

National Portrait Gallery

749th MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on
Thursday 28 June 2012

Present:

Professor Sir David Cannadine (Chairman)
Ms C Allegra Berman
Professor Dame Carol Black
Sir Nicholas Blake (for part)
Dr Rosalind (Polly) Blakesley
Dr Augustus Casely-Hayford
The Marchioness of Douro
Ms Kim Evans
Lord Janvrin
Sir William Proby
David Ross

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 reported that the appointments of two new Trustees would shortly be announced. The new candidates would take up their appointments in the autumn following the completion of Zeinab Badawi and Lady Douro's second terms. The Chairman expressed the Trustees' affectionate and admiring thanks to Zeinab Badawi and Lady Douro for their time, effort, engagement and support over the last eight years. He was pleased to report that Lady Douro would continue as a Trustee of the Portrait Fund after the completion of her term as a Gallery Trustee.

2. Apologies and Declarations of Interest

Apologies for absence were received from Ms Zeinab Badawi, The Rt Hon Nick Clegg, Mr Christopher Le Brun, Ms Mary McCartney and Professor Marina Warner. Lady Douro declared that she knew the owner of one of the portraits on offer to the Trustees that day.

3. Minutes of the previous meeting

The minutes of the meeting held on 17 May 2012 were approved as an accurate record and were signed by the Chairman.

4. Matters arising

The Articles of Association of the Portrait Trust were tabled for Trustees' information. The Director suggested that members of the Investment Committee and the Gallery's investment advisors be invited to meet Trustees at the end of the Review Day on 20 September, and Trustees agreed that this would be useful. The Chairman reported that he had replied to the Culture Secretary's letter regarding increasing the fundraising capacity of Boards in the museums sector which had been tabled at the previous meeting, but that he had not received a response.

Action point: Director's Office to arrange for members of the Investment Committee and the Gallery's investment advisors to be invited to meet Trustees in September.

5. Director's Report

The Director reported on a range of matters including the installation of the Gallery's new access control system, which was in progress. He reminded Trustees that photographic passes should be worn at all times when visiting the Gallery office buildings, and requested that Trustees give their name, and the name of the member of staff they are visiting, at the reception desk on arrival. He reported that the Senior Management Team had held a positive and useful Review Day on 13 June, in which they had focussed on thinking ahead towards Project 2020. A short debrief of the day's discussions had been circulated to all staff. *The Queen: Art and Image* had been open for six weeks, and the critical response had been positive. Attendance figures had also been good. The Director was pleased that Polly Blakesley and Gus Casely-Hayford had been able to attend the Trustees' visit to Montacute House on 18 May. He and the Deputy Director would try and find other similar opportunities for Trustees whenever possible.

The Director updated Trustees on connections with museums and galleries in Moscow. The Pushkin Museum of Fine Arts had confirmed that it would take *Man Ray Portraits* in the summer of 2013, and the Director and colleagues had had further discussions with colleagues at the State Tretyakov Museum regarding a possible exchange of key loans and a potential visit by our patrons. Polly Blakesley left the meeting. The Director informed Trustees that Polly had put forward a proposal about an exhibition of late nineteenth century Russian portraiture and that she was willing to curate the exhibition without a fee if the Gallery would cover her travel expenses. The Trustees were content that, subject to further advice from the Charity Commission, the Director should invite her to be the exhibition's curator.

- THE TRUSTEES approved the appointment of Polly Blakesley as curator of the Russian portraiture exhibition, subject to approval by the Charity Commission.

6. Offers for Consideration

The Chief Curator was pleased to report the success of applications to the Art Fund and the National Heritage Memorial Fund for funding to acquire the portrait bust of Thomas Hollis by Joseph Wilton, as discussed at the last meeting. She thanked Lucy Peltz, Curator of 18th Century Portraits, for her work on the applications. Following the Chief Curator's conversations with colleagues and with the Portrait Fund Trustees, the Trustees approved a proposal to bid for a portrait which was due to be auctioned the following week.

