**TYNE & WEAR ARCHIVES & MUSEUMS DEVELOPMENT TRUST**

**AGM**

**Company no.7334262 Registered Charity no. 1137867**

**Minutes of a meeting of the board of directors of the Company**

**Held at Hatton Gallery**

**Wednesday 29 November 2017 at 2:00pm**

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| **Present:** |  |  |
| N Braithwaite | (NB) | Acting Chair |
| I Stolliday | (IS) |  |
| C Windebank | (CW) |  |
| **In Attendance:** |  |  |
| I Watson | (IW) | Director |
| J Reynolds | (JR) | Company Secretary |
| M Williams | (MW) | Principal Officer, Development & Trading, TWAM |
| H Clark | (HC) | Accountant |
| **Apologies:** |  |  |
| J Garbutt | (JG) |  |
| A Miller | (AM) |  |
| C Holland | (CH) |  |
| Cllr K McGuiness | (KM) |  |
| Ammar Mirza | (AM) |  |

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|  | **Notice and Quorum** |
|  | JR, Company Secretary confirmed that in the absence of James Garbutt, Neil Braithwaite had agreed to chair the meeting.  The Chair reported to the meeting that due notice of the meeting had been given to each director and that a quorum was present. Accordingly the chair declared the meeting duly convened and constituted. |
|  | **Chair’s Opening Remarks** |
|  | NB opened the meeting and welcomed those present to the AGM. |
|  | **Retirement of Directors (with effect from the close of the Trust meeting)** |
|  | The meeting accepted the retirement of IS. NB thanked IS for his seven years’ service to the Trust. |
|  | **Appointment of Directors (with effect from the close of the Trust meeting)** |
|  | NB updated the meeting on the recent recruitment process and the recommendations of the interview panel(S). The panel comprised:  Trustees – NB, CH, IW & JR  Chair – IS, NB, IW & JR  In respect of the role of Chair, the panel recommended the appointment of Peter Judge. The panel did not recommend making any further appointments.  **AGREED:** Peter Judge be appointed as Trustee and Chair for an initial four year period, ending at the AGM in 2021.  NB explained the suggestion of CH of creating an ‘ambassador’ role. Trustee discussed what that role might be and how to capture the enthusiasm and goodwill of recent trustee applicants,  Following a further discussion it was **AGREED:**  Each trustee should come up with the names of at least three people who could potentially be approached (either by TWAM or by the Trustee) to see if they would be interested in being considered to be appointed as a Trustee as the open advertisement process had not been successful in attracting the skills and experience that the Trust was looking for. |
|  | **Appointment of Chair and Vice Chair** |
|  | It was confirmed that JG had agreed to remain in the role of Vice Chair.  **AGREED:** JG be re-appointed as Vice-Chair. |
|  | **Register of Interests** |
|  | The Register of Interests was circulated and no conflicts of interest were noted |
|  | **AGM was closed** |

**TYNE & WEAR ARCHIVES & MUSEUMS DEVELOPMENT TRUST**

**Trust Meeting**

**Company no.7334262 Registered Charity no. 1137867**

**Minutes of a meeting of the board of directors of the Company**

**Held at Hatton Gallery**

**Wednesday 29 November 2017 at 2:30pm**

|  |  |  |
| --- | --- | --- |
| **Present:** |  |  |
| N Braithwaite | (NB) | Acting Chair |
| I Stolliday | (IS) |  |
| C Windebank | (CW) |  |
| **In Attendance:** |  |  |
| I Watson | (IW) | Director |
| J Reynolds | (JR) | Company Secretary |
| M Williams | (MW) | Principal Officer, Development & Trading, TWAM |
| H Clark | (HC) | Accountant |
| **Apologies:** |  |  |
| J Garbutt | (JG) |  |
| A Miller | (AM) |  |
| C Holland | (CH) |  |
| Cllr K McGuiness | (KM) |  |
| Ammar Mirza | (AM) |  |

