

MINUTES OF THE ANNUAL VISITATION BY THE BOARD OF GOVERNORS HELD IN THE LIBRARY, ARMAGH OBSERVATORY AT 10.30AM ON 15 MARCH 2016

Present: His Grace, the Most Reverend R. Clarke (Chair), The Very Reverend Dean G. Dunstan, Canon A. Dawson, Canon R.J.N. Porteus, Canon N. J. Hughes, Canon R. Boyd, Canon D. Hilliard, Professor S. Smartt, Professor R. Oudmaijer, Mr W.G.H. Berry and Professor A. Hibbert

Apologies: The Venerable Archdeacon T. Scott , The Venerable Archdeacon A. Forster, Canon W. Adair, Canon J. Moore

In attendance: Professor M. Bailey, Dr J.Vink, Mr A. Hughes (Interim Accounting Officer), Mrs E.J. Kennedy (Operations Manager), Mrs K. McLoughlin (temporary Accountant) and Mrs T. Hogg (Organisational Change Project Manager)

1. WELCOME

The Chairman welcomed everyone to the meeting and introduced Canon Hilliard as it was his first attendance at the Board following his recent appointment to the Chapter of the Cathedral. Apologies were recorded as noted above.

2. CONFLICTS OF INTEREST

No conflicts of interest were declared.

3. MINUTES OF PREVIOUS MEETINGS

The minutes of the Annual Visitation of the Board of Governors of 19 March 2015 and the minutes of the joint Board of Governors and Management Committee meeting on 4 June 2015 were reviewed, approved as a true and accurate record of the meeting and signed by the Chair.

4. MATTERS ARISING FROM THE MINUTES

An update on the Matters Arising can be found in the Table attached at Annex 1.

5. CHAIRMAN'S BUSINESS

The Chair updated the Board on a number of personnel changes that had taken place since it last met. He thanked Dr Vink for taking on the additional role of Acting Head of the Planetarium since June 2015. He also thanked Mr Hughes for his work as Interim Accounting Officer since December 2015. He informed the Board of the recent appointments to the Chapter of the Cathedral and subsequently the Board. He remarked on the imminent retirement of Professor Bailey, planned for 31 May 2016. He thanked him for his dedicated service over many years and recognised his many achievements during that time. The Chair concluded his business by reminding the Governors of the recent appointment of a new Chief Executive/Director, Professor Michael Burton from the University of New South Wales, Australia, scheduled to take up this post on 1 August 2016.

6. MATTERS FOR REPORT AND APPROVAL

6.1. Minutes of the meetings of the Management Committee (for report)

The Chair reminded members of the Board that they had received copies of the minutes and the associated papers for each Management Committee meeting throughout the year. The meetings had taken place on 4 June 2016, 12 November 2015 and 28 January 2016. He highlighted some areas for the Board to note which included the submission of a business case to DCAL for funding for the Voluntary Exit Scheme in November 2015 and the visit of the Permanent Secretary, Dr D. McMahon in January 2016 who had set out the Department's early thinking on a possible range of support and

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development initiatives for AOP across a 5-10 year period. While he was unable to provide details of the likely investment, the Permanent Secretary had assured the Management Committee that the Department was supportive.

6.2. **Minutes of the meetings of the Audit and Risk Assurance Committee (for report)**

Professor Hibbert provided an update from the Audit and Risk Assurance Committee meetings which had taken place on 23 March 2015, 4 June 2016, 12 November 2015 and 28 January 2016. He made reference to the work of the Panel who had considered grievances made by the former Joint Administrator. The ARAC had been updated on the Panel's report in November 2015. A series of recommendations had been made following consideration of the report and these had now been implemented. Dean Dunstan commented on the achievement of the Panel and thanked them for their efforts. Professor Hibbert advised that the ARAC had also become aware of irregular spend in the Planetarium in June 2015. This had been investigated by the Internal Auditors and currently the NICS Group Fraud Investigation Team. The Chair informed the Governors that the matters had been irregular in nature and that the ARAC had taken prompt action when these matters came to light.

