

National Portrait Gallery

748th MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on
Thursday 17 May 2012

Present:

Professor Sir David Cannadine (Chairman)
Ms Zeinab Badawi
Ms C Allegra Berman
Professor Dame Carol Black
Sir Nicholas Blake
Dr Augustus Casely-Hayford
The Marchioness of Douro
Ms Kim Evans
Lord Janvrin
Ms Mary McCartney
Sir William Proby
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)

Election of a new Chairman

The Director was pleased to report that, following a consultation with individual members of the Board undertaken by Lord Janvrin, it had been unanimously decided that Sir William Proby's name should be put forward to be the next Chairman of the Board of Trustees, to succeed Professor Sir David Cannadine in June 2012. Sir William said he was honoured to accept the position. The Director thanked Lord Janvrin for undertaking the consultation.

- THE TRUSTEES elected Sir William Proby as Chairman of the Board of Trustees from 29 June 2012.

The Director reported that Sheldon Hutchinson had been commissioned to draw two versions of a pencil portrait of Professor Sir David Cannadine to mark the completion of his term as Chairman. As is the Gallery's tradition, one version would be presented to Sir David as a gift and the other would be acquired for the Collection.

- THE TRUSTEES approved the commissioning from Sheldon Hutchinson of two pencil portraits of Professor Sir David Cannadine.

1. Chairman's business

The Chairman reported that recommendations for the appointment of two Trustees with expertise in portrait collections and media relations respectively had been put forward to the DCMS Minister and were now awaiting approval from the Prime Minister. It was hoped that the appointments, both of which would commence in the autumn, would be confirmed prior to the Olympic Games in July.

2. Apologies and Declarations of Interest

Apologies for absence were received from Dr Rosalind Blakesley, The Rt Hon Nick Clegg, Mr Christopher Le Brun and Mr David Ross. There were no declarations of interest.

3. Minutes of the previous meeting

The minutes of the meeting held on 23 February 2012 were approved as an accurate record.

4. Matters arising

The Director reported that the Terms of Reference for the Portrait Trust had been prepared and that the registration of the Trust was awaiting approval by the Charities Commission. A meeting of the Trust's founding trustee, Professor Sara Selwood, and the two additional appointed trustees, Anthony Brooke and Margaret Exley, had taken place. The Audit and Compliance Committee would monitor the Trust's progress on a regular basis.

The Director was pleased to report that the contract for the lease of the National Gallery's East Wing to the National Portrait Gallery for a period of twenty-five years had been signed. The Deputy Director reported that a draft staff wellbeing policy had been prepared, which would be shared with Professor Dame Carol Black and then brought to a future Board meeting for approval.

Action points: Terms of reference for the Portrait Trust to be circulated to the Gallery's Trustees. Staff Wellbeing Policy to be shared with Dame Carol Black and presented to a future Board meeting.

5. Director's Report

The Director reported that *Lucian Freud Portraits* had been a continued success, and that the exhibition would be open until midnight on 24, 25 and 26 May. Staff had been awarded a modest bonus in recognition of their hard work prior to and during the exhibition, and the Trustees wished to convey their admiration to all concerned. The trial relocation of the Cloakroom to the Studio Gallery space had been successful and the Senior Management Team had decided that it should remain there. Studio Gallery exhibitions would be positioned elsewhere in the Gallery.

The Gallery had recently achieved the digitisation of 100,000 portraits for its online database. The majority of this work had been self-financed. The creation of a new license for academic use of collection images would be announced shortly.

The Director, Deputy Director, Director of Exhibitions and Collections and Polly Blakesley had visited Moscow in April to meet with colleagues at the Pushkin Museum and the Tretyakov State Museum to discuss potential future touring exhibitions and collaborative loan exhibitions, and a potential Patrons visit. Colleagues from Moscow would be visiting London in June. The Gallery's first outdoor exhibition, the *Road to 2012* touring display, had opened in Cardiff, and was being shown outside the Millennium Centre in Cardiff Bay. Colleagues from the Gallery had attended a launch with representatives from BT, who had funded the tour, and Welsh cultural organisations earlier in May. The Director also reported that the portrait of Ayuba Suleiman Diallo by William Hoare was about to tour to the International Slavery Museum in Liverpool, New Walk Museum and Art Gallery in

Leicester and South Shields Museum and Art Gallery. Venues would be using the portrait to highlight local collections, develop displays and initiate programmes of community participation.

6. Offers for Consideration

The Curators reported on acquisitions and portraits on offer. Offers accepted included the purchase of an oil portrait of Chevalier d'Eon by Thomas Stewart and two important ten-year loans: William Pitt by John Hoppner and Sir Winston Churchill by Sir William Orpen.

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

Action point: Any Trustee who wishes to attend a fortnightly Curatorial meeting to let Helen Hillman in the Director's Office know.

7. Commissions

Sarah Howgate, Contemporary Curator, reported on the status of current commissions, including that of Dame Kelly Holmes, which was nearing completion. Work was progressing with commissioned portraits including HRH The Duchess of Cambridge, Baroness Kennedy and Dame Maggie Smith. The Chairman thanked Sarah Howgate. The Trustees congratulated her again on the success of the *Lucian Freud Portraits* exhibition.

