



THE DEVON & EXETER INSTITUTION  
LIBRARY & READING ROOMS  
(Founded 1813)  
Registered Charity No. 1172445

### Minutes of the Board of Trustees

Held in the Reading Room at 10:00 on 18 April 2018

Trustees present: Margaret Knight (MK), Paul Vincent (PV), Derek Knight (DK), Katharine Chant (KC), Sandra Bond (SB), John Reeves (JR)

Staff present: Emma Dunn (ED, Anne Howard (AH)

1. **Apologies:** Christopher Chanter (CC), Henry French (HF), Jeremy Lawford (JL)
2. **Conflicts of Interest:** none recorded
3. **Minutes of the last meeting on 14 March:** were agreed
4. **Matters arising:** First Aid training: MN still to book dates: DK noted that the contract for relief housekeeping staff and the fire door inspection are still outstanding

5.. **Chair's remarks: MK**

MK reviewed the progress the Board had made in the first five months since the AGM. Actions taken by trustees since the turn of the year had provided a clearer understanding of the budget position and a resurgence in membership. The Chairs Committee will be meeting in early May to prepare a draft forward plan for the next three years which will be brought to the Board in June.

There are currently four vacancies for Charity trustees and MK highlighted the need to recruit candidates with strong finance and IT skills to complement the skill set of current trustees. MK had already approached six candidates who were unable to give any firm commitment at present. Recruitment should start now for changes required at the November AGM.

KC agreed but noted that a priority is to get younger trustees involved to ensure succession planning for key trustee roles. ED noted that marketing skills would also be a useful addition for the Board.

6. **Hon Treasurer's report: JR**

JR thanked trustees for their hard work in the last few months which has stabilised the decline in membership and put our finances in a much stronger base position. He identified the following key areas for continuing review in the current year's budget:

- The need to bring membership and expenditure reports up to date. A key task is to ensure that proper systems are in place to organise and process office paperwork as too many examples of unpaid invoices are still surfacing. DK noted that work is under way to create a comprehensive office manual. The new bookkeeper will start work next week and will attend for 5 hrs pw, normally on a Tuesday. JR will usually be present, and time will be factored in each month to deal with project accounts
- Investigation is needed to see if DEI income, including membership and project funds, exceeds the VAT threshold. JR will seek advice from the bookkeeper and others with specialist knowledge

JR

- Gift Aid: £12k paid from HMRC remains in our bank account but recent advice is that we should re-check the validity of our recent claim. Key issues to consider are whether the level of member service entitlements has increased in recent years and what can be counted as a donation. Agreed that JR will contact our auditors, Julian Nowill and other subscription libraries to seek advice and information JR
- CIO conversion: as this has still not yet been finalised, we need to identify if any further costs are likely to be incurred

JR then turned to the draft budget for 2018-19 which had been proposed by the Finance & HR committee. His priority was to ensure that income and expenditure balanced in the coming year and his proposal provided this with a 6% (£5279) contingency fund. The major income stream was membership subscriptions and the draft budget was based on the assumptions that there would be a 5% net increase in membership and that individual subscriptions would rise from £93 to £100 from January 2019 (with commensurate increases in other membership categories and subject to AGM approval). Further work was required to determine the cost of necessary capital works in 2018-19. Points arising from the discussion were:

- No costs had been included for the provision of an annual review
- The level of transfer of life subscription membership income to a Reserve Fund needs to be determined
- Charity Commission guidance suggested that 75% of charitable objects should be met from operational income. Currently many DEI charitable objects are being met by project funding
- Online banking and monthly direct debits need to be introduced to encourage membership retention and bookkeeping efficiency
- Concern was expressed about the proposed level of increase in membership subscriptions. It was noted that a lower level of increase (or none) would require either a higher income or lower expenditure from elsewhere in the budget in order for it to balance.
- PV queried whether the proposed membership income budget of £59700 was the new membership target for the DEI. It was pointed out that an income target would be subject to other considerations such as the level of membership fees, but it was generally accepted that a 5% net annual increase in the number of members was a figure we should be aiming for.
- KC pointed out the continuing importance of promoting membership and suggested the need for a new leaflet encouraging public visits on Wednesday afternoons and Saturdays. PV was asked to provide this PV

JR concluded the discussion with a reminder that his priority is to balance income and expenditure in next year's budget

#### 7. **Health and Safety:** AH

AH reported that she had put a notice on the door from the hallway to the side entrance reminding people of the low head clearance. The carpet in the hall needs to be moved as it is a fire hazard. ED is already liaising with carpet fitters to re-lay the carpet.

Following library volunteer concerns over spiral staircase, the Board agreed that the bottom of the stairs should be roped off with a notice saying 'Please ask library staff before using these stairs'

#### 8. **Membership Secretary's report:** JL

Membership: JL had prepared a written report in his absence. It was noted that the current total membership of 687 was probably the highest ever. 2017

memberships reports cannot be relied on as accurate, making annual comparisons difficult.

MK reported that she will be hosting a visit from the Exeter PA network on Monday evening and which she hoped would encourage corporate membership interest.

It was agreed that succession planning for JL as Membership Secretary was a priority task and noted that Clare Radstone had already agreed to provide ongoing volunteer support. PV was asked to provide assistance using WebCollect to facilitate membership issues

CIO: the delay in completing the CIO transfer with the Charity Commission was noted.

The meeting concluded that it was probably not necessary to seek Tozer's advice on the rotation of trustees at the AGM

#### 9. **Hon Secretary's report: DK**

GDPR: The Board approved the draft Privacy and Data Protection policies

The Board also approved the GDPR compliance action timetable and the following recommendations

- using dedicated dei.org email addresses for trustees, staff and relevant persons likely to need to hold DEI data DK
- investigation by Tom Chant is required to recommend and implement a new GDPR compliant IT/email and file storage system; authorise expenditure to implement this and to provide necessary support for staff and trustees in its use DK

No decision was taken to nominate a person who has responsibility for data protection.