6.3. **Reports of the Organisational Change Project Board Meetings (for report)**

The Chair thanked Professor Hibbert for the time he spent on AOP business. He commented on the numerous roles he had taken on in recent years and the volume of work undertaken by him, all in the capacity as a volunteer. Professor Hibbert, as Chair of the Organisational Change Project Board provided an update from the eight Project Board meetings which had taken place throughout the year. In addition he commented that the Project Board had undertaken training in advance of the recruitment competition for the Chief Executive. Professor Hibbert thanked Miss Deborah Radcliffe for her work as Project Manager up to November 2015 and more recently Mrs Therese Hogg. He also thanked DCAL for the additional funding it had provided to enable the Project to continue. The Chair commented on the appointment of the new Chief Executive/Director and thanked Professor Hibbert, Professor Smartt and the other members of the Project Board for their work on the appointment panel.

6.4. **Reports for 2015/16**

6.4.1. Mr Hughes provided a report from his perspective as Interim Accounting Officer for AOP.

The Key Performance Indicators as recorded in the 2015/16 Business Plan were likely to be achieved by 31 March 2016. He provided an update on the move towards the creation of a single charity and on the financial position in 2015/16. The Chair thanked Mr Hughes for his work and reminded the Board that the issues that had arisen in the Planetarium had pre-dated Dr Vink's appointment. In response to Professor Oudmaijer's query about the impact of the irregular spend in the Planetarium, Mr Hughes advised that it had attracted the attention of the NIAO and would be reflected in the Annual Report and Accounts for 2015/16.

6.4.2. Dr Vink reported that the financial position in the Planetarium was much better towards the end of the year than it had initially been forecast. Throughout 2015/16 new events had been added to the schedule and various approaches to outreach had been trialled. These would be reviewed to help determine the approach for the future. A number of new theatre shows had been purchased which would supplement the offering for 2016/17. The Chair thanked Dr Vink for taking time away from his research to enable him to take on this additional temporary role in the Planetarium. Professor Hibbert confirmed that the Project Board, along with the Chief Executive would consider the second tier of management in AOP during 2016/17. Dr Vink reported that staff morale had improved during the year and the Education Support Officers had performed to an extremely high level during the period.

6.4.3. Professor Bailey provided a detailed update on the performance of the Observatory. Staff had maintained a high level of research activity and other outputs, 57 publications had been produced in refereed scientific journals as well as many other scientific papers, a record 643 identified mass-media citations to the Armagh Observatory had been generated. Staff had delivered more than 100 scientific papers, presentations and general talks at meetings both locally and abroad, and maintained an active programme of in-house training including a dozen internal seminars and colloquia, most of which were delivered by external visiting speakers.

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Total external grant receipts and other income received during 2015/2016 were projected to be approximately £465.7k, much more than anticipated in the 2015/2016 Business Plan, which highlighted the success with which Observatory staff proactively obtained externally funded, peer reviewed research grants and other income. Professor Bailey drew the Board's attention to the pressing need to fill the three posts which had been vacant for a number of years. The work associated with the vacant posts had placed a heavy load on current staff. Professor Bailey thanked Mrs McLoughlin and Ms Neve for their work on the Observatory's finances. In conclusion, Professor Bailey remarked that it had been a successful year for the Observatory. The Chair thanked Professor Bailey for all his work and offered him best wishes for the future.

6.5. Draft 2016/17 Business Plan and Savings Delivery Plan (for approval)

Mr Hughes presented the draft Business Plan and Savings Delivery Plan for 2016/17 which had been considered by DCAL. He explained that the final budget allocation remained to be confirmed so there may be a further iteration of the Business Plan required to reflect this. The KPIs reflected what the organisation should be able to achieve, given the staffing changes planned. Canon Hughes expressed concern about the planned budget for Planetarium – shows, exhibitions and events. Mr Hughes explained that there had been a significant investment in shows and the exhibition area at the latter part of 2015/16. The impact of this investment should be felt in 2016/17. Bids for additional funding from the new Department for Communities could be made in 2016/17. Professor Bailey alerted the Board to the planned cessation of scientific/technical journal subscriptions from 31 December 2016. He explained that in his view, this was not practical for a working Observatory. The Board was asked to approve the draft version of the Business Plan, acknowledging that further amendments would be required. It was agreed that the next iteration of the Plan would be reviewed by the Deputy Chair of the Management Committee, who would determine if it should be shared further.

