

THE TRUSTEES OF THE NATIONAL MARITIME MUSEUM

THREE HUNDRED AND EIGHTY-FIRST MEETING

09.30 THURSDAY 20 APRIL 2023

HELD IN THE BOARDROOM

MINUTES

Trustees present:

Lance Batchelor (Chair)
Professor Clare Anderson
Dr Fiona Butcher
Dr Helen Czerski
Sir Stephen Deuchar
Alastair Marsh
William Nye
Professor Andrew Thompson

In attendance:

Paddy Rodgers	CEO, Royal Museums Greenwich
Chris Walker	Executive Business & Operations Director
John Avberhota	Head of People & Culture
Jane Costantini	Governance and Museum Records Manager
Karen Eden-Tuxford	Head of Commerce & Visitor Experience

~Governance Session~

1. Apologies

Apologies received from Trustee, Murdoch MacLennan, Executive Creative Director, Gail Symington and Head of Development, Lucy Cooke.

2. Introduction by Chairman

As this was his first meeting as Chairman of Trustees, following conversations with each of the Trustees over the last few months, Lance Batchelor briefly set out his expectations for future meetings. With the wealth of experience and knowledge amongst Board members he was looking forward to some interesting and challenging discussions. He encouraged all Trustees to speak up even when going against the flow of argument as it is important to listen to all perspectives and then arrive at consensus once all points of view have been heard. He thanked Trustees for putting their trust in him as Chair and informed the Board that he was delighted to confirm that following several meetings with Professor Thompson he had asked him to become Vice Chairman. There were no points arising and the Chairman's comments were duly **noted**.

3. Declaration of relevant interests related to this meeting

No relevant interests were declared.

4. Draft Minutes of Board meeting 380 of 19 January 2023

The Board **agreed** the minutes to be a true record of the meeting. The Chair of the Board certified the minutes accordingly.

The Executive Business and Operations Director remarked that some progress had been made regarding the use of photovoltaic glass on the Ocean Court roof and he would be updating Trustees on this as soon as practicable.

5. Committee membership and remits

A paper outlining the membership and remits of the various Trustee committees had been circulated to the Board prior to the meeting following recent changes. *This sentence redacted in accordance with the Freedom of Information Act 2000 S. 36 prejudicial to the effective conduct of public affairs.*

The Chair of the Audit Committee suggested that it might be beneficial to have an additional Trustee on the Committee and it was **agreed** that this should be considered by the Remuneration and Nominations Committee. Trustees acknowledged the need for the Audit Committee to work very closely with the First Light Committee.

There were no further questions arising so the update on committee membership was **noted**.

6. Update on campaign for new Trustees

In reference to the paper circulated prior to the meeting the Chair of the Remuneration and Nominations Committee reminded Trustees that their approval was being sought to:

- 'fast-track' appointments for the Finance and Astronomy Trustees starting immediately and postpone the campaign for the Digital and Community Engagement Trustees until the start of 2025
- follow a recruitment schedule for future Trustees broadly in line with that set out in the table
- review the duration of tenure if a number of Trustees are scheduled to retire at the same time
- target high calibre candidates from under-represented groups

Trustees asked whether flexibility of tenure was feasible and were advised that there had been precedent for this a few years ago when Trustees' second terms were agreed for between two and four years. The Governance Manager stated that we are seeking advice from DCMS regarding the possibility of extending second terms to five years if desirable in some situations (The Office of the Commissioner of Public Appointments Code sets out that Trustees should not serve more than ten years in total). Trustees agreed that greater flexibility was more likely for second terms than for first. Trustees asked for further clarification regarding the 'positive action' steps and specifically relating to the suggestion that were we in a position where we had several equally qualified prospective candidates we might only approach those from underrepresented groups. Trustees were informed that this would certainly not prevent anyone outside these groups from applying, just that we might specifically contact people from these groups to see if they would be interested. Following further discussion, it

was agreed that rather than aiming for a target number of individuals from underrepresented groups, the Board would exercise its judgement on the matter. It was noted also that the fact that Trustee positions are not remunerated potentially restricts the socio-economic groups likely to apply.

