THE NATURAL HISTORY MUSEUM

TRUSTEES’ AUDIT AND RISK COMMITTEE

84th Meeting on Thursday 2 May 2019

Present

Hilary Newiss in the Chair
Professor Christopher Gilligan
Robert Noel
Colin Hudson (co-opted member)

In Attendance

Lord Green of Hurstpierpoint (Chair of Trustees)
Sir Michael Dixon (Director)
Neil Greenwood (Director of Finance and Corporate Services)
Jan Day (Head of Risk and Assurance/Committee Secretary)
Alex Clark (Director, DCMS Financial Audit NAO)

James Downs (Head of Security), Chris Sleep (Information Security Manager) and Ruth Benny (Records Manager) were in attendance for item 11.
Eleanor Pirie (Health and Safety Manager) was in attendance for item 12.
Richard Herrington (Interim Director of Science) was in attendance for item 13.

ACTION

1 APOLOGIES FOR ABSENCE

1.1 Jamie Patterson (Audit Manager, National Audit Office) sent his apologies.

2 DECLARATIONS OF INTEREST, REGISTER OF INTERESTS AND ANNUAL REVIEW OF GIFTS AND HOSPITALITY (PAPER TAC 14/2019)

2.1 The Declaration of Interests and Register of Interests were recorded by the Secretary to the Audit & Risk Committee. Members noted the annual review of Gifts & Hospitality valued over £50 recorded a nil return for 2018/19.
MINUTES OF THE MEETING HELD ON TUESDAY 29 JANUARY 2019
(PAPER TAC 15/2019)

3.1 The minutes were accepted as a true record of the meeting.

MATTERS ARISING FROM THE MINUTES (PAPER TAC 16/2019)

4.1 Valuation of NHM’s Premises 2018/19 - 01/11/18 para 8.5. EY Real Estate and Construction Advisory services had been appointed by the National Audit Office (NAO) to assess the validity of the assumptions in the models used for land and buildings revaluations across the museum and galleries’ sector - item closed.

4.2 The General Data Protection Regulation (GDPR) - Action Plan - 29/01/19 para 6.23 The Jaw Consulting EU GDPR Readiness Assessment gave the Museum a medium level of preparedness. Report recommendations were extracted and developed into an action plan. A new Data Protection Officer will join the Museum on 13 May 2019. Their first task will be to take the action plan forward in a proportional way. It was noted GDPR progress was variable across the museums sector. Some bodies had received a substantial green assurance e.g. the V&A. NHM attended a network of Museum Data Protection Officers. The Director of Finance and Corporate Services agreed to speak with the Interim Chief Information Officer and report back to the June 2019 meeting on a suggestion that NHM collaborated with the Victoria and Albert Museum (V&A) and Science Museum to develop a standard GDPR framework.


5.1 The Museum Director presented his paper

5.2 Fire Safety Inspection - The London Fire Brigade Fire Safety Inspection on 2 April 2019 found there was no significant failure to comply with the Regulatory Reform (Fire Safety) Order 2005. It was noted, however, fire safety will come at an increased cost to the Museum. A fire risk assessment process will report in the autumn on where any further investment was needed. There was £40m capital fund available from the Department for Digital, Culture, Media and Sport (DCMS) over the next two years for critical infrastructure improvements e.g. fire safety. The Museum had been invited to apply and had submitted a substantial bid for funding. The order of NHM priorities in a fire was people, collections and lastly the building. Each science department had a crisis management salvage plan.

5.3 Staff Survey - Given some low scores in a number of areas some internal workshops were conducted. Members observed the Post Survey Focus Groups Summary included information which required careful attention. The Museum Director will give a detailed presentation on the topic to the 23 May 2019 Board of Trustees.

5.4 Extinction Rebellion ‘die-in’ at the Museum - It was noted the Museum’s mission in the new strategy was to create advocates for the planet. NHM needed to consider the ramifications for responding to and managing future similar events.

