



MEETING TITLE	PUBLIC Minutes of the English Heritage Trust Board Meeting	
DATE	13 March 2024	
LOCATION	100 Wood Street, London EC2V 7AN	
PRESENT	Gerard Lemos - Chair Kay Boycott Tony Cates Tanvi Gokhale Seb James Peter Liney*	Sir Jonathan Marsden** Dr. Chris Michaels – Deputy Chair Kunle Olulode Prof. William Whyte Sue Wilkinson**
ATTENDING	Observers: Lord Neil Mendoza – Chair of Historic England (items 1 to 4 and 6 only)** Duncan Wilson – Chief Executive of Historic England (HE)** Senior Management Team: Nick Merriman – Chief Executive Mark Stuart-Smith – CFO Louise Dando – Marketing Director	Sue Fisher – Development Director* Kate Logan – Historic Properties Director Matt Thompson – interim Curatorial Director Rob Woodside – Estates Director Judeth Neville – Head of Governance (minutes)
APOLOGIES	Liz Bromley – Trustee Tonya Nelson – Arts Council of England observer	

*by Teams

** except for item 2.2-2.5 due to potential conflict of interest

ARC in the Minutes denotes an item which has previously been scrutinised by the Audit and Risk Committee.

1. Announcements and Declarations of Interest

- 1.1. The Chair welcomed Lord Neil Mendoza as observer at his first English Heritage Board meeting.
- 1.2. There were no new declarations of interest.
- 1.3. The Chair on behalf of the Board recorded thanks to Mark Stuart-Smith for his exemplary achievements during his tenure as interim CEO including progressing negotiations for a new Property Licence and leading the development of the 2024/25 budget.

2. New Property Licence and Operating Agreement with Historic England (PLOA): main proposed terms^{ARC} (Mark Stuart-Smith)

- 2.1. The HE Chief Executive outlined the status of the PLOA, the Shared Service Agreement
- 2.2. Mark Stuart-Smith highlighted key points from the paper, including:
- 2.3. ..
- 2.5. **The Board:**

- 2.5.1. **REVIEWED** the main proposed terms for the new PLOA;
- 2.5.2. **NOTED** the independent legal advice about the Board's duties and responsibilities when considering the terms for the proposed new PLOA;
- 2.5.3. **APPROVED** entry into the new PLOA on substantially the terms set out in the paper;
- 2.5.4. **DELEGATED** to the Chair, Chief Executive and CFO approval of the final terms of the new PLOA ...; and
- 2.5.5. **AUTHORISED** the Chair to sign the new PLOA on behalf of EH.

3. Chief Executive's Strategic and Operational Overview (Nick Merriman)

- 3.1. The report highlighted issues of strategic importance, and major operational matters, arising over the past quarter. These included the acquisition of the Northern Henge at Thornborough.
- 3.2. Nick Merriman gave an overview of his views on the future direction for EH, outlining his vision for EH to become known as a charity with a clear social purpose and as the most diverse and accessible heritage organisation in the world, with an increased focus on engagement with diverse audiences and an increased level of financial sustainability.

Trustee feedback

- 3.3. The need for the Board to understand in due course which of the desired objectives are the most important, which are most difficult, and plans to bring the organisation on the strategic journey.
- 3.4. The fact that additional strategic areas will require resource and budget, whereas the financial forecasts do not include significant growth.
- 3.5. A wish for the strategy to deal more with digital and data aspects, including how we engage and major commercial opportunities.
- 3.6. The need for a content strategy.
- 3.7. A request to consider at a future Board meeting the capabilities, policies and processes which will be key to operationalising our planned diversity agenda....
- 3.8. The need to review our offer for a younger audience....

Other matters

- 3.9. Trustees and the HE Chief Executive noted the need for HE to coordinate work around heritage assets at risk, for example some owned by local authorities.
- 3.10. Stonehenge Education Centre: Nick Merriman reported the proposal to re-start the project and to ask ARC and the Board later this year for approval to proceed.
- 3.11. Stonehenge: plans for A303 tunnel: Kate Logan outlined the arguments for and against the tunnel, noting that EH's position is supportive.
- 3.12. **The Board:**
 - 3.12.1. **NOTED** the report;
 - 3.12.2. **APPROVED** "Our new 10 year strategy" for submission to Historic England and DCMS as part of our application for a new PLOA; and
 - 3.12.3. **APPROVED** the extension of guardianship to the parts of the Binham site in Norfolk owned by the Norfolk Archaeological Trust, subject to approval by Historic England and DCMS.

4. CFO Reports (Mark Stuart-Smith)

Finance Report

- 4.1. The report provided an update on financial performance to the end of January and a full year forecast. ...

- 4.2. The report also provided an update on the Corporate Risk Register scrutinised by ARC in February; negotiations for the next Shared Service Agreement with HE; the Customer Relationship Management (CRM... and on the project management system and major project governance reviews. ...