The Governance Manager reminded the Board that suggestions for suitable candidates for the Finance Trustee vacancy would be welcomed.

There were no further points raised and Trustees **agreed** to proceed with the proposals set out in the paper.

7. Director's Report

Before inviting questions on his report the Director began by congratulating Dr Czerski for her soon to be published book '*Blue Machine – How the Ocean shapes our World*'.

This section redacted in accordance with the Freedom of Information Act 2000 S. 36 prejudicial to the effective conduct of public affairs.

Trustees asked about stakeholder support for the Grand Axis crossing. The Director stated that the Royal Borough of Greenwich were reviewing the proposal in the context of the number of crossings they were happy to accept along Romney Road in terms of road safety and aesthetics and Historic England have some concerns about preserving the Grand Axis view, whilst acknowledging that opening the gates from the ORNC to our own Royal Gates might be equally desirable in re-establishing the view.

Trustees asked for further information regarding work on the Atlantic Worlds galleries. The Director explained that changes would be made over time following consultation with a group of critical friends and proposed to provide Trustees with further information at a future meeting.

The Director provided Trustees with a brief update on the Ocean Court roof project. He reminded the Board that the main aims are to stop water ingress; reduce heat gain in summer (and loss in winter); improve the acoustics and to provide the infrastructure to enable us to dress the space with banners etc in the future. He added that we were also taking the opportunity to review the large objects currently displayed in the surrounding 'streets'. When asked to clarify

what is meant by the term 'Ocean moment' he explained that we are working to ensure that Ocean Court presents the topic of the sea to visitors before they go off to investigate our galleries which explain the interaction of humans with it. The Great Map currently emphasises the land rather than the sea and fails to highlight that two thirds of our world is ocean. Dr Czerski added that the ocean is what connects all our themes and is what makes our museum make sense. Trustees were keen to hear how we planned to create a different view of the galleries as a result and whether we have the curatorial expertise and the collections to do this. The Director indicated that this would be an iterative process over a period of time, rather than an immediate change. Overall Trustees were supportive of the suggested approach, whilst noting the risk of venturing too greatly into natural history territory.

There were no further questions and the Chairman thanked the Director for his report which was **noted**.

8. People and Culture update

The Head of People and Culture provided Trustees with an update on the Pay Review Process. In early April several members of RMG staff received training on the Korn Ferry Job Evaluation method. Out of a total of 252 roles across the organisation the consultants had evaluated 108 and the remainder were evaluated by the staff panel. The unions have been consulted on the draft Pay and Rewards Policy which they have now formally endorsed. We are expecting the pay data back from the consultants before the end of April and then the Directors will be making recommendations regarding any anomalies. The Pay and Rewards Policy will be sent to the Remuneration and Nominations Committee for approval shortly. We are aiming to implement the Pay and Grading Structure in May.

Trustees were keen to understand the big picture and asked whether this was a fine-tuning exercise or a radical change and were told one of the key benefits would be increased transparency. The Director explained that the current system is opaque and people felt it was not fair and as a result we were losing good people. It is likely that affordability in meeting the expectations of staff in terms of addressing pay anomalies may create some difficult conversations but this is not a reason to avoid the issue.

Trustees agreed that creating a more transparent system should be welcomed. There were no further questions for the Head of People and Culture so the Chairman thanked him for his update which was **noted**.

