

National Portrait Gallery

747th MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on
Thursday 23 February 2012

Present: Professor Sir David Cannadine (Chairman)
Ms C Allegra Berman
Professor Dame Carol Black
Sir Nicholas Blake
Dr Rosalind P Blakesley
Dr Augustus Casely-Hayford
Ms Kim Evans
Lord Janvrin
Mr Christopher Le Brun
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 Christopher Le Brun to his first Board meeting. The Chairman reported that, due to the reallocation of Public Appointments staff during the Olympic and Paralympic Games period in summer 2012, the DCMS had brought forward to the spring the recruitment and interview timetable for two forthcoming Board vacancies. Recruitment was therefore underway for a Trustee with media experience and a Trustee with knowledge of portrait collections in Britain.

The Chairman reported that after careful consideration of the length of time previous chairmen had held the position, and the timing of handover to fit with the Gallery's strategic development cycle, he had decided to relinquish his chairmanship during 2012. His last meeting would be on 28 June 2012. The process of appointment of a new Chairman would begin, to be led by Lord Janvrin, who had made it clear he did not intend to stand as a candidate. The Director emphasised that Sir David's resignation would be made an occasion of great celebration in recognition of his outstanding work as Chairman, and a celebratory supper would be arranged for Trustees on 28 June. Sir William Proby, as Deputy Chairman, would be involved in the the two forthcoming Trustee appointments, and Sir David's position as Historian Trustee would be advertised later in the year.

Action point: Trustees to send suggestions for potential candidates for Media and Portraiture roles to the Director by 5 March 2012. Lord Janvrin to begin consultations with Trustees for election of next Chairman – to be concluded by next meeting on 17 May 2012.

2. Apologies for absence and Declarations of interest

Apologies for absence were received from Ms Zeinab Badawi, The Rt Hon Nick Clegg and the Marchioness of Douro. There were no declarations of interest.

3. Minutes of the last meeting

The minutes of the meeting held on 3 November 2011 were approved.

4. Matters arising

The Director updated the Trustees on work undertaken since the last meeting in establishing the Gallery's Foundation Trust. Formal discussions had been held, and Professor Sara Selwood had agreed to be the founding Trustee. The Deputy Director had had exploratory conversations with another potential candidate for trusteeship, and a candidate was proposed as the Gallery's nominated trustee to sit on the Foundation's Board.

- THE TRUSTEES approved the nomination of Anthony Brooke as a Trustee of the Foundation Trust.

Action point: Terms of reference of the Board of the Foundation Trust to be circulated to the Gallery's Trustees.

The Trustees noted that Professor Dame Carol Black would report to the Board on staff welfare at the Gallery at a later date, following the transferral of line management of the Personnel department from the Director of Resources to the Deputy Director in April 2012.

5. Director's report

The Director was pleased to report that *Lucian Freud Portraits*, which opened on 9 February, had been extremely successful so far, with each day's ticket allocation selling out by the early afternoon. The Duchess of Cambridge had made her first public visit as the Gallery's Patron to a *Freud* private view, which was jointly hosted with the spring season sponsor, Herbert Smith. The Chairman thanked the Trustees for their assistance in hosting the opening events, and congratulated the Deputy Director and her team and the exhibition's curator, Sarah Howgate, for their outstanding work.

Several Trustees had attended a tour of the East Wing earlier that day, and the Director reported that the Gallery was close to signing a lease agreement with the National Gallery. The Trustees recognised the strategic importance to the Gallery's development of the lease. The Director informed the Trustees of a major publishing project the Gallery had agreed to undertake with Penguin Books, which would focus on British history and portraiture. The Trustees expressed their gratitude to two of the Gallery's Life Patrons, who had made a major cash donation which would support the Gallery's Participation and Learning work with young people in particular communities over a four year period.

Action point: Guidance to be circulated to the Board for Trustees wishing to obtain exhibition tickets for Lucian Freud Portraits, plus dates of early morning viewings.

