

National Portrait Gallery

758TH MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on **Thursday 6 November 2014**

Present:

Sir William Proby (Chairman)
Dr Brian Allen
Ms C Allegra Berman
Professor Dame Carol Black
Dr Rosalind (Polly) Blakesley
Dr Augustus Casely-Hayford
Ms Kim Evans
Lord Janvrin
Mary McCartney
Dr Andrew Roberts
Mr David Ross
Mr Stephan Shakespeare
Ms Marina Warner

In attendance:

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

1. Chairman's business

As this was Mary McCartney's last Board meeting before the completion of her term as a Trustee, the Chairman expressed thanks on behalf of the Trustees for her excellent contribution over the last four years and for her support in photographic matters, fundraising and membership. The Trustees echoed the Chairman's thanks. Recruitment for a Trustee with expertise in architecture and buildings would begin shortly, and it was hoped that this would run concurrently with the recruitment of a Trustee with expertise in law and civil society.

The Chairman informed Trustees that he would be undertaking annual one-to-one appraisal meetings with all Trustees over the next few weeks, and that this process would be combined with a wider self-assessment exercise to facilitate more effective succession planning.

Polly Blakesley left the meeting while a proposal was put forward by the Chairman to pay her an agreed sum (£3,000 – a specially reduced rate) for the completion of a 20,000 word essay to feature in the catalogue to accompany the *Russia and the Arts* exhibition, which she was curating. The Trustees approved the payment.

The Director left the meeting and the Chairman updated Trustees on the recruitment process for a new Director, which it was hoped would conclude in the next few weeks.

2. Apologies and Declarations of Interest

Apologies for absence were received from The Rt Hon Nick Clegg MP and Mr Christopher Le Brun. No new declarations of interest were made.

3. Minutes of the previous meeting

The minutes of the meeting held on 3 July 2014 were approved as an accurate record and were signed by the Chairman.

4. Matters arising

The Director drew Trustees' attention to a number of improvements to the Gallery's working environment and culture which had been made as a result of recommendations by the Employee Survey Working Group. These included simple measures such as installing clocks in meeting rooms, the reinstatement of a biannual Director's Forum and Lunch, and improvements to communication between departments. The Group would continue to work on longer term improvements.

5. Director's Report

The Director reported that the Grayson Perry display, *Who Do You Think You Are?*, which had opened on 25 October, had been extremely successful so far, and that the unconventional format whereby the display objects were dispersed amongst the permanent Collection, was working well. The artist had participated in a number of events and talks over the last two weeks, and the display had received positive reviews in the press.

The Director also reported that an unrestricted donation of £1.14 million had been made to the Gallery recently by a donor who wished to remain anonymous. He suggested that £1 million of this money may be used to launch the 2020 Plan fundraising campaign, and that the remainder be put into the DCMS/HLF Catalyst: Endowments scheme. The Trustees agreed with this suggestion. Gift Aid was also being claimed on the donation, and this might be used to fund other projects.

The Director reported that he and a number of colleagues would be participating in the Movember fundraising campaign to raise awareness of men's health, while also promoting a new Gallery publication entitled *Moustaches, Whiskers and Bears* by Lucinda Hawksley.

6. Offers for Consideration

The Chief Curator and Curators presented the works on offer, which consisted of a photographic portrait of Dame Vivienne Westwood by Juergen Teller, which had been acquired alongside her commissioned portrait by the same artist; a recently purchased portrait medal of Robert Dudley which was being transferred from the Reference Collection, and a self-portrait in oil by Mark Gertler, bequeathed by a former longstanding Gallery Patron, Edgar Astaire. There was a short discussion about due diligence procedures in connection with the Gertler portrait, and the Trustees were satisfied that the necessary checks had been undertaken.

7. Update on Current Commissions

Sarah Howgate, Contemporary Curator, presented an update on current commissions. The format of the paper had been revised to include additional detail about commissions in progress. The Trustees approved the commissioning of a portrait of Sandy Nairne to mark the completion of his term as Director in February 2015. Two other proposed commissions were put forward as a result of recent discussions, but it was felt that although both were worthy candidates, their names should be considered in the usual way as part of a broader discussion at a future meeting.

8(a) 2020 Plan update

The Director reported that Haworth Tompkins Architects had completed their architectural and buildings feasibility study, and that a Statement of Significance had also been prepared by a heritage consultant. This would be used during consultations with English Heritage and Westminster City Council during the next couple of months. The Deputy Director reported that the Stoutzker Fundraising Partnership had undertaken about twenty-five interviews with Gallery supporters to date, and that the response to the 2020 Plan had been positive overall. The fundraising feasibility study report would be shared with Trustees in due course. The Director, Deputy Director and Senior Trusts Fundraising Manager had met with the HLF's London representatives earlier that week prior to submitting the first letter of intent outlining the 2020 Plan. The Director confirmed that the National Gallery's surveyors were in correspondence with the Gallery's surveyors regarding the potential transfer of the freehold of the East Wing to the National Portrait Gallery.