Trustee Feedback

- 4.3. ...
- 4.4. Corporate Risk Register: requests for clarification on the risks around the Digital Markets, Competition and Consumers Bill and collections security. The latter is not included on the Register pending the outcome of the external audit to be commissioned shortly.
- 4.5. The importance of an uptake of effective inclusive recruitment processes for delivering EDI objectives.
- 4.6. **The Board NOTED the report.**

2024/25 Budget and Financial Forecasts ^{ARC}

- 4.7. Following challenge at the February 2024 Audit & Risk Committee, SMT presented a break-even budget for approval ...
- 4.8. The Chair of ARC reported satisfaction with SMT's response to the ARC challenges and recommended the proposed budget to the Board for approval.

Trustee Feedback

- 4.9. ...
- 4.10. **The Board APPROVED the 2024/25 Annual Budget.**

5. Investment Plans 2024/25

Brand Positioning Strategy - implementation timings, cost and return on investment (ROI) analysis (Louise Dando)

- 5.1. The Chief Executive introduced the paper, noting that implementation of our new brand positioning will be a crucial part of internal culture change and of embedding the new vision. The paper explains the importance of investment in this area, details our proposed level of investment over the next three years and the expected direct and indirect ROI.
- 5.2. ...
- 5.3. ...
- 5.4. **The Board:**
- 5.4.1. **APPROVED in principle the proposed strategy and timeline for brand implementation, and the brand investment budget for 2024/25...;**
- 5.4.2. **NOTED the proposed brand investment budget for 2025/26 and 2026/27; and**
- 5.4.3. **NOTED The ROI analysis.**

Site Investment Programme (SIP) Annual Update (Kate Logan)

- 5.5. The paper presented a rolling 3-year SIP, noting that the works and remaining spend to deliver these projects will take place in financial years 24/25, 25/26 and 26/27, but will complete in time for, or launch in the 2025, 2026 and 2027 visitor seasons respectively. The paper also updated Trustees on recent projects completed, works underway and changes made to the programme since the last approval.
- 5.6. Trustee feedback focussed on:
- 5.6.1. ...
- 5.7. **The Board:**
- 5.7.1. **NOTED projects delivered since March 2023 and projects launching in 2024;**

5.7.2. **APPROVED** the rolling SIP for 2024/25 and **NOTED** the two subsequent years delivering in 2026 and 2027; and

5.7.3. **NOTED** the update on projects over £5m.

Conservation Maintenance Programme (CMP) 2024/25-26/27 (Rob Woodside)

5.8. Rob Woodside highlighted that the very wet weather in 2023 had caused substantial maintenance challenges.

5.9. The forecast expenditure set out in the paper aligns with the financial trajectory approved by the Board but it may be necessary to make alterations, and to seek further Development funding, during the period.

5.10. **The Board:**

5.10.1. **APPROVED** the CMP for 2024/5; and

5.10.2. **NOTED** the priorities for the ongoing programme to March 2027.

Technology Capital Programme 2024/25 (Louise Dando)

5.11. The Board **APPROVED** the proposed Technology Capital Programme Budget 2024/25.

6. The Future of Hurst Castle (Rob Woodside)

6.1. The paper set out a new vision for Hurst Castle and how we can realise its potential as a global case study for coastal heritage conservation and a central pillar of our leadership in sustainable conservation and climate change. ...

6.2. **The Board NOTED** the proposed new vision for Hurst Castle and requested a business case for review before the programme commences.

7. Acquisitions Strategy and Policy (Matt Thompson)

7.1. The paper presented a proposed strategy outlining the principal lacunae in the National Heritage Collection, intended to inform decision-making by SMT and Trustees as well as members of the public or executors when considering the disposal of assets. This is a proactive strategy in response to the considerable number of potential sites currently being proposed to us. The paper also presented a proposed detailed policy for internal use.

7.2. ...

7.3. **The Board APPROVED** the Acquisitions Strategy and Acquisitions Policy, with revisions by the interim Curatorial Director in line with Trustee feedback, as a working document which will be reviewed at/following the September Strategy Day.

8. Matters Agreed Since the December Board Meeting

8.1. The Board noted the following had been approved by email:

8.1.1. January 2024: the appointment of Chris Michaels as Deputy Chair;

8.1.2. February 2024: the appointment of Jonathan Marsden as an additional Nominations Committee member and a change to the quorum provisions of the Committee's terms of reference.

9. Any Other Business

9.1. Nominations Committee will circulate shortly a skills matrix for Trustees to complete to begin preparations for future Trustee recruitment.

9.2. Board site visits: Board site visits will take place in July and October, possibly on only one day not two (particularly in October).

9.3. The Chair outlined his ongoing engagement with the Conservative and Labour parties to understand their perspectives on heritage.

The meeting finished at 5:00pm.

Consent Papers

By consent, the Board APPROVED:

- The draft Minutes of the December Board meeting.
- The Modern Slavery Transparency Statement for 2023/24 and delegated authority to the Chair to sign it on behalf of the Board.

Information Papers

- Corporate Risk Register^{ARC}.
- ARC Chair report.
- Annual Visitor and Member Experience Surveys and Customer Feedback Report 2023.
- ARC Minutes November 2023.
- Remuneration Committee Minutes December 2023.

Next meeting

The next Board meeting would be held on 19 June 2024.

Signed as a complete and accurate record of the meeting

..... Chair, 19 June 2024
Minutes: Judeth Neville, 13 March 2024