

National Portrait Gallery

746th MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on
Thursday 3 November 2011

Present: Professor Sir David Cannadine (Chairman)
Ms Zeinab Badawi
Ms C Allegra Berman
Professor Dame Carol Black
Dr Rosalind P Blakesley
Dr Augustus Casely-Hayford
The Marchioness of Douro
Ms Kim Evans
Lord Janvrin
Ms Mary McCartney
Sir William Proby
Mr David Ross
Professor Marina Warner

In attendance: Mr Sandy Nairne, Director
Mrs Pim Baxter, Deputy Director and Secretary to the Board
Mrs Helen Hillman, Manager, Director's Office (minutes)

1. Chairman's business

The Chairman welcomed Allegra Berman to her first Board meeting. The Trustees approved Allegra's appointment as Chair of the Investment Committee and a Trustee of the Portrait Fund. The Chairman acknowledged the enormous contribution made to the Gallery by Jacob Simon, who had retired as Chief Curator and Deputy Director on 30 September 2011. Over 28 years Jacob had deployed his expertise and management skills for the benefit of the collections, research, public programmes and digital development. The Chairman reported that Pim Baxter would now act as Secretary to the Board of Trustees. Minutes would be taken by Helen Hillman. Pim Baxter ran through the arrangements for the Trustees' Annual Reception and Dinner, which was due to take place at the Gallery that evening.

2. Apologies for absence and Declarations of interest

Apologies for absence were received from Sir Nicholas Blake, The Rt Hon Nick Clegg and Sir Nicholas Grimshaw. There were no declarations of interest.

3. Minutes of the last meeting

The minutes of the meeting held on 30 June 2011 were approved.

4. Matters arising

The Director reported that negotiations with the National Gallery over the proposed lease of the East Wing were ongoing. The Gallery's Anti-Fraud Framework had been circulated to Trustees by e-mail for information.

Action point: Trustees to contact Judith West or Helen Hillman if they would like a tour of the East Wing spaces.

5. Director's report

The format of the Director's Report had been updated following a discussion at the Trustees' Annual Review Day in September, so that it now covered a range of general items and included a separate section on programmes. The Director had summarised the Review Day discussions, which he said were positive. He was pleased to inform the Trustees that HRH The Duchess of Cambridge had made an informal visit to the Gallery in September, and had spent time learning about exhibitions, communications and fundraising, planning, learning and outreach. The Gallery would expect to hear in the New Year whether there would be a continuing association with the Duchess. The Director reported that the Gallery had been approached earlier in the year by Valoro Consultants, who had undertaken a pro bono social value exercise which it was hoped would help the Gallery to undertake more effective discussions with potential supporters and which might also feed into future strategic planning.

The Director reported that the *First Actresses* exhibition had opened to extremely positive reviews. *Glamour of the Gods* and the *BP Portrait Award 2011* had both exceeded their admission targets, and the Director thanked the Visitor Services Department for their excellent work in managing the busy final weeks of both exhibitions. The Trustees acknowledged the importance to the richness of the programme of balancing exhibitions which attracted critical acclaim and those which drew high visitor numbers. The *Comedians: From the 1940s to Now* and *Imagined Lives* displays, which had both been developed with, and displayed at, the Gallery's regional partners, would be shown at the Gallery over the autumn and winter. The Trustees welcomed the new format of the report.

6. Offers for consideration

Tarnya Cooper, Chief Curator, joined the meeting. The Chief Curator and curators reported on acquisitions. The Trustees agreed that portraits from the *Road to 2012* project should enter the Primary Collection as a complete set, noting the importance of the wide range of sitters and photographers the series contained and the project's significance in marking an exceptional event in British history and acting as an Olympic legacy.

- THE TRUSTEES agreed to the acquisition of the portraits on the appended list.

7. Commissions

Paul Moorhouse, Curator of 20th Century Portraits, and Inga Fraser, Assistant Curator, reported on the status of current commissions, including those of Tony Blair, Dame Kelly Holmes and Baroness Kennedy.

Trustees' preferences for future commissions were discussed, and as good progress had been made with the current commissions it was agreed that a number of new individuals should be approached. There was a discussion about the balance between an individual's contribution to public life and their general public recognition. It was agreed that portraits should be commissioned of ... HRH The Duchess of Cambridge. The Director emphasised that the sitters suggested by Trustees who were not commissioned in this round could still be considered for photographic representation in the Collection, and may be considered for commissions again in the future.

It was also agreed that British film directors and animators might make suitable subjects for a set of portrait drawings.

Action point: Director and curators to approach potential future sitters.