5.5 Appointments to the Board of Trustees - Two Prime Minister’s appointment processes were underway with DCMS. One post had been advertised and the closing date for applications passed with insufficient applications of the right quality. The Museum Director had suggested to the DCMS Appointments Unit that DCMS should re-advertise. The Museum Director agreed that we should consider approaching other candidates e.g. young high flying scientists who may be attracted to apply, with a view to improving Board diversity.
5.6 **Board Review Process** - Every third year the Museum undertook a formal external review of the Board of Trustees and the Audit and Risk Committee. The review was due in 2019 and will be subject to competitive tender. Historically the budget was limited to £15k-£20k. It was observed the consultants used by the Museum in 2013 and 2016 had done a satisfactory job. It was also noted duplication with the NAO facilitated NHM audit committee effectiveness workshop on 29 January 2019 should be avoided. The Museum Director and Chair of the Audit and Risk Committee will discuss the Board Review process at their next meeting.

5.7 **Dippy on Tour** - The Museum was considering Dippy's future after his return to South Kensington. The overall aim was for Dippy to remain on public display. A Programme Board had been established to explore options including a permanent offer at South Kensington, further UK touring and commercial international touring. There had been interest from a number of overseas countries. The preferred option initially was to have a temporary exhibition of Dippy's UK tour in South Kensington. Definitive decisions will be taken in September 2019.

5.8 **Major projects** - The Collections Programme funding bid must be ready for the Spending Review, the timing of which was uncertain. The Executive Board wished to pursue a strategic science solution as opposed to a storage solution. Further work was needed, however, to define the best attainable strategic solution taking into account value for money. The Wellcome Trust Director, however, was encouraging the Museum to put forward a bold vision. A clear recommendation and irrevocable decision on the preferred option will be made at the 23 May 2019 Board of Trustees’ meeting. The recommendation will outline the roadmap to effect the preferred option so NHM will be in the position to start discussions with the Treasury even at short notice. Decisions need to be taken on: (a) which collections will remain at South Kensington; and (b) whether to separate the physical and biological collections.

5.9 **Technology Governance Board** - The new Technology Governance Board was designed to ensure overall Technology assets, solutions, applications, platforms and information deployed within the NHM remains fit for purpose and avoids duplication, now and in the future. Its introduction was fully supported by the Museum’s digital technology trustee who had suggested a digital technology expert was co-opted to the Audit and Risk Committee. It was agreed to defer a decision on whether to co-opt a digital technology expert until the June 2019 meeting at which there will be an update on the work of the Technology Governance Board.

5.10 **Repatriation Requests** - The rising debate about decolonising Museums was of concern and there were reputational ramifications. Currently only human remains less than 1,000 years old can be lawfully repatriated by trustees. It was observed that there was a risk a future government could change the law. The Museum was, however, reasonably well prepared in terms of a clear policy and communications plan.

5.11 **Organisational Changes** - Following a review of Communications and Marketing the Executive Board had unanimously agreed a series of organisational changes designed to support the new Museum Strategy and improve governance. The changes included: (a) an expanded Directorate Office with the option of locating the new in-house lawyer in the Directorate; and (b) a proposal to make a number of senior appointments at Director level as part of a Leadership Group. The Executive Board will, however, remain collectively responsible for the Museum.

5.12 Recruiting at Director level will: (a) improve the quality of applicants for these posts; and (b) is designed to delegate greater authority and responsibility to the new Directors so freeing up the time of the Executive Board for strategic issues. The new Directors will be line managed by individual members of the Executive Board but have accountability to the entire Executive Board.
Major Risks 2018/19 and 2019/20

5.14 The Committee reviewed: (a) the Q4 Board Assurance Framework and the Museums Directors’ year-end assessment of the major strategic risks for 2018/19; and (b) the risks to be monitored in 2019/20 taken from the Museum’s Risk Universe rescored in March 2019. The Board Assurance Framework for 2019/20 Q1 will be presented at the June 2019 Meeting.

5.15 **Board Assurance Framework** - Members commended the format and detail in the 2018/19 Board Assurance Framework. The templates played a meaningful part in the way risk was managed in the Museum. It was observed the number of strategic risks was concerning. However, it was noted: (a) there very similar risks across the whole museums and galleries sector; and (b) it was important to highlight the risks.