6. Offers for consideration

The Curators reported on acquisitions and portraits on offer. The Director outlined a proposition to finance the purchase of a marble bust of Thomas Hollis by Joseph Wilton, which had been approved by the Trustees of the Portrait Fund. A portrait of David Bowie by Derek Boshier, offered to the Gallery by the artist for purchase, was declined. Offers accepted included the Gallery's first holographic portrait, Queen Elizabeth II (*'Equanimity'*) by artist Chris Levine and holographer Rob Munday.

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

7. Commissions

Paul Moorhouse, Curator of 20th Century Portraits, reported on the status of current commissions, including those of Tony Blair, Baroness Kennedy and Gordon Brown. The Director wished to record his thanks to David Ross for his help in facilitating portrait sittings with Dame Kelly Holmes. The Director reported that the Duchess of Cambridge had agreed to sit for a painting and would help interview prospective artists during March.

8. Finance and Planning

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

8(a) Management Report for 10 months to 31 January 2012

Sir William Proby, Finance Trustee, reported that overall the Gallery had performed well over the 10 months to 31 January, and that its position was stronger than had been forecast, with high visitor numbers. Where income had been lower than expected, the financial success of *Lucian Freud Portraits* should make this up. At the end of the 2011/12 financial year it was expected that the accounts would show a small deficit or possibly break even – a better performance than expected. Gallery colleagues would be working over the next few weeks to limit carry-forwards to the next financial year.

8(b) Draft 2012-15 Corporate Plan

The Director introduced the draft Corporate Plan. Much of the material was already familiar to Trustees from the previous meeting, with the overall message being one of steady and determined continuation of the Gallery's wide public programme.

- THE TRUSTEES approved the draft Corporate Plan.

8(c) Draft 2012-15 Budget

Sir William Proby presented the draft budget, which he said was set in the context of continuing difficult economic times. Although the Gallery would work hard to ensure its self-generated income remained strong, there was potential uncertainty over the level of grant-in-aid the Gallery would receive in later years. The ongoing issue of access to reserves also posed concern for future years, and although the establishment of a foundation trust could alleviate the need for this for the purposes of specific project funding, the Gallery would need to access its reserves to fund some work that would not attract grant funding from the foundation trust.

- THE TRUSTEES approved the draft Budget.

8(d) Reserves Policy

Nick Hanks presented the updated Reserves Policy, to which he proposed no changes on this occasion.

- THE TRUSTEES approved the Reserves Policy.

8(e) Investment Committee

Allegra Berman, Chair of the Investment Committee, reported that, following a discussion at the last Trustees' meeting, the Investment Committee had agreed to maintain conservative and defensive portfolios for the Portrait Fund and the Investment and Contingency Fund. Both portfolios had performed reasonably over the last quarter due to the strength of gilts and inflation linked bonds. Asset allocations were altered slightly.

9. Audit and Compliance Committee

David Ross, Chair of the Audit and Compliance Committee, reported that the contract with Moore Stephens for the Gallery's Internal Auditing had been extended by a further three years. David Ross highlighted the changes in status of several risks in the Corporate Risk Register. He reported that after three years of excellent work as Non Executive Director (NED) of the National Portrait Gallery Company Ltd, Stephen Robertson had stood down from the post. Recruitment of a new NED was underway.

10. Loans Policy

Sarah Tinsley, Director of Exhibitions and Collections, presented the updated Loans Policy, which had been amended to present a more open explanation to borrowing institutions of the Gallery's criteria and procedure for managing outgoing loans. The Policy covered the criteria for short term and long term loans, as well as loans to partner organisations and arrangements for touring exhibitions.

- THE TRUSTEES approved the updated Loans Policy.

11. Volunteers, Interns and Work Experience Policy

The updated Volunteers, Interns and Work Experience Policy was presented by the Head of Personnel, Caroline Wynter, to the Trustees, who welcomed the Gallery's ambition to balance links between programmes and paid and unpaid internships. It was acknowledged that as university tuition fees increase, it was likely there would be an increased recognition of the value of well-organised internships.

- THE TRUSTEES approved the updated Volunteers, Interns and Work Experience Policy.

12. Maintaining an Employer Justified Retirement Age (EJRA)

A paper was presented which gave details of the consultation undertaken with staff at the Gallery following the abolishment of the Default Retirement Age in October 2011, and the results of this process. It was proposed that the Gallery should adopt an EJRA for all Curatorial and Archive posts and some posts within the Learning and Exhibitions and Collections Management teams.

