

## **MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF THE IRISH MUSEUM OF MODERN ART at IMMA, KILMAINHAM, ON 13<sup>th</sup> FEBRUARY 2024 AT 13.00pm.**

Present: Ali Curran (Chair), Margot Lyons, Dermod Dwyer, Jess Majekodunmi, Mike Fitzpatrick, Eva Kenny, Mary Apied, Gerard Byrne, John Cunningham

On Line: Sinead O'Sullivan

Apologies : None

In attendance: Annie Fletcher, Fintan McDonald (Company Secretary)

### **1 Conflict of Interest**

All Directors confirmed that they had no conflict of interest in relation to the matters to be dealt with at this meeting.

DD requested that the Board review its Conflict-of-Interest policy. The last formal review dates back to 2018 and the landscape of what constitutes a conflict has likely changed in that time. It was agreed that the Company Secretary would prepare Terms of Reference for an external consultant to review the current policy and make recommendations on how it may be improved.

### **2 Minutes of Previous Meeting**

The minutes of the Board Meeting held on 9<sup>th</sup> January were reviewed. ML suggested some amendments to the minutes relating to the circulation of Weltkunst documents, DEI metrics, and capital project review by the FARC.

The minutes, with amendments were proposed for approval by ML, seconded by DD and approved.

### **3 Director's Report**

- a. AF has been invited by the Reverend Dr. Michael Jackson, Archbishop of Dublin to take up one of the positions of Lay Canon at Christ Church Cathedral, replacing Mary McAleese. Investiture will take place on 25<sup>th</sup> February.
- b. The Self-Determination exhibition has been attracting very large audiences and a great deal of international interest. The ambassadors of several participating countries have visited and commented on the strong narrative and how it situates Ireland in an international context.
- c. Visitors to IMMA increased by 10% in 2023 to 627,000, the highest in IMMA's history.
- d. The new Strategy 2024-28 has been printed and will be launched at the end of February. It has been presented to the Department and the OPW.
- e. Recruitment of a Strategy & Sustainability Delivery consultant has commenced. This new role will focus on a number of transformative goals that are being articulated in the Strategy Action Plan.
- f. IMMA has engaged with the international Erasmus+ programme and there are three students on placement with IMMA. In parallel, IMMA is developing a relationship with

Leargas to facilitate IMMA staff to go on short-term placement to peer institutions in other countries. The exposure to other work practices has great potential for staff development.

- g. The North Range is scheduled to open in June 2024.
- h. The Matheson Creativity Hub will have a formal launch event on 7<sup>th</sup> March.

#### 4 **Finance, Audit & Risk Committee update - SOS**

SOS, the new Chair of the FARC, thanked ML for her support in taking up the role of Chair.

The FARC met on 6<sup>th</sup> February.

Internal Audit

- Financial Controls Internal Audit Report – Satisfactory
- Annual Assurance Report – Satisfactory
- Outstanding Audit Recommendations Review – Most cleared
- Workplan for 2024 - approved

The Committee discussed offering a second 3-Year contract to Crowe Ireland for Internal Audit Services. The Committee is satisfied that a good relationship has been established and believes that a combined term of six years for audit services will help to reinforce the current control environment. The Committee recommended the new contract to the Board, and this was approved unanimously.

The Internal Audit Workplan for 2024 includes a review of the Strategy Action Plan with KPIs and lead times; Collections Management; and Financial Controls.

The Committee plans to look at IMMA's Capital projects to understand where there is a risk to delivery due to the involvement of other stakeholders.

The Committee discussed how the Company may meet its obligations under the Government's Diversity, Equality and Inclusion Strategy. Any DEI Policy will be the responsibility of the Board. The FAR Committee will discuss further how progress may be monitored.

The Board agreed to return to the discussion around DEI Policy.

#### 5 **Corporate Governance Framework**

The Board reviewed the latest version of the Framework. Amendments this year included updates on the Oversight Agreement, Performance Delivery Agreement and Board Terms.

The meeting agreed to schedule a further discussion on the Framework in the next four months.

Proposed by JC, Seconded by MA and approved.

**6 Board Meeting Software**

A tender for the management of Board documents was reviewed. A proposal to grant a contract for a period of 12 months was approved.

**7 Finance**

The Management Accounts to December were presented showing a small surplus for 2023. The revised Budget for 2024 was also presented and discussed. A modest deficit is projected for 2024.

**8 Procurement Report 2023**

A report on major suppliers and contracts was presented to the meeting. The meeting requested a further analysis on the major categories of expenditure in 2023 to be presented at the next meeting. A report on Commercial and Sponsorship income including revenue-in-kind was also requested.

**9 Strategy 2024-28 Update**

The Executive is working on a detailed action plan to deliver the Strategy. This will be presented at the April Board meeting.

**10 Risk Register**

The latest version of the Risk Register was discussed. The Board requested that the SMT update the Board on Departmental Risk Statements and major Departmental risks when presenting to the Board.

**11 Protected Disclosure Report**

No instances in 2023.

**12 AOB**

The Sarah Pierce travelling exhibition has opened in Germany and the Irish ambassador was in attendance. The Board asked if the impact of such an exhibition and its benefit to Culture Ireland and the DFA can be measured.

Dates for the Matherson opening other key programme dates to be circulated for members' diaries.

**13 Close**

The next meeting is scheduled for 16<sup>th</sup> April 2024.