|  |  |
| --- | --- |
|  | **Notice and Quorum** |
|  | The Chair reported to the meeting that due notice of the meeting had been given to each Director and that a quorum was present. Accordingly the Chair declared the meeting duly convened and constituted. |
| **1.** | **Minutes of Meeting held on 20 September 2017** |
|  | The minutes were agreed as a correct record and signed by the Chair. |
|  | **Matters Arising** |
|  | There were no matters arising. |
| **2.** | **Declarations of Interest** |
|  | NB declared an interest as an employee of Womble Bond Dickinson. There were no other declarations of interest |
| **3.** | **TWAM Enterprises** |
|  | JR referred to a note she had previously circulated to trustees, prepared for the Trustees by Emma Moody, Womble Bond Dickinson, on the implications for the Trustees of the creation of a wholly owned trading company by TWAM.  The note covered:   * The reason for the establishment of the TWAM trading company; and * Advice for the Trustees on the relationship between the TWAM trading company and the Development Trust, and their legal duties in relation to the same.   **Agreed:** The legal advice be noted. No specific concerns were raised. JR to continue to provide updates to trustees. |
| **4.** | **Fundraising update including Reimaging Fundraising** |
|  | MW introduced the report. He confirmed the Trust’s pledge of £3k towards the establishment of the Hari Shukla fund to support diversity and inclusion programmes at TWAM.  **Agreed:** The report be received for information. |
| **5.** | **Governance, Risk Register and GDPR Update** |
|  | JR introduced the report, which included the updated risk register, an update on preparing for the introduction of GDPR, a copy of the draft Privacy policy for comment and the launch of the new complaints procedure.  **Agreed:**  1. The risk register identified and controlled risks effectively;  2. Noted the progress on GDPR and the draft Privacy Policy;  3. Noted the launch of TWAM’s new complaints procedure. |
| **6.** | **Directors report** |
|  | IW provided an update on:   * Completion of the recruitment to the TWAM Strategic Board; * The development of the draft Business Plan 2018-2022; * The initial implications for TWAM of the budget requirements 2018/19; * Retaining IiP Silver Status; * Preparations for the Great Exhibition of the North including an ambassador role for trustees, recognising TWAM’s role in the process, showcasing TWAM and the business voice in corporate events; * The visit of the Chief Executive of ACE to South Shields Museum for a poetry slam; * The visit to Discovery Museum of Northern Powerhouse Minister Jake Berry; * The invitation to the Trust to share experiences, knowledge & expertise with Norfolk Museums Trust trustees at the British Museum; * The creation of the NGCV Development Forum and the role of MW as chair. |
| **7.** | **Request to utilise restricted funds** |
|  | **AGREED:** The report and its appendix agreed and accepted. |
| **8.** | **Consideration of a Bequest** |
|  | **AGREED:** Decline the offer from the Estate of the late Eleanor Wragg on the grounds that TWAMDT will not be able to fulfil the terms of the gift as they already have other works by John F Slater in their collection of comparable quality**.** |
| **9.** | **Resumption of AGM** |
|  | NB welcomed Detlev Anderson, Independent Examiner, Ryecroft Glenton to the meeting. |
| **10.** | **Annual Report and Accounts** |
|  | DA presented the Trust’s Annual Report and Accounts 2016/17 and commented on their contents and the findings of the independent examination.  DA confirmed that there were no matters which he wished to bring to the attention of the trustees.  **AGREED:** The Annual Report and Accounts be approved and the Chair requested to sign the Financial Statements on behalf of the Trustees. |
| **11.** | **AOB** |
|  | Induction Training: IW confirmed that an induction session for members and trustees of the Strategic Board, TWAMDT and TWAM Audit Committee would be held in early 2018.  New reports: MW referred to the launch of the IoF report ‘The Perfect Fundraising Partnership’ and the CAF report ‘Giving a Sense of Place’ and agreed to circulate the relevant links to all trustees |
| **12.** | **Closure** |
|  | There being no further business the Chair declared the meeting closed. |