within DfC as a trusted organisation and discussions were ongoing to develop a Partnership Agreement which would further relax its oversight of AOP.
- 6.4 Whilst there had been a successful merger of two organisations – an academic and educational/entertainment/outreach organisation – there was a need to continually question whether AOP was achieving its potential. Mr Briggs felt that that the organisation was rising to that challenge.
- 6.5 COVID had impacted on the organisation and the risks addressed by the Director and leadership team. Mr Briggs reported that the staff had all been resilient and risen to the challenges faced. He said there was a need to consider the Vision and Strategy and how AOP could develop in light of potential changes in the future regarding funding sources. AOP needed to be relevant in the post-COVID world as a place for education, understanding science and its continuing importance of good research and to adapt.
- 6.6 Mr Briggs felt it was important that AOP continue to serve the astronomy community across the island of Ireland. He believed that Armagh could aspire to serve as a National Observatory and be in a position to provide leadership, guidance and assistance to all astronomy facilities throughout Ireland. In addition, he said there was a need for the organisation to be Armagh-aligned. He said AOP was inextricably linked to Armagh and it was important to develop that.
- 6.7 In terms of Membership issues Mr Briggs reported that during 2020 DfC would be conducting a public appointment process to replace three Departmental nominees on the Management Committee and the independent bodies Science Technology and Facilities Council and Dublin Institute for Advanced Studies would be asked to consider their nominees. There were also Membership issues relating to the Board of Governors to be addressed, however, due to COVID-19, concurrent with the change in Chair of the Board of Governors, it had not been possible to review these. Mr Briggs recommended that the Archbishop consider the Membership of the Board of Governors in consultation with himself, Professor Burton and affected Governors and decide on the changes that needed to be put in place.

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- 6.8 In addition, Mrs Corvan reported that Mr Greg Berry was a DfC appointment to the Board. The Department would also be advertising for a replacement later in the year and the meeting in progress would be his last, Mr Berry having agreed to remain for a further final year since the 2019 meeting. Mr Berry said he had enjoyed having served on the Board and was sure that AOP would go from strength to strength. The Archbishop thanked Mr Berry for his contribution to the Board and for remaining on for the additional year.
- 6.9 In light of the Membership changes proposed, Mr Briggs suggested the establishment of an Alumni-type body which former Members of the Board and Management Committee could be part of and sought the Board's approval to such a body. Professor Hibbert considered the Alumni proposal was a good idea as it enabled people who had completed their term of office in whatever form to maintain their link with AOP.
- 6.10 With reference to the Minutes of the Management Committee meeting held on Monday 16 December, Professor Hibbert enquired about the membership of the Panel for the Review of Research. Professor Burton commented that the Review had been postponed and Dr Sarzi reported that the Panel comprised Professor Roger Davies, Oxford, President of the European Astronomical Society; Professor Don Pollacco, Warwick and Professor Monica Grady.
- 6.11 Professor Oudmaijer considered the Panel to be very strong and pointed out that it was only the Research Excellence Framework (REF) submission deadline that had been postponed. With regard to the terms of reference he queried whether it would be forward-looking. Dr Sarzi confirmed that the review would follow the guidelines of REF with some exceptions and that there was also provision to be a forward-looking exercise. Professor Oudmaijer felt that this was very important.
- 6.12 **The Board of Governors approved:**
- the recommendation that the Archbishop consider the Membership of the Board of Governors in consultation with Mr Briggs, Professor Burton and affected Governors and decide on the changes that needed to be put in place;
  - the establishment of an Alumni-type body.

## 7. MATTERS FOR REPORT AND APPROVAL

### 7.1 Minutes of the meetings of the Management Committee

The minutes of the 4 meetings of the Management Committee held since the last meeting had been included with the Papers. Mr Briggs advised that he had nothing further or specific to add other than to reassure the Board that good governance was being complied with.

### 7.2 Minutes of the meetings of the Audit and Risk Assurance Committee

The minutes of the 4 meetings of the Audit and Risk Assurance Committee (ARAC) since the last meeting had been included in the Papers. Mr Hannam reported that the ARAC considered the areas of Internal Audit, External Audit and Risk. During the year three Internal Audits had been conducted – Financial Management, Human Resource Management and IT Systems and Security. All three audits had been satisfactory. The ARAC had been pleased to see a significant reduction in the number of outstanding recommendations from previous audits, and there were action plans in place to reduce these further.

- 7.2.1 AOP had had a clean External Audit in 2018/19 and External Audit of the 2019/20 accounts had not yet commenced, however, there was no reason to suspect this would identify anything to cause a difficulty.

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7.2.2 In terms of Risk Management, Mr Hannam reported that the Committee was content that all risks were correctly identified and assessed appropriately and that there were proper measures in place to address them.