Office support and administration: Ian Watt has volunteered to act as minute taker for Board meetings. DK to contact him DK

The Chairs committee will give further consideration for the level of future office support required and will report back to the Board

Hosting lunchtime lectures. Trustees have traditionally hosted these events, including lunching with the speaker. More trustee volunteers are required to support these, and ED will circulate a list of upcoming dates. PV suggested that he could do some of these. KC complimented AH in the way that she acted as host, but it was recognised that AH should be used as a 'backstop' rather than a regular host.

#### 10. **Librarian's report: AH**

AH tabled a written report which described current work on book and periodical stock moves; research into 18<sup>th</sup>&19<sup>th</sup> century periodicals; re-ordering of the prints and drawings collection; recruitment of library volunteers and a re-launch of the Adopt a Book scheme

The evening book group has six members and the Saturday Snippet programme has been booked until November

The recent book sale raised £250. A valuer from Bonham's has expressed no interest in the remaining stock for sale and recommended that some items could be sent for auction at Bearnas. He did advise on the security of 'collectable' items in stock and AH will be acting on this advice.

SB raised a point that had been suggested at the volunteers' meeting that volunteers should be recompensed for their work either by a reduction in membership fees or having travel expenses paid. JR replied that this had been considered and rejected in the draft budget given the current budget deficit and the number of volunteers involved. JR and MK will write to all volunteers to inform them of this decision. ED is holding funds for a volunteer participation event in June

#### **11. Project and Programmes Committee: KC**

This report was taken out of order of the agenda at KC's request. KC highlighted the lack of Quickbook support over the last year and drew attention to the following points in the report:

- The project evaluator will attend the final meeting of the of P&P on the 23<sup>rd</sup> May to question participants in the highs and lows of the 3-year programme. KC has arranged a pre-meeting lunch for the staff and trustees who have been involved with the project.
- The 2018-19 budget proposals had been passed to the F&HR ctte and KC noted that it would have a low input for library support
- Simon Cartlidge has been commissioned to carry out a structural and environmental survey. This will also look at spatial issues to identify schemes for the use of the DEI building including potential reconfiguration of the Ladies cloakroom, office and entrance hall. This project arose from the outcome of consultations held in 2017 and for which Historic England have already expressed support.
- A major bid will then be submitted for a second round of funding. This should include funding for a digitization project.
- The existing budget for care of the collection has now been spent
- New staff contracts for AH and Clare Maudling have been agreed to start from 1 July 2018. A new contract for ED will start in September 2018 with a new job title of Partnerships and Programme Manager which reflects the change of the committee title. ED's work will focus equally on managing the UoE project, preparing major sustainability funding bids, and outreach and education programmes
- The Cathedral has re-started its educational programme and we will be enhancing our work with them in the future.

PV questioned what defined a 'partnership' and whether this is financial. ED replied that it involved reciprocal arrangements, creating mutual benefits and developing an outward facing role as well as any financial arrangements.

#### **12. Project Manager's report: ED**

ED outlined proposal for consultation in September 2018 prior to meeting the Feb 2019 deadline for submitting further major bids. Funding from a successful bid would only be available in the DEI 2019/20 financial year

ED noted that HLF and HE funding streams will cease with the end of the current project on 30 June 18. The final 'draw down' against staffing will be added to the additional external funds secured in the past year (including the enhanced University grant) which will enable the continuity and sustainability of the current programme, further development and innovation and the retention of staff and contractors, including the library staff as outlined above.

Policies and procedures: ED is overseeing the review process and will circulate policies to the appropriate committees or individuals for review. Revised policies will need to be signed off by the Board.

The draft Fine and Decorative Art Policy was circulated for information and will be overseen by the P&P cttee. The policy aims to set up protocols for the ongoing management of the collection which will inform further fundraising activity. The responsibility for working antiques furniture remains with the Housekeeping and Buildings Cttee.

PV asked what is the overlap between project funding and membership development? The discussion that followed highlighted that membership development is already being addressed by, for example, the provision of librarian posts, the Bookworms project, contact with schools and creating diverse volunteers. PV asked that money could be set aside to encourage private members of the DEI. KC stated that future funding bids would include an element of membership development.

**13. Housekeeping and Building Committee: DK**

Minutes of the 3 April meeting had been circulated. DK noted that the proposed budget for this committee included an additional income stream for fund raising events

The reorganisation of the newspapers from the Stirling to the reading room was noted

**14. Library, Research and Publications Committee: MK**

The proposal to establish the DEI as a publishing house was discussed. PV had concerns on the standard of the presentation of Tudor Walks book and suggested the need for a professional designer to be involved with any DEI imprint. He queried whether the authors of works should be on an editorial committee. PV was asked by the Board to join this committee to give his professional expertise and advice.

After discussion, it was agreed that the copies of Tudor Walks donated to the DEI by Bill Leedham can be sold at a price of £8. More copies can be purchased for sale if we require them

Agreed to accept the next monograph, Fine Words and Foul Deeds written by David Parker, under a DEI imprint. David Parker will donate 95 copies of this to the DEI for sale.

AH will join the editorial committee. It was agreed that future publications would be approved by the Library Committee and the Board of Trustees

**15. Confidential session – trustees only**

**17. AOB:** none recorded

**18. Date of the next meeting** – Wed. 9 May 2018 at 10:00 in the Reading Room

The meeting closed at 13.55