8(b) Towards a Digital Strategy

Sarah Tinsley, Director of Exhibitions and Collections, and David Saywell, Head of Digital Programmes, joined the meeting. Sarah emphasised that the Digital Strategy was still a work in progress, and that many choices still needed to be made in terms of prioritising areas for digital development. She ran through the reasons for preparing a Digital Strategy, explaining the benefits of investment in this area and the opportunities which would be missed if the Gallery did not develop its digital offer. David Saywell presented a number of suppositions, supported by data gathered from current Gallery website visitors, and explained that the website has become a destination in its own right, independent of visits to the Gallery. The Gallery would need to continue to build on this strength. The Trustees agreed that the strategy was moving broadly in the right direction, and that a good coherence had been built into it, although it was recognised that digital development and innovation often happens through many smaller, independent incremental developments rather than through a strategic plan, and that advice would need to be taken from a consultant about how to prioritise areas of work. It was agreed that another update should be made at the May 2015 Board meeting. The Chairman thanked Sarah Tinsley and David Saywell for their work on the Strategy.

9. Finance and Planning

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

9(a) Management Report for six months to 30 September 2014

Brian Allen, Finance Trustee, reported that at the end of September there was a favourable variance against budget of £1 million. This was mainly the result of underspends within several departments, including Exhibitions and Collections and Estates and Operations. However, planned additional expenditure had been identified for *Sargent & The Arts* and *Anarchy & Beauty*, which would result in Exhibitions expenditure exceeding its budget by the end of the financial year. Invoice phasing for an IT network storage upgrade also meant that the Estates and Operations figures were slightly skewed, and it was likely that funds would be fully utilised by the end of the year. Visitor numbers for the most recent month were lower than at the same point the previous year, but overall were slightly higher than last year. With the exception of *Bailey's Stardust*, exhibition visits had increased overall, with *Virginia Woolf* in particular achieving great success, having attracted 60,000 visits and exceeded expectations in terms of merchandise and catalogue sales. Venue hire was doing well, and the Key Performance Indicators were all satisfactory. The Director said that although sales of the *Bailey's Stardust* merchandise had been disappointing, it was hoped that some of the stock would be sold when the exhibition toured to Edinburgh and Canberra.

9(b) 2015/18 Corporate Plan content and Strategic Objectives

The Director and Director of Finance and Planning presented the draft 2015/18 Corporate Plan content and Strategic Objectives. The most important point would be to try to incorporate the Gallery's 2020 thinking into the Plan, ensuring that 2020 work fitted alongside the Gallery's regular work. Nick Hanks indicated that the focus of the 2020 Plan activities in this Corporate Plan would be the Gallery's application to the Heritage Lottery Fund for 2020 support, the completion of 2020 feasibility studies and the delivery of their outcomes. He would be encouraging colleagues to use their departmental plans to align the 2020 Plan objectives with the Gallery's Strategic Objectives, given that the Strategic Objectives provided an appropriate framework into which the elements of the 2020 Plan could be incorporated.

9(c) Portrait Trust update

Nick Hanks reported that the Chair of the Portrait Trust had met with the Director, and also with the Chief Curator and Director of Exhibitions and Collections since the last meeting. The meetings were to establish the protocols for the Gallery's submission of projects which the Trust might be willing to support and to decide how the Trust and the Gallery might work together in the future. It was proposed that a letter of agreement between the Trust and the Gallery should be drawn up to clarify expectations on both sides. The Trust's next meeting would take place the following week, and the Chairman, Director, Deputy Director and a representative from Haworth Tompkins would attend to update the Trustees on the outcome of the architecture and buildings feasibility study, which had been funded by the Trust.

9(d) Investment Report

Allegra Berman, Chair of the Investment Committee, reported that the Committee had met two weeks previously. The Portrait Fund portfolio and the Investment and Contingency (I&C) portfolio had both increased in value since June 2014, with the Portrait Fund increasing by 1.6% and the I&C by 2.2%. Proposals had been made by Partners Capital for asset allocation switches in both portfolios, and these were approved by the Committee. Partners Capital had also advised the Committee that the Catalyst: Endowment monies, when eventually passed to Partners Capital to invest, should be invested in its global equities Eagle Fund. Following the Gallery's switch to discretionary client status earlier in the year, Nick Hanks had been working with Partners Capital to ensure that the Investment Strategy and the more detailed Investment Policy Statement reflected the Charity Commission's best practice guidance. Minor changes to the documents which reflected the change in status had been approved by the Committee. The two documents would be reviewed again at the next Investment Committee meeting.

The Chairman thanked Brian Allen, Allegra Berman and Nick Hanks for the reports.

10. Audit and Compliance Committee

David Ross, Chair of the Audit and Compliance Committee (A&CC) reported that the last meeting had taken place on 23 October. Following a complaint which had been made to the Chairman in May 2014, an independent investigation had taken place, and a report had been submitted to the Chair of the A&CC which confirmed that the Gallery's responses to the complaint had been appropriate, and that the matter was now closed. A number of good practice recommendations which had been made in the report would be presented to a future Board meeting. The A&CC had reviewed the Corporate Risk Register and some minor changes had been made since the June A&CC meeting, and the latest update from internal

auditors, Moore Stephens, had not indicated any causes for concern in the recommendations arising from recent audits or in the progress of implementation of recommendations arising from past audit reports. The NAO had presented their audit strategy for the audit of the Gallery's 2014/15 accounts. A key risk had been identified in relation to the DCMS's decision to lay their 2014/15 accounts pre-recess, which would place added pressure on the Gallery's Finance Department at an already very busy time of year. However, DCMS was looking at ways it might be able to lighten the workload on bodies like the Gallery to alleviate some of the pressure. The A&CC had also reviewed the updated Due Diligence Policy. The Chairman thanked David Ross for the report.