- THE TRUSTEES approved the implementation of an Employer Justified Retirement Age for some posts within the Gallery.

13. Social Values workshop led by Valoro VGW Consultants

The Director introduced Mark Wakefield and Martin Vogel of Valoro VGW, who had undertaken a pro bono exercise to investigate the social value narrative of the National Portrait Gallery, which resulted in a paper summarising findings and proposing a draft social value framework for the Gallery. There was a discussion about the findings, and the Trustees were keen to emphasise that the 'tensions' highlighted by the report were integral to the creativity and function of the Gallery. The Trustees recognised the significance of the work undertaken in articulating the social value of the organisation to funders, and agreed that it had raised many important issues which should be taken forward in further discussions between staff.

13. Matters for report

Reports on the lease of the East Wing, 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

P1687 THOMAS STEARNS ('T.S.') ELIOT, poet, vintage gelatine silver print by George Platt Lynes, 1947

Purchase from Swann Auction Galleries, New York, 18 October 2011, for \$3,305 (£2,094) noted

P1689 SAMUEL BECKETT, playwright, photograph by Brassai, 1957

Purchase from Bonhams, 17 November 2011, for £1,125 noted

P1690, P1691, P1692 THE BEATLES, pop group, three photographs by Astrid Kirchherr, two dated 1960, one dated 1962

Purchase from Bloomsbury Auctions, 16 November 2011, for £1,041.54 noted

L248 ELEANOR ('NELL') GWYN, actress, mistress to Charles II, oil painting attributed to Simon Verelst, c.1670

Offer by Jean Stevenson as a loan for a period of five years accepted

Currently L230 THOMAS HOLLIS, libertarian, writer, bibliophile and patron of the arts, marble bust by Joseph Wilton, 1758-1766/7

Purchase from David Wilson, price to be agreed (subject to private treaty sale application and final negotiations with vendor), approved

6930 DAME EDITH MARY EVANS, actress, pen and ink drawing by Alfred Wolmark, 1926
Gift from James McMullen accepted

6931 CYRIL MANN, painter and sculptor, charcoal and chalk self-portrait, 1956
Gift from the executors of the sitter's estate, through Piano Nobile, accepted

6932 ODETTE MARIE CELINE HALLOWES, Special Operations Officer, ink and tempera painting on thick paper by Pietro Annigoni, 1961
Gift from the sitter's daughter, Lili Saunders, accepted

6935 MALCOLM MORLEY, artist, oil painting by Derek Boshier, 1980
Purchase from the artist approved [Price of £10,000 negotiated post-meeting]

6933 CRAIGIE AITCHISON, artist, self-portrait in oil paint, c.1980
Purchase from John Morton Morris for £36,512 approved

[Accession number to be confirmed] QUEEN ELIZABETH II ('Equanimity'), Queen regnant, lenticular holographic portrait on lightbox by Chris Levine (artist) and Rob Munday (holographer), 2012
Gift from the People of Jersey accepted

Vintage photographs by E O Hoppé:

P1693 SIR ARNOLD BAX, composer, 1921 - £350

P1694 LORD DUNSANY, novelist, poet and playwright, c.1910 - £350

P1695 SIR WILLIAM NEWZAM NICHOLSON, artist and printmaker, 1912 - £1,500

P1696 DAME REBECCA WEST, writer and journalist, 1923 - £350

Purchases from Ursula Caffrey at the prices shown above approved

P1697 PHILIP GOULD, BARON GOULD OF BROOKWOOD, advertising executive and political consultant, gelatine silver print by Adrian Steirn, autographed by the sitter, edition 6/10, 2011

Gift from Matthew Freud accepted

6934 MICHAEL TAYLOR, artist, self-portrait in pencil, 2011

Purchase from Waterhouse & Dodd for £850 approved

[Accession number to be confirmed subject to funding] AMY JADE WINEHOUSE, singer and songwriter, oil painting by Marlene Dumas, 2011

Purchase from Frith Street Gallery for £90,000, approved