

Minutes of the 785th Meeting of the Board of Trustees held via Video-Conferencing on 7 July 2021

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| PRESENT: | David Ross | Chair of the Board of Trustees |
| | Roger Blundell FCA | |
| | Dr Mark Cecil | |
| | The Rt Hon Chris Grayling MP | |
| | Marcus Harling | |
| | Dr Joanna Kennedy OBE | |
| | Rebecca Salter PRA | |
| | Bjorn Saven | |
| | Sir Peter Stothard | |
| | Christopher Townsend CBE | |
| | Rachel Wang | |
| | Professor Shearer West CBE | |
| | Jonathan Yeo | |
| | | |
| IN ATTENDANCE: | Dr Nicholas Cullinan | Director |
| | Effie Koliou | Head of Governance (Minutes) |
| | Ros Lawler | Chief Operating Officer |
| | Dr Alison Smith | Chief Curator |
| | Sarah Tinsley | Exec. Director, Programmes & Partnerships |
| | Lesley Williams FCA | Chief Financial Officer |

1. WELCOME AND APOLOGIES

1.1 The Chair welcomed everyone to the meeting and noted that a quorum was present.

1.2 Apologies had been received from Jacob Rees-Mogg.

2. DECLARATIONS OF INTEREST

2.1 Except as previously declared by Trustees, there were no conflicts of interest to be declared in respect of the business of the meeting.

3. MINUTES OF THE MEETINGS HELD ON 3 FEBRUARY AND 12 MAY 2021

3.1 The minutes of the 783rd and 784th meetings held on Wednesday 3 February 2021 and Wednesday 12 May, respectively, were agreed by the Trustees as a true and accurate record.

3.2 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] and [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

4. MATTERS ARISING AND ACTION SCHEDULE

- 4.1 Trustees congratulated Chris Townsend on his CBE.
- 4.2 There were no matters arising from the minutes of the last meeting.
- 4.3 The action points log was reviewed by the Board and it was noted that all actions were completed, in hand or covered elsewhere on the agenda.

5. CHAIR'S BUSINESS

- 5.1 The Chair and the Board of Trustees congratulated the executive on recent fundraising successes. [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 5.2 Trustees congratulated the Gallery team for winning the Best Use of Digital – UK Museums + Heritage Award noting the importance of investment in digital in fulfilling the Gallery's future digital ambitions and increasing audience reach.
- 5.3 A verbal update was provided on current Trustee campaigns.
- 5.4 Trustees discussed plans for reopening of the administrative offices as restrictions began to ease in a COVID compliant way noting that health and safety measures would continue to apply to minimise the risk to the *Inspiring People* Project.

6. DIRECTOR'S UPDATE

- 6.1 The Director introduced his report. Trustees noted good progress with the *Inspiring People* Project. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 6.2 Trustees were updated on fundraising noting that [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication] the David Ross Foundation had announced a £4m donation to the Gallery. They thanked David Ross and the Trustees of the David Ross Foundation noting that in recognition of this generous support the new North Façade entrance and public space would be named *Ross Place*. It was also advised that the fundraising campaign continued, with a particular focus on raising funds for key priority areas including digital and the Collection.
- 6.3 Trustees were informed of ongoing discussions with the Department for Digital, Culture, Media and Sport (DCMS) around the autumn Spending Review noting that a multi-year Spending Review was expected in the autumn. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

7. INSPIRING PEOPLE PROJECT UPDATE

- 7.1 The Chief Operating Officer introduced this item noting that, since the last meeting, the main contract with Gilbert Ash had been executed. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

- 7.2 Trustees noted that the forecast outturn cost of the project reported by Turner & Townsend remained in line with the project budget. They thanked the Project team for all their hard work and expressed their appreciation to Marcus Harling and *Inspiring People* Project Board advisor David Hickey for their assiduous advice and assistance in regard to legal and procurement matters.
- 7.3 Trustees were updated on curatorial and interpretative planning noting that plans for the majority of gallery spaces would be developed by the end of July. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 7.4 Trustees were updated on the project aimed to refresh the Gallery’s Vision and Values noting that a series of workshops would be organised by EDIT over the summer. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 7.5 Trustees noted progress with the Food and Beverage procurement process and the tender for the Retail design noting the appointment of the retail designer following the recent Trading Company Board meeting and that the invitation to tender for the East Wing and the Portrait Restaurant had been issued in late June. Trustees thanked the Director of Commercial for all their hard work and dedication in steering the development of both tendering processes over the past few months.
- 7.6 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

Rebecca Salter PRA and Inspiring People Project Director left the meeting.

The Head of Exhibitions joined the meeting.

8. OPENING EXHIBITION PROGRAMME

- 8.1 The Executive Director of Programmes and Partnerships updated Trustees on developing plans for the Gallery’s exhibition programme for the period 2023 to 2026. Trustees noted the ambitions and vision for the programme. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 8.2 Trustees considered the proposed opening exhibition programme. It was noted that the Curatorial Committee had endorsed the proposals noting that the programme offered a good range and balance of exhibitions, and the financial position had been reviewed and approved by the Finance Committee in June. [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 8.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 8.4 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

Rebecca Salter PRA re-joined the meeting.