8. Finance and Planning

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

8(a) Management Report for 12 months to 31 March 2012

Sir William Proby said that, as expected, *Lucian Freud Portraits* had had a very positive effect on the Gallery's year-end results, and it was expected that the final outturn against the budget, with accruals and other adjustments taken into account, should enable the Gallery to at least break even at the year end, when it had been budgeting for a deficit. He congratulated everyone on this result. He stressed the importance of recognising that 2011-12 had been an exceptional year and that caution should be exercised going forward, as the current economic environment still posed risks. Key Performance Indicators were good overall, but the Trustees noted that the KPI for the number of BME visitors should be monitored as although the number had increased year-on-year, as a proportion of total visits this reflected a decrease. The Director stressed that the Gallery was continuing to try and make cross-cultural connections, including through programmed events around the Diallo tour and the forthcoming exhibition of American Indian portraits by George Catlin. It was noted that school visits had decreased during the period, and the Director suggested that this was because *Lucian Freud Portraits* was challenging in terms of its content and the exhibition space, and because the size of the exhibition meant that much of the Contemporary Collection, which was popular with school parties, was not on display. The Trustees were satisfied with the year-end summary of progress made in delivering the Corporate Plan objectives set for 2011/12.

8(b) Investment Committee Report

Allegra Berman, Chair of the Investment Committee, reported on the business discussed at the Investment Committee meeting held on 11 May. This included a

due diligence exercise on Partners Capital, the Gallery's investment advisors, which had given no cause for concern. Trustees agreed that the exercise should be undertaken annually. At the meeting, Partners Capital had reported small positive returns on the Portrait Fund and the Investment and Contingency portfolios, which the Committee considered were satisfactory in the light of the difficult market conditions. Asset allocations were discussed and amended slightly, although the defensive positioning of the portfolios was maintained, given that world financial markets were still highly volatile. Both portfolios remained extremely conservative, with the objective of beating inflation and safeguarding capital in real terms.

The Director of Finance and Planning reported that the Internal Audit report on Investment Management had provided positive assurance of the Gallery's investment management processes, and that some minor recommendations had been implemented following the exercise.

An occasion would also be arranged when members of the Investment Committee and colleagues from Partners Capital could meet with Trustees. The Chairman thanked Allegra Berman for the report.

Action point: Members of Investment Committee to be invited to meet with Trustees.

8(c) Draft DCMS Management Agreement

The Director of Finance and Planning had circulated the draft Department for Culture, Media and Sport (DCMS) Management Agreement, which would replace the Interim Funding Agreement and which defined the Gallery's relationship with the DCMS. The Trustees and Senior Management Team expressed concerns that some parts of the document encroached on the statutory responsibilities of Trustees as set out in the Museums and Galleries Act 1992. Similar views had been expressed across the museums sector, and these would be fed back to the DCMS. The Director updated the Trustees on the Board Effectiveness Review of all DCMS-sponsored bodies led by Charles Mackay, which had been conducted during early 2012 and in which he had participated as part of a working group. Following the review, recommendations were being made to the DCMS.

The Chairman had also tabled a letter from the Culture Secretary, Jeremy Hunt, regarding increasing the fundraising capacity of Boards within the museums sector. The Director reassured Trustees that the Mackay report made clear the fact that Trustees' fundraising capacity is an important consideration for museums and galleries, but that it must be considered in the context of the much broader range of expertise that Board members are required to have to manage their institutions effectively.

9. Audit and Compliance Committee

The Director of Finance and Planning reported on slight changes to several risks in the Corporate Risk Register. The risk to storage of works in the Archive and Library had been increased as there had been a slight delay to the completion of storage upgrade works. The risk arising from the expiration of the contract for the lease of the East Wing had lapsed now a new twenty-five year lease had been signed. The Trustees noted the Risk Management Annual Report, which looked at developments over the last year and projections for 2012/13. The Trustees reviewed the Annual Review of Risk Appetite and recognised the importance of a higher appetite for risk in

certain areas of the Gallery's work in order to encourage creativity and ensure opportunities were seized. It was agreed that the risk appetite framework, the appetite assigned to each area of the Gallery's activities and the risk evaluation criteria remained appropriate. The Chairman thanked the Director of Finance and Planning for his reports.

- THE TRUSTEES endorsed the Annual Review of Risk Appetite.

10. Making Art in Tudor Britain update

The Chief Curator led a visit to the Conservation Studio, where Trustees were introduced to members of staff who had been working on the *Making Art in Tudor Britain* project and enjoyed being briefed on recent findings.

11. 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

SIMON FRANÇOIS RAVENET, engraver, oil painting by Johan Joseph Zoffany, c.1762-63

Future bequest by Elizabeth Einberg, accepted

6937 CHEVALIER D'EON (CHARLES GENEVIÈVE LOUIS AUGUSTE ANDRÉ TIMOTHÉE D'EON DE BEAUMONT), diplomat and transvestite, oil painting by

Thomas Stewart, 1791

Purchase from Philip Mould Ltd for £38,000, approved

L249 WILLIAM PITT, Prime Minister, oil painting by John Hoppner, 1805
Offer by the Cowdray Estate Trustees through Christie's as a loan for a period of ten years, accepted

L250 SIR WINSTON LEONARD SPENCER CHURCHILL, Prime Minister, oil painting by Sir William Orpen, 1916
Offer by the Trustees of the Churchill Chattels Trust as a loan for a period of ten years, accepted

6938 ERIC WILLIAM RAVILIOUS and EDWARD BAWDEN, painter, engraver and muralist; painter and illustrator respectively, watercolour by Michael Rothenstein, 1933
Purchase from Andrew Sim Fine Art for £12,500, approved

6939 DAVID EMERY GASCOYNE, poet, charcoal drawing by Jankel Adler, c.1941
Gift from Stephen Stuart-Smith, executor of the sitter's estate, accepted

6940 DAVID EMERY GASCOYNE, poet, ink drawing by Bettina Shaw-Lawrence, 1944
Gift from the artist, accepted

6941 JANKEL ADLER, artist, pencil self-portrait, 1944
Purchase from Gimpel Fils Ltd for £1,500, approved

6942 JOCELYN HERBERT, theatre designer, bronze head by Jenny West, 2001
Gift from the artist, accepted