### 7.3 Annual Report and Accounts 2018/19

#### Annual Report and Accounts 2019/20

Mr Knox reported that at its meeting in 2019 the Board of Governors had granted the Archbishop delegated authority to sign off the Annual Report and Accounts 2018/19. These had been signed and filed in December 2019. He reminded Members that the two previous years' accounts had been qualified in relation to Heritage Assets which had since been valued in the region of £2.6m. **The Board of Governors retrospectively approved the Annual Report and Accounts 2018/19.**

7.3.1 Mr Knox advised that the Annual Report and Accounts 2019/20 were currently in draft, awaiting information from the pension actuaries. He pointed out that total income had increased due to capital grants from the Department for Communities, an indication of its confidence in AOP. In addition, admissions had increased.

7.3.2 Professor Hibbert referred to the Operating Results contained with the Financial Review and in particular the figure for net income/(expenditure) for 2020 which he felt had been incorrectly recorded in brackets. Mr Knox confirmed this to be a typographical error and undertook to correct. It was noted that the figure had been correctly recorded in the Statement of Financial Activities for the year ended 31 March 2020.

7.3.3 Within the same section, Dean Dunstan referred to the net movement in funds for the year which identified a deficit of £474,461 and queried what this related to and whether it was a matter for concern. In response, Mr Knox explained that the deficit had been caused by a major reduction in the value of the pension scheme at year end. He added that this had been due to the pension fund having been valued on 31 March 2020 at a time when stocks and shares were falling significantly. The actuaries didn't consider this to be a major problem and were expected to recover. **The Board approved the 2019/20 draft Annual Report and Accounts, subject to correction of the typographical error and inclusion of the outstanding information and that the Archbishop be granted delegated authority to sign off on the 2019/20 Annual Reports and Accounts on its behalf when completed.**

7.3.4 The Chair thanked Messrs Briggs, Hannam and Knox for their updates.

### 7.4 Management Report for 2019/20

Professor Burton took Members through his report which included an Introduction; Highlights from AOP's Programme of Events for 2019/20; Notable Achievements and Matters for Information together with accompanying reports which included the Director's Report to each of the five Management Committee meetings since the last Board of Governors meeting; a Discussion Paper: AOP and World Heritage and a paper outlining Principles for Development.

7.4.1 Dean Dunstan commented that he found the new online 'Science at Home' Programme hugely impressive and commended AOP on the Programme, including how quickly it had adapted.

7.4.2 With reference to the links between Birr and Armagh and the Junior Cycle science programme for schools in the Republic of Ireland, Dean Dunstan felt that these tied back to AOP's ambition to be an all-Ireland centre for astronomy and were vital to achieve World Heritage recognition. In response, Professor Burton reported that Birr had suggested collaboration on a virtual summer school.

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7.4.3 Professor Burton responded to a query from Professor Hibbert as to whether there might be problems with flexibility in terms of what AOP did with its lands if it were a World Heritage site, in the same way that listed building status created restrictions and specific requirements, explaining that it depended how this was achieved. He recognised this was an important consideration and pointed out that it had been successful for Jodrell Bank. World Heritage could be achieved for active living heritage as long as it was consistent with the purpose for which the organisation was established.

7.4.4 In terms of the Discussion Paper: AOP and World Heritage, Mr Wilson stated that there was a shared interest in the document for the Council and pointed out that there had been a strong continuing working relationship between the Council and AOP over the last 18-24 months.

7.4.5 Interests were declared by Mr Wilson in respect of land assembly (Principles for Development) and the future of the part of Armagh in and around AOP (World Heritage). Dean Dunstan and Mr Berry each declared an interest as Governors of the Royal School Armagh and the Archbishop declared a potential future interest as Chair of the Board of Governors of the Robinson Library.

### 7.5 Corporate Plan Objectives

Professor Burton explained that the Corporate Plan had identified 4 pillars – Research, Education and Outreach, History and Heritage and Leadership and Governance. He pointed out that the document had been written at the beginning of the merger, some of the objectives had progressed well and for others there was renewed thinking as the organisation had matured. **The Board noted the progress against 2019/20 Corporate Plan Objectives.**

### 7.6 Key Performance Indicators

In relation to the unachieved KPIs Professor Burton pointed out that it was challenging to maintain PhD student levels and funding for them, visitor numbers had been affected by the Planetarium shut-down and progressing the long-term strategy had been realigned. **The Board noted the progress against 2019/20 KPIs.**