9. FINANCE UPDATE

- 9.1 The Board reviewed the Management Information Pack as at March 2021 noting that the year-end position had improved since this was issued as a result of additional Government support received in March 2021 and in-year savings achieved during the last quarter of 2020-21.
- 9.2 Trustees were advised that the Gallery was operating below agreed reserves policy levels [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

10. ANNUAL REPORT AND ACCOUNTS 2020-21

- 10.1 The Chief Financial Officer presented the Annual Report and Accounts highlighting the changes made since the papers had been sent out and key areas for Trustee information. It was reported that the Annual Report and Accounts had been reviewed by the Audit and Risk Committee which had recommended that the financial statements be approved subject to the audit work being completed.
- 10.2 The Trustees noted that the National Portrait Gallery Company Limited (“Trading Company”) Board had considered and approved the Trading Company accounts at its June meeting for signature on the same day as the Gallery accounts.
- 10.3 The Trustees considered a report assessing the going concern position of the Gallery for a period of 12 months from the date of signing the accounts. It was advised that both the Gallery and the Trading Company were a going concern at the point of signing the accounts.
- 10.4 It was reported that the National Audit Office had confirmed that there would not be an emphasis of matter on the accounts, in respect of both regularity and the true and fair view on the Group financial statements.
- 10.5 Trustees noted the annual report from the Audit and Risk Committee to the Board. They welcomed the changes to the format of the Annual Report and thanked the team for bringing together pertinent information about the Gallery’s performance and future plans to create a compelling narrative.
- 10.6 Subject to the final audit report being issued and reviewed by the Audit and Risk Committee and the Chair, the Board approved the Annual Report and Accounts and a letter of representation to be sent to the Comptroller and Auditor General and authorised the Chair to sign these on the Board’s behalf.

Action: Chief Financial Officer

- 10.7 The Trustees recorded their thanks to the Chief Financial Officer for their hard work and efforts to finalise the accounts so that they can be laid by Parliament as per the original timetable.

11. ADMINISTRATIVE AND STATUTORY MATTERS

(a) Governance Matters

- 11.1 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 11.2 It was noted that during the closed session of the Board in May 2021, the Trustees had re-elected David Ross as Chair subject to his reappointment as a Gallery Trustee. David Ross expressed his appreciation and gratitude for the Board’s continuous support.
- 11.3 Trustees APPROVED the appointment of Roger Blundell as a Director to the Trading Company Board for the duration of his term as Trustee; the appointment of Dr Mark Cecil and Marcus Harling to the Portrait Fund Board of Trustees, both for the duration of their term as Trustees; and the reappointment of Lord Janvrin to the Board of Trustees of the Portrait Fund for a further term.
- 11.4 Trustees reviewed and APPROVED the revised Terms of Reference of the Finance and Operations Committee and the Chair’s Group.
- 11.5 Trustees reviewed and APPROVED the revised Investment Strategy and Policy Statement, Security and Protection Policy, and Safety and Well-being Policy.
- 11.6 Trustees reviewed and RATIFIED the Register of Interests of Trustees and Directors.
- 11.7 Trustees noted the updates included in the report. They thanked the Duchess of Wellington who had recently retired from the Board of Trustees of the Portrait Fund, Rob Dickins who had stepped down from the Digital Advisory Group and the Trading Company Board following his retirement as a Gallery Trustee and Ben Whitmore who would be stepping down from the Investment Committee at the end of the year for their support throughout the years.

(b) Framework Agreement

- 11.8 The Board received an update on the draft Framework Agreement with the DCMS noting that discussions were continuing. Trustees discussed the additional reporting requirements in areas such as risk, counter fraud and procurement [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 11.9 The Board agreed to delegate responsibility for signing the Framework Agreement to the Chair, on the advice of the Legal Trustee, Marcus Harling, with regard to the final revisions to the agreement.

12. OFFERS FOR CONSIDERATION

- 12.1 Dr Alison Smith, Chief Curator, presented the works on offer.
- 12.2 Trustees APPROVED the acquisition by transfer of a portrait of [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

13. OPERATIONAL READINESS AND BENCHMARKING

13.1 The update was noted by the Board.

14. ANNUAL FOI AND PQ REPORT

14.1 The report was noted by the Board.

15. COMMITTEE REPORTS

15.1 Trustees noted the reports of Committees.

16. QUARTERLY REPORTS

16.1 The quarterly reports were noted by the Trustees.

17. FORWARD BOARD AGENDA

17.1 Trustees noted the forward agenda plan.

18. ANY OTHER BUSINESS

18.1 There was none.

19. DATE OF NEXT MEETING

19.1 Trustees noted the date of the next meeting as Wednesday 3 November 2021.

David P. J. Ross
Chair

3 November 2021
Date

Appendix

List of works on offer ACCEPTED by the Board

[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000
Future publication]

List of works on offer ACCEPTED by the Board UNDER RULE THREE¹

[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000
Future publication]

David P. J. Ross
Chair

3 November 2021
Date

¹ *The Trustees may consider the admission of portraits of persons of eminence, whether living or deceased within the previous five years. As to portraits of the living, if a person is not already represented in the [Primary] Collection, and if so many as three Trustees shall personally at the meeting, or previously by letter, state their dissent to the acquisition of a portrait, no portrait of that person should be considered by the Trustees for a period of three years from that date.*