8. Finance and Planning

The Chairman welcomed Nick Hanks, Head of Finance and Planning, to the meeting.

8(a) Management Report for six months to 30 September 2011

Sir William Proby, Finance Trustee, reported that overall the Gallery had performed well over the second quarter of the financial year, with *Glamour of the Gods* and the *BP Portrait Award 2011* contributing significantly to this success. The summary income and expenditure sheet separated core operating costs and project costs, showing that the majority of this year's budgeted deficit would arise from project spending rather than core operating costs. Expenditure overall had been well-controlled and it was hoped that the deficit at the year end would be smaller than planned. The Trustees congratulated colleagues on good income generation in what was recognised as a difficult climate. They noted the drop in visits by NS-SEC 5-8 UK adults compared with the same point last year, and welcomed the year-on-year increase in visitor recommendations and satisfaction. Advance tickets for *Lucian Freud Portraits* were selling well, and the Trustees recognised the importance of creativity and flexibility in achieving maximum success for the exhibition and related events during 2012.

Action point: Pim Baxter to prepare a note for Trustees with details of events taking place around the opening of the Lucian Freud exhibition.

Sir William Proby drew Trustees' attention to the mid year review of Corporate Plan objectives, which he said showed a credible performance considering the difficult financial background. It was expected that only four of 58 separate projects and activities programmed to be completed in 2011/12 would be carried over to the next financial year.

8(b) Draft 2012-15 Corporate Plan context and strategic objectives

The Director presented the draft Corporate Plan context and strategic objectives.

- THE TRUSTEES approved the outline Plan.

Action point: Staff to work on detail of 2012-15 Corporate Plan and Budget.

8(c) Establishing a Foundation Trust

There was a discussion about the risks and benefits surrounding the establishment of a foundation trust, which would operate as a charity independent of the Gallery and which would allow the Gallery access to its reserves with a greater degree of flexibility and control. The Director and Head of Finance and Planning had identified this as the best course of action arising from discussions between the Treasury and DCMS about possible solutions to this problem. The Trustees were in agreement that the establishment of a trust would be welcomed.

- THE TRUSTEES approved the establishment of a foundation trust.

Action point: Staff to undertake key initial actions to ensure trust is in place for 2012/13.

8(d) Investment Committee

Allegra Berman, Chair of the Investment Committee, had been pleased with the strength and expertise of the Committee following her first meeting the previous week. She reported on the portfolio performance of the Investment and Contingency Fund and the Portrait Fund, and discussed the key threats from the Eurozone crisis. Partners Capital, the Gallery's investment managers, would inform the Gallery quickly of any significant changes

in financial markets so that asset allocations could be adjusted accordingly. The Committee agreed that Pim Baxter should attend some of its meetings, and that the Trustees should have the opportunity to meet the investment advisors from Partners Capital in early 2012. Concerns were expressed about the ongoing uncertainty of the financial markets, and Allegra Berman gave assurance that the Gallery's investment strategy was very conservative.

The Chairman thanked Allegra Berman for the report.

Action points: Investment strategy to be reviewed on an annual basis and a report to be presented to Trustees in February. Summary sheets for Investment and Contingency Fund and Portrait Fund to be included in future reports to Trustees.

9. Audit and Compliance Committee

David Ross, Chair of the Audit and Compliance Committee (A&CC), had been pleased to welcome Jacqueline Riding to the recent meeting as the new independent member of the Committee. He informed the Trustees that the Gallery's 2010/11 accounts had had to be withdrawn and then relaid as a result of the discovery of printing errors in the laid accounts. The A&CC had agreed that, with caution, the Gallery should proceed with the establishment of a foundation trust. The Corporate Risk Register had been reviewed and a new risk was identified which highlighted the increased workload on the Gallery during 2012. The Committee had reviewed the Gallery's Scheme of Delegation as a follow-up from a recommendation made by the National Audit Office following the audit of the 2010/11 accounts. It was noted that Internal Audit would undertake further work relating to the use of Government Procurement Cards as part of the Key Financial Controls audit they were undertaking currently. The National Audit Office had presented the next year's audit strategy and noted a risk to the audit timetable which might arise from Parliament rising early because of the Olympic Games.

The Audit & Compliance Committee had approved the re-appointment of Moore Stephens as providers of internal audit services for a further three years.

The A&CC had received a detailed report from the Head of Resources and the Head of Visitor Services and Security about the security arrangements for the forthcoming *Lucian Freud Portraits* exhibition and the Olympic Games period in general. The discussion included details of the improvements that had been made to the security systems and those which were planned for the near future. The Chairman thanked David Ross and Nick Hanks for the update.

