



MEETING TITLE	Public Minutes of the 32nd English Heritage Trust Board Meeting	
DATE	Wednesday 13 October 2022	
LOCATION	Prince Rupert Hotel, Shrewsbury	
PRESENT	Sir Tim Laurence – Chairman Victoria Barnsley Kay Boycott Liz Bromley Tanvi Gokhale	Charles Gurassa Sir Laurie Magnus Ian McCaig Sarah Staniforth – Deputy Chair Sue Wilkinson
ATTENDING	Kate Mavor – Chief Executive Louise Dando – Marketing Director Anna Eavis – Curatorial Director Sue Fisher – Development Director Kate Logan – Historic Properties Director Mark Stuart-Smith – Chief Financial Officer Rob Woodside – Estates Director	Judeth Neville – Head of Governance (minutes)  Francis Runacres, Investment Director, Arts Council England observer
APOLOGIES	Kunle Olulode	

### **1. Apologies, Announcements and Declarations of Interest**

- 1.1. There were apologies for absence from Kunle Olulode.
- 1.2. There were no new declarations of interest.

### **2. Minutes of the last Board meeting**

- 2.1. The minutes of the Board meeting held on 21 June 2022 were agreed and signed as a correct record.

### **3. Matters Arising and Action Tracker**

- 3.1. **The Chairman** requested confirmation of the status of the following actions:
  - 3.1.1. ...
  - 3.1.2. Insurance principles: the Board noted that the principles for 2023/24 insurance cover will be reviewed by ARC in November. ...
  - 3.1.3. Customer Relationship Management system: **Louise Dando** confirmed that we are stress testing our response plan to any data breach, with an update coming to the December Board. ...
- 3.2. **The Board NOTED the Matters Arising and Action Tracker.**
  - 3.2.1. ...

**4. Chief Executive's Strategic Overview, including Development Update and Corporate Affairs Quarterly Planner**

...

- 4.1 **The Board NOTED the Overview, Development Update and Corporate Affairs Quarterly Planner.**

**5. Health and Safety Year to Date Report**

5.1. ...

**5.2. Trustee feedback**

- 5.2.1. **Sarah Staniforth** requested future clarification of the reasons for the new trend of accidents involving historic window shutters.
- 5.2.2. In answer to a query from **Sarah Staniforth** around tree branch drops, **Rob Woodside** confirmed that tree risk audits have been undertaken in the key areas of public access.
- 5.2.3. In answer to a query from **Vicky Barnsley, Kate Logan** confirmed that site managers closely monitor potential impacts from high winds and are authorised to close or partially close sites as they deem necessary.
- 5.2.4. In answer to a query from **Tanvi Gokhale, Rob Woodside** confirmed that, as well as a general increase in trespass incidents, numbers have also risen due to more diligent reporting. At sites where trespass is a particular issue, we are improving CCTV and signage, as well as working more closely with local police.

- 5.3. **The Board NOTED the Health and Safety YTD Report.**

**6. Finance, Risk and Investment Reports**

**(a) Finance Report, Corporate Risk Register and draft proposed Quarterly Performance Report**

- 6.1. **Mark Stuart-Smith** updated the Board on the initial September (P6) results received since the Report was issued. ...
- 6.2. **The Chairman** invited comments on the proposed new Quarterly Performance Report, intended to be used for reporting to HE Commissioners as well as to the EH Board. **Laurie Magnus and Vicky Barnsley** commended the new format. **Vicky Barnsley** suggested it would be helpful to include targets for some of the non-financial measures.
- 6.3. **Trustee feedback**
- 6.3.1. **Charles Gurassa** requested that for the December meeting the Finance report should set out visitor numbers against 2019/20 (the last full year pre-pandemic), as well as against budget.
- 6.3.2. ...
- 6.4. **The Board NOTED the Finance and Risk Report and the draft Quarterly Performance Report.**
- 6.5. **ACTION:** ...

**(b) Investment Committee report (verbal)**

- 6.6. **Tanvi Gokhale** informed the Board that the Investment Committee, together with Mark Stuart-Smith, had interviewed three shortlisted investment manager firms and agreed that ..... are appointable. ...
- 6.7. **The Board AGREED to delegate to Tanvi Gokhale, the Chairman, CEO and CFO the authority to appoint ... as Investment Manager, with a report back to the Board accordingly.**

## **7. End of Year Process 2021/22**

### **NAO Audit Completion Report**

7.1. **Mark Stuart-Smith** confirmed that NAO had completed the external audit work on the evening of 12 October. They had raised no additional points for the Board's attention and had satisfactorily cleared all outstanding points in the Audit Completion Report. The NAO will therefore issue an unqualified audit opinion on our accounts.