5.16 **J1 - Inability to invest in the permanent public offer and present coherent, content messages leads to reduced visitor experience, lower visitor numbers, lost income and reputational damage.** This risk was related to a Public Space Master Plan and removing the collections from public spaces to accommodate more visitors. It had not been clearly established that there was no risk of visitor numbers falling. The 2019/20 financial budget was, therefore, based on significantly lower visitor numbers than the Museum was currently achieving. It was important to invest in galleries and exhibitions which were out of date whilst at the same time improving the infrastructure of those spaces. The Earth Galleries Exhibition Road entrance had been improved for a relatively modest investment.

5.17 **Capital Investment** - Many museums and galleries had a serious backlog of maintenance repairs due to lack of capital funding. NHM should keep a record of conversations with Government about the challenges it faces due to a lack of capital investment. It was noted the NHM major strategic risks were disclosed in the Governance Statement and the Accounts should be fair and balanced.


6.1 The Director of Finance and Corporate Services presented his report.

6.2 **General Fund** - The outturn for the General Fund will be slightly above the reported £8.5m due to income and expenditure changes which had not been reflected in the report.

6.3 **Operating Income** - Operating income was better than forecast due to an increase in visitor numbers and revenue per visitor had increased. The Ice Rink generated £850k rather than the predicted £700k and Venue Hire had a successful year.

6.4 **Operating Expenditure** - Operating expenditure 2018/19 was broadly in line with the original budget. However, in 2019/20 there will be a significant increase in the employers’ contribution to the Civil Service Pension Scheme which was only partially funded by additional grant in aid and not fully funded as was expected. The likely impact was circa £700k per annum. Increased investment was also needed for fire precautions in 2019/20.

6.5 **Expenditure Savings** - Expenditure savings had been accrued where capital expenditure had slipped into 2019/20. However, there were genuine savings in 2018/19 against the Anthropology Store and the member’s Anning Rooms where the budgets had been increased but not needed. The biggest differences in actual expenditure versus the original budget related to the exhibitions programme and science grants.
ACTION

6.6 Exhibition Programme Expenditure - Expenditure had been rescheduled in line with the revised exhibition programme, however, no revenue had been recognised.

6.7 Science Grant Expenditure - Income received on science grants was down by circa £1.5m and as a result expenditure which broadly matched income was also down. Scientific staff were employed directly on grants and there was some expenditure on consumables. The income surplus on science grants was marginal.

6.8 Operating Surplus - The operating surplus was £7.3m an increase of £3.4m on the original budget. If a record it should be reported as such to the Board of Trustees. The Director of Engagement and Director of Finance and Corporate Services had thanked Engagement staff on the increased revenue per visitor. Operational improvements in queue management, donation box management, retail stock management and other initiatives had all contributed to using visitor footfall more effectively. It was observed the initiatives and work of staff should be recognised.

7 ANNUAL ACCOUNTS UPDATE 2018/19: DRAFT GOVERNANCE STATEMENT (PAPER TAC 19/2019)

7.1 The Director of Finance and Corporate Services presented his paper.

7.2 Accounts Progress - The Trading Company external auditors will arrive on 7 May 2019 and be presented with a full set of accounts. There were no concerns and the Finance Team were on schedule for the NAO to arrive on the 20 May 2019. A draft Balance sheet and Statement of Financial Activities (SoFA) had been prepared.

7.3 Revaluation of NHM Land and Buildings - A draft revaluation of land and buildings for 31 March 2019 (the quinquennial revaluation) had been received from Gerald Eve. There was an increase of circa £150m since the previous 31 March 2014 valuation. The increase was due to higher land values and increased specialist building costs for historical buildings. The NAO will assess the revaluation models used across the sector.

7.4 Draft Governance Statement - The draft Governance Statement was written prior to the finalisation of the Annual Assurance by the Head of Risk and Assurance, the Annual Security and Health and Safety Reports. The statement will be amended to reflect the reports. Members reviewed the Governance Statement and made a number of recommendations.

7.5 Interpretation of the Accounts - It was easy for a non-specialist reader to misinterpret the accounts due to the higher land and buildings valuation and increased operating surplus and General Fund. These factors gave the impression the Museum was in a strong financial position whilst still reporting it had insufficient funds to support investment in particular the large scale backlog maintenance. There must be a clear note in the accounts explaining the apparent dichotomy.