10. National Programmes Report

The Chairman welcomed Sarah Tinsley, Head of Exhibitions and Collections Management, and Laura Down, National Programmes Manager, to the meeting. Sarah Tinsley said that further to the establishment of a National Programmes Strategy in 2010, three posts in the National Programmes team had now been confirmed, with a significant proportion of the costs funded by successful fundraising bids. This security would allow for the preparation of a more detailed action plan in 2012. Laura Down highlighted this year's achievements to date, which included almost 400,000 visits to the Gallery's national partners; confirmed support from BT for the *Road to 2012* project to tour to three venues; an active loans programme, and another successful Subject Specialist Network (SSN) seminar. However, these successes were set against a complex period of change, with reduced DCMS funding, cuts to MLA Renaissance funding which had affected posts in partner galleries, major restructuring of the National Trust's management, and the merging of the MLA with

the Arts Council. Trustees recognised the challenging picture, and the importance of the SSN as a key lifeline to colleagues in regional museums and galleries. They were sympathetic to the immense pressures which regional museums and galleries are under, and emphasised their support for the National Programme. The Chairman thanked Sarah Tinsley and Laura Down for the report.

11. Deposits

The Chief Curator and previous Chief Curator had prepared a paper which proposed the disposal at intervals of works which were not part of the Gallery's Collection but which were being held in storage. The deposits review included frames, portrait deposits, rejected offers which were unclaimed and duplicate items not part of the Collection. Where items could not be reused, returned to the families of the original owners or put to good public use, they would be disposed of appropriately.

- THE TRUSTEES approved the proposal.

12. Annual Health and Safety update

Judith West, Head of Resources, reported on Health and Safety at the Gallery over the previous twelve months. This included establishing a separate Fire Safety Communication Group following a small fire which had occurred inside a cupboard housing an electrical water heater in the Portrait Restaurant kitchen in September. She also reported on the management of health and safety including accidents at the Gallery over the last twelve months, which had remained at the same level as in the previous year, and which had been similar to the average level for other museums and galleries. The primary cause of visitor accidents remained slips, trips and falls, mainly on the front staircase, and solutions to this problem would continue to be sought. Judith West also reported on staff wellbeing, and following a discussion it was agreed that staff health and wellbeing should be reported on separately at the same time as the Annual Personnel and Training update.

Action points: Judith West to prepare separate update to Trustees on staff health and wellbeing. Dame Carol Black to be invited to meet with the Gallery's Personnel and Occupational Health team.

13. Matters for report

Reports on Communications and Development, Resources, Learning and loan requests were noted.

14. Any other business

There was no other business.

Appended list of portraits on offer

L247 JESSE BOOT, 1st BARON TRENT, retail and manufacturing chemist and founder of Boots the Chemist, oil painting by Noel Denholm Davies, 1909

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Offer by Alliance Boots of a loan for a period of three years accepted

6924 PAULA REGO, artist, charcoal drawing by Peter Snow, 1960
Purchase from Selina Snow at £500 approved

6925 SIR HENRY COOPER, boxer; television and radio personality, bronze bust by William Redgrave, 1969
Purchase from the artist's family at £5,000 approved

P1688 MARY LOWNDES, stained glass artist, platinotype by Langton, late 19th century
Gift from Ann O'Donoghue accepted

6926 MIKE LEIGH, playwright; theatre, television and film director, oil painting by Stuart Pearson Wright, 2003
Purchase from the artist at £20,000 approved

6927 DIANE JULIE ABBOTT, politician, pencil drawing by Stuart Pearson Wright, 2006
Purchase from the artist at £1,500 approved

6928 JAMES EPHRAIM LOVELOCK, chemist and ecologist, egg tempera painting by Michael Gaskell, 2011
Commissioned by the Trustees at £10,000, approved

THE ROAD TO 2012, a series of photographs of men and women training for and working on the London 2012 Olympic and Paralympic Games, produced between 2009-2012 as a commission by BT and the National Portrait Gallery. Consisting of:
Nineteen archival prints by Brian Griffin, 2009-10
Eleven C-type colour prints by Bettina von Zwehl, 2009-11
Nineteen archival pigment prints and one C-type colour print by Finlay MacKay, 2010-11
Eighteen hand printed C-type colour prints by Emma Hardy, 2010-11
Approximately seventeen photographs by Jillian Edelstein, 2011-12
Approximately fourteen photographs by Jonathan Anderson and Edwin Low, 2011-12
Approximately eight photographs by Nadav Kander, 2011-12
Transfer of the complete series to the Primary Collection approved