11. Due Diligence Policy (Exhibitions & Collections)

Sarah Tinsley presented the updated Due Diligence Policy. New sections had been added covering expertise, the due diligence procedure and loan agreements, following a review of the policy against those of other museums and galleries. The updated policy would be published on the Gallery's website, and training with staff was already underway.

- THE TRUSTEES approved the updated Due Diligence Policy.

12. International Strategy

Laura Down, Head of National Programmes, and Rosie Wilson, Head of Exhibitions, presented the International Strategy, which had been prepared in the context of an increase in international work happening in the museums sector, and a greater emphasis by the DCMS on museums and galleries having an international profile. The aim of the strategy was to express boldly the Gallery's ambition and its current international partnerships. The Trustees recognised the impact that the Gallery's partnerships have internationally, citing the *Man Ray* tour to the State Pushkin Museum of Fine Arts and the ongoing loans exchange partnership with the State Tretyakov Gallery in Moscow as excellent examples of this. However, they also acknowledged that due to its scale the Gallery would need to continue being selective about future projects. It was recognised that the British Council would continue to provide the Gallery with key links to new large and small-scale collaborations across the world. Sarah Tinsley reported that an International Tours Manager would be joining the Gallery the following week to help develop international partnerships.

13. National Programmes update

Laura Down presented the National Programmes update. She confirmed that an application had been submitted to the Subject Specialist Network's Resilience Fund for support for the *Understanding British Portraits* network for the next three years. 2020 planning had been going well, with an excellent round-table meeting having taken place with colleagues from other museums and galleries during the summer, all of whom were supportive and enthusiastic about the opportunities for programme development. A positive meeting with Dame Helen Ghosh, Director-General of the National Trust, had also taken place recently and a follow-up was scheduled with National Trust colleagues. An advisory group would be established in the spring of 2015 to connect with colleagues in regional institutions with a view to developing the National Programme as part of the 2020 Plan. Laura drew Trustees' attention to the new National Programmes brand identity, entitled *Inspiring People*. The Director highlighted the recent *Wall Face* project, in which portraits from the Gallery's Collection were displayed at venues along Hadrian's Wall, as an excellent example of an innovative collaboration. The Chairman thanked Laura Down for the report.

14. Research update

The Director reported that a Research Advisory Panel had now been established, and that it had met for the first time the previous week. Brian Allen was the Trustee representative on

the panel. The meeting had been helpful in providing a steer on how to develop the Gallery's Research Strategy over the next few years. The Chief Curator highlighted some of the key research work which had been undertaken recently, including the *Making Art in Tudor Britain* project, which had provided material for *The Real Tudors* display and accompanying catalogue. An essay volume was also in production, and the project had generated some interesting partnerships, including with universities and other museums and galleries. She also highlighted the ongoing work to create a *Later Victorian Portraits Catalogue*, for which three tranches of work had already been published online. Work was underway on the next tranche, focussing on medical pioneers, with support from Alliance Boots. The Trustees recognised the importance of the Gallery's research work, and were keen that this should be emphasised in the 2020 Plan. They confirmed that regular Research reports to the Board would be welcomed. They congratulated the Trusts and Fundraising team for their success in obtaining grants to support the Gallery's research work, and thanked Peter Funnell, Head of Research Programmes, and his team for their excellent work.

15. Any other business

The Chairman thanked the Director for all his contributions to Trustees' meetings over the last twelve years, and for his skill and sensitivity in handling Board matters throughout this time. Trustees agreed that he had helped to create a culture of openness at Board meetings which was extremely effective. The Trustees looked forward to having further opportunities to thank him for his work as Director before his departure in February 2015. The Director thanked Trustees for the supportive, and appropriately challenging, spirit in which they had made the meetings so effective.

Appended list of portraits on offer

P1981 DAME VIVIENNE ISABEL WESTWOOD, fashion designer, C-type colour print by Juergen Teller, 2012.

Purchased from the artist at £8,500, approved.

6989 ROBERT DUDLEY, 1ST EARL OF LEICESTER, statesman and military commander, silver medal by unknown artist, 1587.

Purchased for the Reference Collection from *The Christopher Foley, FSA, Collection of English Medals of the 15th-17th Centuries*, Woolley & Wallis, Salisbury, 16 October 2014, lot 75 at £900 (hammer price). Transferral to the Primary Collection approved.

6990 MARK GERTLER, artist, 'Self-Portrait with Fishing Cap', oil on canvas self-portrait, c.1908-9.

Offered from the Estate of Edgar Astaire as a bequest, accepted.