9. Visitor update

The Head of Commerce and Visitor Experience informed the Board that we had welcomed 442,000 visitors this quarter with income from our charged sites just under £1m. Membership income was £127,000 with 1100 new members this quarter. Retail sales generated £500,000, £164,000 above target. *This sentence redacted in accordance with the Freedom of Information Act 2000 s. Section 43(2) prejudicial to the commercial interests of a third party.*

Visitor numbers to NMM Galleries were particularly good in January thanks to Lunar New Year. The Queen's House was closed in January and February but has been doing well since re-opening for the Van de Velde exhibition in March. Overall, in 2022-23 we welcomed over 1.8 million visitors across the four core sites, ending the year at 79% of 2019. Adding the visitors to the Planetarium we welcomed more than 2 million visitors over the year. Visitation to the Cutty Sark ended the year at 98% of 2019-20 numbers. We generated admissions income of over £4.6 million, retail income over £2.2 million, £600,000 less than 2019, Membership income of over £511,000 and £255,000 from our catering commission.

Trustees asked how we plan to maintain momentum during the periods of closure at NMM and ROG respectively. The Director informed the Board that a working group is looking at how we maintain activities whilst the work is going on and we aim to present these plans to the Board by the autumn.

Trustees asked the Head of Commerce and Visitor Experience to circulate the recent ALVA report on the most popular visitor attractions. There were no further questions and the Visitor update was **noted**.

10. Finance Update Report

10.1 February Management Accounts and Forecast Update

The Executive Business & Operations Director informed Trustees that the projected full year outturn for the revenue account based on figures to 28 Feb 2023 was a surplus in the region of £3 million, partly due to better than expected visitor numbers, secondary spend and fundraising income and partly due to additional support from DCMS for Covid support and energy costs. He pointed out that we had taken a prudent view when setting the 2022-23 budget for visitor numbers given continued uncertainty in 2021 on rate of recovery from Covid and reminded Trustees that the Audit Committee had approved the budget for 2023-24 on behalf of the Board with a currently forecast deficit of under £500k. The Executive Business & Operations Director finished his summary by informing Trustees the outturn would result in total spendable Reserves of approximately £23m across RMG and the RMG Foundation.

Trustees queried the continuing cautious approach to forecasting and some concern was expressed that being too conservative might adversely impact on programming. The Directors felt that whilst this was a risk to be aware of the senior leadership team were now actively engaged in monthly budget reviews and new project ideas were being considered during the course of the year as and when new funds became available.

There were no further comments and the Chairman thanked the Executive Business & Operations Director for his Finance Report which was **noted**.

11. Primary Aims and Four Year Plan 2023-27

The Director advised Trustees that the Plan had been updated following two planning meetings held with the senior leadership team recently and was being shared with Trustees for their information and comment.

Trustees asked for an update on the RNLI collaboration and the Director explained that regrettably due to lack of funds, either from RNLI or from an external party, ambitions for the display had had to be scaled back somewhat. We were now planning to host a photography exhibition with images by Jack Lowe as well as a number of objects and a vessel loaned by the RNLI. He added that we aimed to update Trustees on this further this autumn.

A question was raised regarding our ambitions to 'engage with the environmental challenges facing our future'. The Directors explained that the Ocean Court improvements should bring benefits in terms of improving energy efficiency as well as provide an opportunity to present the topic to our visitors in new and engaging ways. We were also making some headway in relaxing the environmental controls in galleries whilst not compromising the care of the collections. Directors were asked if there were other institutions we could emulate in this area and responded that finding organisations with comparable sites and circumstances was not straightforward. The Director suggested that this discussion could be picked up further at the next meeting.

The Directors were asked to provide an update on the fellowship programme which was currently in abeyance. The Director stated that the Research Framework was currently going through management review and agreed that maintaining our IRO status was crucial. It was agreed that whilst taking a step back to review the programme was valuable, it was critical that impetus was maintained. Picking up on the previous discussion on sustainability it was suggested that this could be one area of focus for future fellowships projects. The Collections Development Committee Chair, Professor Dowdeswell undertook to pick this up with the management team.

There were no further comments and the Primary Aims and Four Year Plan 2023-27 were duly **noted**.

12. First Light update

The Director introduced Ann Carter, who will start as First Light Project Director in July and Jeremy Hull, Project Build Consultant, who joined the meeting for this item.