7. ANY OTHER BUSINESS

7.1. Banking Arrangements

Mr Hughes asked the Board to approve applications for new users to be added to the AOP e-banking facility. The new users were Dr Vink, Mrs D. Neill (to be appointed as Operations Manager from April 2016) and himself. **The Board confirmed it was content.**

7.2. Annual Review of Information

Mrs Kennedy explained that as part of the Governance Statement it was necessary for the Board to demonstrate that it was content with the quality of data presented to the Board and Management Committee throughout the year. **The Board confirmed it was content with the quality of data presented.**

7.3. Revised Policies (for approval)

Mrs Kennedy presented a number of policies which had been updated since the Board had last met. The policies had been considered by the Policy Review Sub-group and then the Management Committee or Employment Conditions and Remuneration Committee, where appropriate. They included:

- i) Recruitment Policy and Procedures
- ii) Policy on Retention and Use of Personal and Confidential Information
- iii) Policy on the Use of AccessNI for Disclosure Information
- iv) Safeguarding Policy and Procedures
- v) Whistleblowing Policy
- vi) Fraud Prevention Policy
- vii) Salary Sacrifice Childcare Voucher Scheme
- viii) AOP Pension Discretions Policy
- ix) AOP Voluntary Exit Scheme
- x) Risk Management Policy

The Board approved the updated Policies.

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8. PRESENTATIONS FROM AOP STAFF

At the request of the Board, presentations were delivered by Mrs M. Glass (Planetarium) and Dr S. Bagnulo (Observatory) on their respective areas of work.

The meeting paused for lunch at 1.15pm and reconvened at 1.35pm with the exclusion of the Executive, except for Mr A.Hughes.

9. REVISED GOVERNANCE ARRANGEMENTS – PROPOSAL FROM THE ORGANISATIONAL CHANGE PROJECT BOARD (for approval)

9.1. Mrs Hogg presented the revised governance structure for AOP which had been considered by the Organisational Change Project Board on 8 March 2016. After discussion, the following points were agreed:

- to seek to fill the vacant position on the Board of Governors
- to seek to fill the vacant position on the Management Committee – possibly by a member of the Chapter
- that the Chair of the Management Committee should be remunerated and be appointed jointly by the Archbishop and the Minister, not by the Minister alone
- that the Board should continue to have powers of co-option to the Management Committee, in order to provide for key areas of expertise which would otherwise not be available to the Committee
- that the Board would continue to meet once per year, with the option of further meetings but only if required for specific issues or situations

9.2. These decisions would be fed back to the Project Board. The Management Committee and its sub-committees (ARAC and ECRC) would consider those parts of the proposed governance structure which were relevant to them. The Project Board would collate all the responses and incorporate them into a further draft for consideration.

A further, closed session (members of the Board only) was then held.

10. PROFESSOR BAILEY'S RETIREMENT

The Archbishop and Professor Hibbert had met earlier with Professor Bailey to discuss the possibility of according him an emeritus status subsequent to his retirement at the end of May 2016. The matter had been discussed by the Project Board, which had supported the proposal but had expressed varying views on what such a status should imply. The Board agreed that:

- after his retirement, Professor Bailey should be accorded the title of '**Emeritus Director of Armagh Observatory**';
- he could continue to use the Observatory email address;
- he could have desk space and use of an Observatory computer, the location to be arranged;
- he should not be involved in the management of the Observatory;
- his actual involvement in the work of the Observatory should be at the discretion of the new CEO/Director of AOP; and
- this arrangement should be for five years in the first instance, with application for extension thereafter.

11. ACTING HEADSHIPS OF THE PLANETARIUM AND THE OBSERVATORY

11.1. Professor Hibbert reported that Dr Vink had reminded him that his term as acting Head of the Planetarium, which he had been fulfilling in a voluntary capacity, would cease on 31 March 2016. As it was now apparent that this acting position would need to be continued for some time after Professor Burton took up appointment as CEO/Director, possibly a period of up to nine months, substantially longer than had originally been envisaged, Professor Hibbert argued that it was

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unreasonable for AOP to expect the post of acting Head of the Planetarium be accepted without recompense. It was possible, subject to discussions with DCAL, to award, to a person accepting the position, a responsibility allowance of up to 5% of salary. This would have to be advertised within AOP. The Board agreed to advertise within the organization at this level of remuneration, assuming appropriate discussions with DCAL had been completed.