### 7.7 Risk Register as at 4 June 2020

Mrs Corvan reported that the risk associated with failure of the Digistar equipment had been removed from the risk register. She explained that the risk had evolved from failure of the old system through to procurement of new equipment and more recently installation which had been affected due to COVID-19. She advised that the risk register was monitored quarterly by the ARAC and also at Accountability meetings with the Department for Communities. She reassured the Board that it was kept up to date and pointed out that each time the risk register was amended the new information was added in red text and information amended struck through. This provided an opportunity for the reviewers to keep a track on the changes. **The Board noted the Risk Register as at 4 June 2020.**

### 7.8 Code of Conduct for Board and Management Committee Members

#### Register of Interests Policy

Mrs Corvan advised that the Management Committee had approved two revised policies at its March 2020 meeting – Code of Conduct for Board and Management Committee Members and Register of Interests Policy. **The Board noted that the Code of Conduct for Board and Management Committee Members and Register of Interests Policy were both relevant to Board Members and would be circulated to them.**

7.9 The Chair thanked Professor Burton and the Management Team for their very comprehensive summaries, commenting on the huge amount of work evident.

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**8.0 ANY OTHER BUSINESS**

**8.1 Annual Review of Information**

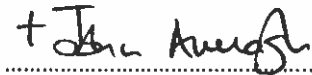
The Archbishop stated that the function of the meeting was to ensure that the Governors were happy with the quality of information provided and that as Trustees they felt fully informed and supported by those who were required to do so. **The Board confirmed that it was content with the quality of data presented.**

8.2 In conclusion, the Chair thanked everyone for their attendance and AOP personnel for their part in what had been a very useful meeting.

8.3 Professor Burton said that it was planned to hold an engagement event when the Planetarium re-opened and the Board of Governors would be invited to that event to see and experience the new-look Planetarium.

The meeting ended at 12.25 pm

Signed as a true record of the Meeting



.....  
(Chairman)

Dated

Reference	Matter	Owner	Progress
<b>Annual Visitation 22 May 2019</b>			
Paragraph 5.3	Invite Council to appoint an officer at Director-level to the vacant position on the Board of Governors	Archbishop Clarke	<b>Completed</b> – Mr Roger Wilson, Chief Executive, Armagh City, Banbridge and Craigavon Borough Council accepted the position on the Board of Governors which was effective from 1 December 2019.
Paragraph 5.6	Professor Oudmajer's nomination to the Management Committee re-affirmed Nomination of the Council's appointment to the Board of Governors to the Management Committee, approved, in principle The Chapter of the Cathedral, at its next meeting, to consider appointment of one member to the Management Committee	Professor Burton Dean Dunstan	<b>Completed</b> – Mr Roger Wilson, Chief Executive, Armagh City, Banbridge and Craigavon Borough Council took up a Board of Governor's nominee position on the Management Committee effective from 1 December 2019 and the Very Revd Dean Gregory Dunstan was appointed as the Chapter of the Cathedral's representative on the Management Committee effective from 10 June 2019.
Paragraph 5.7	Vacant Board of Governors co-option positions on the Management Committee to be reviewed following completion of the public appointments process, particularly if there are specific skills gaps.	Professor Burton / MC	<b>Not progressed</b> – The DfC public appointment process had been postponed and a further and final one year extension granted to the public appointment positions on the Management Committee and Board of Governors that had been due to terminate on 31/12/19.
Paragraph 5.10	Letter of congratulations to be sent to Professor Harra on her recent appointment as an Affiliated Professor of Solar Astrophysics at the Physics Department of ETH Zurich.	Archbishop Clarke / Professor Burton	<b>Not completed</b> – this action was overlooked.
Paragraph 6.2	Signing of the Annual Report and Accounts 2017/18 by the Archbishop retrospectively approved.	Archbishop Clarke / Professor Burton	<b>Noted.</b>
Paragraph 6.2.2	Archbishop granted delegated authority to sign off on the 2018/19 Annual Report and Accounts on behalf of the Board of Governors.	Archbishop Clarke	<b>Completed</b> – Annual Report and Accounts for 2018/19 had been signed on 17 December 2019 and laid before the Northern Ireland Assembly on 17 January 2020.

Paragraph 6.3.1	The Board of Governors approved continuing discussions in the furtherance of AOP Vision	Professor Burton / Chair of MC	<b>Ongoing</b> – an update will be provided at the meeting.
Paragraph 6.7.3	Discussion regarding the AOP vision to be redacted from the published minutes.	Corporate Manager	<b>Noted</b> - Minutes will be redacted prior to publish following approval at meeting on 18 June 2020.
Paragraph 6.8	Draft 2019/20 Business Plan approved, subject to minor changes and finalised plan approval by Management Committee.	Professor Burton/MC	<b>Completed</b> - Business Plan approved by Management Committee on 24 June 2019