8 HEAD OF RISK AND ASSURANCE ANNUAL REPORT TO THE ACCOUNTING OFFICER AND THE AUDIT & RISK COMMITTEE 2018/19 (PAPER TAC 20/2019)

8.1 The Head of Risk & Assurance presented her paper and an audit report on Key Financial Controls.

8.2 Annual Assurance 2018/19 - The Head of Risk and Assurance gave an overall assurance of SUBSTANTIAL. In her opinion the Museum currently had an adequate and effective governance, risk management and internal control framework in place to ensure the proper conduct of business and the achievement of its aims and objectives.
ACTION

8.3 The opinion was based on: (a) the work of the Risk and Assurance team during the last 12 months; and (b) the Head of Risk and Assurance’s knowledge of the governance, risk management and control arrangements in place. The revised 2018/19 audit plan had been completed with one exception “Project Management Lessons Learned” which was in progress.

8.4 Collections Management - The audit “Accessing the Collections” had been postponed pending the introduction of a new Visitor Access System. It was noted it was better to audit the current system than the old. The Head of Risk and Assurance had recommended standard scientific access procedures were developed and these were implemented in early 2017. The regulations were on the Museum website and control had improved significantly.

8.5 Outstanding Recommendations Priority 1 and 2 - The implementation of audit recommendations had improved.

8.6 Contracts Database - The backlog of contracts had been eliminated and the database was being maintained by the Procurement Team. A decision, however, was still needed by the Director of Finance and Corporate Services on long term database maintenance. There was concern that if the maintenance was devolved to departments the database will not be used consistently.

8.7 Key Financial Controls - The report on Key Financial Controls was a very positive report. It was noted that Government Procurement Cards (GPC) were reconciled on a monthly basis against receipts. There was a limit on transaction values and the ability to withdraw cash was limited. Abuse of the conditions of use resulted in cards being withdrawn. There was a strict process for emptying and recording donations which involved two members of staff. Donations for the year including gift-aid on ticket sales were circa £2.2m. Cash transactions had reduced with the increased use of contactless debit and credit cards.

8.8 Payroll - Leavers - It was noted that during 2018/19 by chance the Human Resources (HR) Payroll Team discovered that a member of staff had left the Museum after receiving an automatic out of office reply to this effect. HR reminded line managers regularly to comply with procedures, however, human error was difficult to tackle.

9 RISK & ASSURANCE PLAN 2019/20 AND PLAN IN CONTEXT (PAPER TAC 21/2019)

9.1 The Head of Risk and Assurance presented her plan.

9.2 The plan was devised taking into account: (a) discussions with the Audit and Risk Committee Chair and Museum Director; (b) the rescored Risk Universe; (c) the Fraud, Bribery and Corruption Risk profile; and (d) the list of key strategic risks. The Head of Risk and Assurance was asked to cover a number of fixed areas each year in her audit plan which left less time for discretionary reviews.

9.3 Museum and Galleries - The Director, DCMS Financial Audit National Audit Office said the approach of other museums in the sector to an annual core set of reviews on the audit plan differed. The NHM audit plan had a good coverage and a lot of reviews compared to when internal audit was contracted out. Members and those in attendance agreed that including reviews on the audit plan of strategic risks which were: (a) actively managed; and (b) where assurance was provided to the Audit and Risk Committee and Board would not generally add value. Core reviews such as cash handling and key financial controls were important in order to provide assurance to managers and the Audit and Risk Committee.

9.4 Risk Universe 2019/20- Staff Survey - Consideration should be given to adding a risk to the Risk Universe in relation to the staff survey. The Museum Director agreed to take this forward with the Interim Head of HR.
10 AUDIT AND RISK COMMITTEE ANNUAL REPORT 2018/2019 (PAPER TAC 22/2019)

JD 10.1 The Chair presented her Annual Report. Members reviewed the report and made a number of recommendations to improve the format.

10.2 The annual report of the Audit and Risk Committee was presented to the Board of Trustees and the Museum Director in his role as Accounting Officer. The report was timed to support the Board’s consideration and approval of the Annual Accounts, the Annual Report and Governance Statement 2018/2019 on 2 July 2019. Once approved the annual report was sent to DCMS.