12.1 Update from First Light Project Trustee Committee

Professor Thompson, Chair of the First Light project Trustee Committee, provided Trustees with an overview of the Committee's expectations, remit and challenges ahead. Six key areas of focus had been identified which will be reported against at each Board meeting:

- The Financing of the FLP;
- The Enhancement of the Visitor Experience;
- The Environmental Impact of the FLP;
- The Integration of the FLP with the rest of RMG;
- The Management of External Stakeholders;
- Future-proofing the FLP, especially as regards Digital Technology.

Clearly the first of these was occupying most of the Committee's attention currently and questions being discussed were whether the overall budget is realistic; what the impact of closure will be; total costs versus projected income generation; how to keep project expenditure in sync with fundraising; which elements of the project could be cut if we do not reach our fundraising targets. Trustees agreed that clarity on what we are trying to achieve and producing a coherent vision is key.

The Director reminded Trustees that the ROG has been our most significant asset since charging admissions fees was introduced and this has meant we have found it virtually impossible to do any significant work as closures impact on our income. However, we have now reached the point where doing nothing is no longer an option. Originally we had envisaged a series of discrete projects which we believed would have enabled us to keep some of the site open, but we now believe something more radical will be far more impactful in the longer term and result in significantly more visitors and hence greater income potential in the future. The current buildings were not built for visitors and are small and challenging; the underground spaces will allow us to tell the bigger story. To emphasise the point that the ROG has a special place in the hearts of those in the astronomy community the Director informed Trustees that a member of NASA had given a talk to Members and staff the previous week; the ROG and the Royal Society being his only speaking engagements.

12.2 First Light Design Overview

The Director informed Trustees that the architect is keen to push into RIBA Stage 3 but that we are pausing for now so that we can get the fee structure in place. We have had discussions with the Park regarding the use of the Astronomers Garden as access to the construction site during the build, but in order to have detailed discussions with them we need to understand the impact of the build. To this end we have engaged 'Blue Sky' construction experts for a buildability assessment.

12.3 Project Structure Organogram and Indicative Programme

Trustees had been sent a project structure organogram which was noted. The Executive Business and Operations Director took Trustees through the indicative programme until the end of June 2024 and stated that by this autumn we should have a clearer view on the funding situation.

12.4 Designation of Reserves for First Light Project

A paper asking Trustees to approve the designation of £5m for the initial project costs from NMM Reserves (in addition to the existing £1m soft commitment from the RMG Foundation) was considered by the Board.

Trustees were keen to ensure that the expenditure of these funds was packaged in stages and that break clauses should be introduced in our contractual agreement with the architect to enable time to review and reassess before committing further funds. When asked for his views, Jeremy Hull, Project Build Consultant, stated that a 'temperature check' in July would be possible.

The Board **approved** the designation of £6m for the project on the understanding that break clauses are built into agreements. The Board requested a full update on this at the next Board meeting in July.

13. Development update

As the Head of Development was unable to attend the meeting, the Director summarised the key points of the fundraising campaign on her behalf. He told Trustees that the team had been working with a specialist consultant who advised that we should be targeting four or five big donors. We should have some early feedback on these prospects shortly. Ann Carter stated that getting the initial funder on board is key to give other funders the confidence to commit to the project. She added that the buildability review is also critical in assessing the feasibility of the various components. She agreed that putting a review point in Stage 3 would be possible.

14.1 Collection Disposals

A paper setting out a number of items from the Cutty Sark Trust recommended for disposal had been circulated to Trustees prior to the meeting. Disposal was being proposed on the basis that items either duplicated others already held in our collection or because they fall outside the Museum's Collecting Development Policy.

Trustees had no questions relating to the paper and the items listed were duly **approved** for disposal.

14.2 Potential Acquisition

This section redacted in accordance with the Freedom of Information Act 2000 S. 36 prejudicial to the effective conduct of public affairs.

15. Matters arising from the information in Volume B/AOB

There were no matters arising from information provided to Trustees in Volume B and there was no other business.

Minutes certified by Lance Batchelor, Chairman

20.7.23