- 11.2. There was some discussion about provision of a similar arrangement in the Observatory. The view was expressed that, since there was only a two month gap between Professor Bailey retiring and Professor Burton taking up the Director role, this may not be necessary.

The meeting ended at 2.30pm

Signed as a true record of the Meeting

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(Chairman)

Dated:

Matters Arising from the Minutes of Previous Meetings

Reference	Matter	Owner	Progress
Annual Visitation 19 March 2015			
Paragraph 5	The Chair and Professor Hibbert to meet DCAL Minister on 19 March 2015	The Chair and Professor Hibbert	Completed - The meeting took place.
Paragraph 6.11	The Review of Outreach and Research was scheduled to complete by May 2015.	Professor Bailey	Ongoing - The Review has been subject to a number of delays but is due to be completed shortly.
Paragraph 6.15	The Organisational Change Project Board to consider if an interim manager was to be appointed to the Planetarium after Dr Mason's retirement.	Professor Hibbert	Completed - An internal recruitment competition was arranged following the Management Committee meeting in June 2015. Dr Jorick Vink was subsequently appointed as Acting Head of the Planetarium from 18 th June 2015 to 31 st March 2016.
Paragraph 6.15	Staff to be updated about the Planetarium Director position	Professor Hibbert	Completed - Planetarium staff met with Professor Hibbert on 15 May and 8 June, and representatives from the Organisational Change Project Steering Group on 3 June 2015.
Paragraph 6.21	Arrangements for signing the 2014/15 accounts to be investigated, given the Planetarium Director's retirement date of 30 April 2015	Chair	Completed - It was determined that the accounts should be signed by the Accounting Officer.
Paragraph 7.1	Consideration to be given to presentations on the work of AOP to be delivered after the next meeting.	EJ Kennedy	Completed - Presentations have been arranged from Observatory and Planetarium staff following the meeting on 15 March 2016.
Paragraph 7.3	The Observatory's Health & Safety Policy to be updated to include the Planetarium.	EJ Kennedy	Ongoing - A health and safety review was carried out in September 2015 with the report received in November 2015. A number of actions need to be carried out and these are currently being taken forward by Planetarium staff. Two staff members are currently undertaking National Examination Board in Occupational Safety and Health training courses. Given single charity status, the next stage is to develop a single Health and Safety Committee for AOP. This will assist the Planetarium with strengthening its documentation.

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Joint Board of Governors and Management Committee meeting 4 June 2015			
Action Point 1	Mr Berry to consider the legislation in relation to the extension of the Chapter of the Cathedral and the Board of Governors	Mr Berry	Completed - It was determined that the entire Chapter of the Church of Ireland Cathedral became Governors by default of their appointment to the Chapter.
Action Point 2	Mrs Kennedy to share the list of Governors with the Chair	EJ Kennedy	Completed - A list of the current membership of the Governors was shared on 11 June 2015.
Action Point 3	Organisational Change Project Board to arrange a meeting with Observatory staff	Professor Hibbert	Completed - Observatory staff met with Professor Hibbert on 8 June 2015 and representatives from the Project Board on 20 August 2015.
Action Point 4	Professor Hibbert and Professor Bailey to discuss an internal appointment to the position of Head of the Planetarium	Professor Hibbert	Completed - An internal recruitment competition was arranged following the Management Committee meeting in June 2015. Dr Jorick Vink was subsequently appointed as Acting Head of the Planetarium from 18 th June 2015 to 31 st March 2016.
Action Point 5	The Project Board to consider how to mitigate the risk of single point failure in the senior management structure following the appointment of the CEO of AOP.	Professor Hibbert	Ongoing – This has been recorded as the leading risk in the latest version of the Risk Register. The Project Board and the Chief Executive/Director will consider the second tier of management in 2016/17.