10.3 NAO Audit Fees - DCMS had benchmarked average audit fees. The larger museums and galleries were being treated consistently. Fees were comparable to top charities, however, their turnover was often in excess of £200m which was not really comparable. Smaller bodies had the option of laying their accounts post recess at a reduced fee. This was not an option for the larger bodies and not one the NHM would wish to take up. Members considered the rise in line with the scope of the NHM audit and accepted the increase.

HN 10.4 Corporate Governance Code - Other museums and galleries had various levels of engagement with the Code depending on what they considered appropriate. The Audit and Risk Committee Chair was meeting the DCMS Audit Committee Chair and will raise the issue of compliance with the Code.

11 ANNUAL SECURITY REPORT 2018/19 (PAPER TAC 23/2019)

11.1 The Director of Finance and Corporate Services presented the report. The format of the report had been changed to improve the structure and clarity of the report following the comments of members in May 2018.

11.2 The Director of Finance and Corporate Services introduced: (a) the new Head of Security confirmed in the role from 1 January 2019; (b) the Information Security Manager whose job had been reshaped to focus on security of data and systems; and (c) the Records Manager who in the absence of a Data Protection Officer had been leading on GDPR.

11.3 Physical Security - Reported crime was down 50% since the introduction of behavioural detection. The use of the technique had also boosted the security team’s moral. It had not been used to exclude visitors rather visitors were approached in a customer focused way and engaged in conversation.

11.4 The Director of Finance and Corporate Services commended the Head of Security on his management of the security contract with Wilson James. Wilson James were now the sole provider of events security. The security team were instrumental in managing queues into the Museum. Travel security had improved with increased staff compliance in: (a) carrying out risk assessments; and (b) booking through the Museum’s travel provider. Staff location travel data was available from the Museum’s travel provider. Location data will also be available via the Control Room for out of hours/weekend response to incidents. If staff take a holiday at the end of their official NHM business they apply for leave on the Human Resources system and travel at their own risk. Knowledge sharing partnerships were in place to share best practice across sectors.

11.5 NHM security Awareness Week - During the week commencing 29 April, the NHM Security Team were holding a week of talks to raise awareness on security issues that may affect staff at work and in their personal lives.
11.6 **Cyber Security** - A new member of staff was joining the Museum on 13 May 2019 to support the Information Security Manager. This will enable information security work to be much more proactive as well as reactive. The Data Centre had been relocated to an external facility with 6 layers of physical access control and the Museums firewalls had been upgraded. A small percentage of Museum scientists do not use NHM email services which made detecting information leaks more difficult. The Museum firewalls monitored network traffic for malicious activity by attackers which were recorded as an intrusion event. A recent newspaper article highlighted that London museums and tourist attractions were hit by millions of cyber-attacks.

11.7 **IT Contingency Plans** - Components in the Museum’s IT systems were designed to be redundant so if a component failed there was a duplicate as a backup. Museum data was backed up in several locations and important NHM services were virtualised and hosted in the cloud. There would, however, be some disruption to services if the Museum lost the Data Centre and on site backup.

11.8 **Information Governance** - It was noted that the General Data Protect Regulation (GDPR) was seen as a journey not a destination. The Information Management team had made good progress in 2018/2019 towards GDPR maturity. There had only been a small number of low risk personal data breaches. The Museum had seen a small increase in the number of data subject requests mainly from ex staff. Some requests had been complicated and required e-discovery tools.

11.9 Members thanked the Head of Security, Information Security Manager and Records Manager for their presentation and commended them on the improved format of the report.

12 **ANNUAL HEALTH AND SAFETY REPORT 2018/2019 (PAPER TAC 24/2019)**

12.1 The Director of Finance and Corporate Services introduced the new Health and Safety Manager who joined the Museum in September 2018.

12.2 **Health and Safety Management System** - The Museum’s Health and Safety management system had been subject to bespoke development and was being reviewed against the supplier’s standard software. Other software suppliers will also be investigated. A member observed it was better to adapt Museum procedures to the supplier’s standard software and not undertake bespoke changes.

12.3 **Fire Evacuations** - There were frequent fire evacuations of the public areas caused by the false activation of alarms and there were regular fire drills. There was a back of house evacuation in December and another was planned. A recent London Fire Brigade inspection confirmed public evacuation arrangements and procedures were robust. Following public area fire evacuations a lessons learned wash-up was led by the incident manager. A risk assessment by the Fire Safety Manager had identified that improvements were needed to the processes for visitors requiring evacuation assistance.