7.2. **The Board NOTED the NAO Audit Completion Report.**

### **Letter of Representation from EH Trustees to NAO**

7.3. **Mark Stuart-Smith** confirmed that the only change from the previous year's letter of representation is the reference to a small number of unadjusted misstatements: these are noted for accounting purposes and, mainly, are not errors for which it would be appropriate to make any adjustment to the Accounts. He confirmed that SMT members are content with the representations set out in the letter.

7.4. **The BOARD APPROVED the draft letter of representation and AUTHORISED the Chairman and CEO to sign it on EH's behalf.**

### **Going Concern Statement**

7.5. **Mark Stuart-Smith** noted that an annual going concern statement had been presented to ARC in September to provide comfort that EH and English Heritage Trading Limited (EHTL) remain going concerns. Mark made a presentation summarising the detailed financial projections undertaken...

7.6. In summary, **Mark Stuart-Smith** assured the Board that the SMT and ARC are comfortable that, despite the uncertain economic environment in which EH and EHTL are operating – and will continue to operate for the foreseeable future – it is appropriate to apply the going concern basis of accounting to both entities.

### **7.7. Trustee feedback**

7.7.1. ...

7.8. **The Board APPROVED the use of the going concern basis of accounting for The English Heritage Trust and EHTL.**

### **ARC Annual Report to the Board**

7.9. **Ian McCaig** ... noted that ARC's Annual Report confirms that ARC had reviewed the Annual Report and Accounts 2021/22 and considered the results of the external auditors' work contained in their Audit Completion Report. ARC members are satisfied that the Annual Report and Accounts are consistent with the assurances provided to them by management and external and internal audit. ARC therefore recommends that the Board approves the Annual Report and Accounts 2021/22.

7.10. **The Board NOTED the ARC annual report.**

### **Annual Report and Accounts 2021/22**

7.11. ...

7.12. **The Board APPROVED the Annual Report and Accounts (subject to the changes agreed in 7.11 and 7.12 above) and AUTHORISED the Chairman and CEO to sign them on its behalf.**

## **8. CRF Loan: Annual Report to Arts Council England (ACE)**

8.1. **Francis Runacres** confirmed that the Report, alongside EH's other reporting to ACE, had provided ACE with sufficient assurance on compliance with the loan covenants.

8.2. **The Board RATIFIED the Annual Report to ACE.**

## **9. Development Five-Year Strategy**

9.1. **Sue Fisher** outlined the background to the proposed Strategy, including that it responds to the Strategic Plan 2022-25 and builds on the work of the previous Development Director. ...

9.2. **The Board APPROVED the Development Strategy.**

## **10. Thornborough Henges**

10.1. **Kate Mavor** outlined the case for EH supporting the acquisition of Thornborough Henges south and central by HE, meaning they become part of the National Heritage Collection (NHC) and come into our care under the PLOA. The henges form one of the most significant concentrations of Neolithic and Bronze Age monuments in Northern England; they are on the HE Heritage at Risk Register and require active conservation and stewardship.

10.1.1. ...

10.2. **The Board:**

10.2.1. ...

10.2.2. **DELEGATED to the CEO authority to negotiate final terms with Tarmac. She will report the outcome to the Board and will revert to the Board for a decision if the final terms are materially different to those set out in the paper and Appendix; and**

10.2.3. **APPROVED in principle the addition of Thornborough Henges (south and central) and associated land to the NHC, to be managed by EH as a free-to-enter site, conditional upon Tarmac's signed agreement to meet the required costs and complete the remedial work.**

10.3. **ACTION: the executive should conduct (including with HE) a review of the process to inform future acquisitions.**

## **11. Modern Slavery Policy**

11.1. **Mark Stuart-Smith** outlined the background to the development of the Modern Slavery Policy, which had been agreed by ARC for recommendation to the Board.

11.2. **The Board APPROVED the Modern Slavery Policy.**

## **12. Any other business**

12.1. The Board NOTED the information papers.

The meeting finished at 12:35.

## **Information Papers**

- Board Discussion Day notes: 20 September
- Committee Minutes:
  - ARC 21 September (Chair-approved)
  - RAAC 27 September (Chair-approved)
- Chief Executive's Quarterly Operational Report

## **Next meeting**

The next Board meeting would be held on 6 December 2022.

Signed as a complete and accurate record of the meeting

..... Chairman, 6 December 2022

Minutes: Judeth Neville, 17 October 2022