12.4 Members thanked the Health and Safety manager for the presentation.
13. **PRESENTATION BY INTERIM DIRECTOR OF SCIENCE ON THE MAJOR CORPORATE RISK H2 - FAILURE TO DEVELOP CENTRES OF EXCELLENCE UNDERMINES SCIENCE STRATEGY, FOCI FOR FUNDRAISING, COMMUNICATIONS AND PUBLIC ENGAGEMENT AND GROWTH IN SCIENCE INCOME.**

13.1 The Interim Director of Science made his presentation on the management of the risk.

13.2 Centres of Excellence were proposed as vehicles for thematic science development and a programme of internally funded initiatives was started. In 2017 there was cautious support for their development from an external review of science. A subsequent review by Science Group decided a centre should comprise: (a) areas of collections strength; (b) a science focus in line with NHM and external strategies e.g. UK Research and Innovation (UKRI); (c) a business plan; and (d) a minimum of three research leaders who had a track record of security of external funding. Science had identified a number of centres and “hot spots” for development which were outlined to the Committee.

13.3 A member noted: (a) a large number of centres and “hot spots” was difficult to manage; and (b) the definition of some areas e.g. Natural Resources was broad. It was explained in response that science was developing detailed organigrams and strengths, weaknesses, opportunities and threats (SWOT) analysis for each centre and “hot spot”. The Museum will focus on priority areas over the next two years e.g. Natural Resources Mineral Studies where the Museum was the premier UK institution. In areas such as Food Security and Oceans where there was strong competition the Museum could partner with other bodies. The Museum may also be able to buy in by attracting research leaders in the field if NHM collections and infrastructure also supported the research.

13.4 It was observed, the Museum must change priorities to be interactive with funding opportunities. Members commended the Interim Director of Science on the model used for the analysis of centres and “hot spots”. However, prioritisation together with a timeframe/target was important. The Interim Director of Science pledged to develop an analysis for all centres and “hot spots” and plot them on a heat map. It was noted the development of the science strategy had been on hold while the new Museum strategy was developed. Science strategy will be taken forward by a new Director of Science.

13.5 The strategic direction of science was very important to Collections Programme decisions on: (a) which collections to relocate: and (b) whether to separate the physical from the biological collections.

13.6 Members thanked the Interim Director of Science for his informative presentation.

14. **FUTURE AGENDA ITEMS, JUNE 2019 RISK PRESENTATIONS AND THE IDENTIFICATION OF EMERGING RISKS SINCE THE LAST MEETING**

14.1 It was agreed that: (a) Government Functional Standards - Counter Fraud - Anti-Fraud Bribery and Corruption Policy and Response Plan - Fraud, Bribery and Corruption Risk profile; and (b) Technology Governance will be on the June 2019 Audit and Risk Committee agenda. The Audit and Risk Committee Chair will discuss with the Museum Director and Head of Risk and Assurance.
15. **ANY OTHER BUSINESS**

15.1 Professor Christopher Gilligan - The meeting was the last Professor Christopher Gilligan would attend in his capacity as a Museum trustee. The Chair of the Board of Trustees asked that a warm thank you was recorded personally from him and on behalf of the Board of Trustees. Professor Christopher Gilligan had been a very active trustee, with huge knowledge, integrity and commitment to the Museum. His shrewd, incisive, detailed questioning was a very constructive contribution particularly in the case of the Audit and Risk Committee. The performance of Professor Christopher Gilligan on the Audit and Risk Committee demonstrated the importance of finding a scientist to replace him.

15.2 The Audit and Risk Committee Chair and Museum Director agreed with the Chair of the Board of Trustees. An opportunity to thank Professor Christopher Gilligan formally with dinner/lunch and a gift will be arranged.

16. **DATE OF THE NEXT MEETING**

16.1 The next meeting will be held at 10.00 a.m. on Tuesday 25 June 2019

**KEY TO ACTION INITIALS**

Michael Dixon - MD  
Jan Day - JD  
Neil Greenwood - NG  
Ian Golding - IG  
Richard Herrington - RH  
Katherine Montague - KM  
Hilary Newiss - HN