The Curators reported on acquisitions and portraits on offer. Offers accepted included the five year loan of a portrait of Ira Aldridge after James Northcote and a commissioned portrait of Dame Kelly Holmes by Craig Wylie. The Chairman left the meeting while the Trustees considered a pencil portrait of him by Sheldon Hutchinson, which had been commissioned to mark the completion of his term as Chairman. The Trustees accepted the portrait, a second version of which would be presented to the Chairman later that day.

A portrait of Sir Thomas Merton was withdrawn from consideration for the Primary Collection as it was discovered to be a print rather than a pencil drawing. It would be reconsidered by curators for acquisition for the Reference Collection.

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

7. Commissions

Sarah Howgate, Contemporary Curator, reported on the status of current commissions, including those of Tony Blair, Gordon Brown and HRH The Duchess of Cambridge. It was agreed that as a number of high profile commissions were in progress, sitters for the next round of commissions should be nominated at a later meeting.

8. Finance and Planning

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

8(a) Final Management Report for 2011/12

Sir William Proby, Finance Trustee, congratulated all staff on the success of the *Lucian Freud Portraits* exhibition, which had contributed significantly to the positive year end result in the final Management Report for 2011/12. He also congratulated Pim Baxter and her team on managing the Gallery's excellent and ongoing relationships with BP and BT. The Trustees recognised that the years ahead would be challenging, and that a further reduction in DCMS funding in the final year of the current spending review was likely.

- THE TRUSTEES noted the 2011/12 Management Report.

8(b) 2011/12 Annual Report and Accounts

The Trustees reviewed the 2011/12 Annual Report and Accounts, including the Gallery's new Governance Statement which replaced the previous Statement of Internal Control. The Governance Statement provided a more holistic view of the Gallery's governance framework and controls and included detailed information about Trustees' attendance at meetings. There was a discussion in which it was agreed that emphasis should be placed on the wider contributions Trustees make to the Gallery, and not just on meeting attendance. With this amendment, the Trustees were content for the Chairman and the Director to sign the Accounts.

- Subject to the amendment above, THE TRUSTEES approved the 2011/12 Annual Report and Accounts.

8(c) Portrait Trust update

The Director of Finance and Planning reported that the Portrait Trust now had three founding Trustees – Professor Sara Selwood, Anthony Brooke and Margaret Exley. Professor Sir David Cannadine would become a Trustee upon completion of his Chairmanship. The Articles of Association of the Trust had been agreed, and the Trust had been registered as a limited company with Companies House. A bank account for the Trust had also been opened. The registration of the Trust with the Charities Commission was in progress. Some work was still required to draft an operating agreement between the Trust and the Gallery in relation to the administrative services the Gallery would provide to the Trust.

9(a) Risk Management

David Ross, Chair of the Audit and Compliance Committee, reported that the Committee had discussed the Portrait Trust at its meeting the previous week. The Trustees' Register of Interests and Corporate Risk Register were also reviewed, and one minor adjustment to the Risk Register was made. The National Audit Office's

report on their audit of the Accounts was reviewed, and no significant recommendations were made or significant control weaknesses identified. The Committee was updated on the National Portrait Gallery Company's recent activity, and noted the good result for the year.

9(b) Audit and Compliance Committee Annual Report

The Trustees noted the Audit and Compliance Committee Annual Report, which reported on the work the Committee had undertaken during the year. In particular, it covered the developments in risk and risk management during 2011/12, including actions taken to strengthen controls where appropriate. The report also included a review of the effectiveness of the Committee during the year. The Chairman thanked David Ross for the report.

10. Annual Exhibitions Report

The Chairman welcomed Sarah Tinsley, Director of Exhibitions and Collections, to the meeting. Sarah reported that 2010/11 had been a challenging year in that visitor numbers had been lower than anticipated, but 2011/12 had marked a significant increase, with the *BP Portrait Award 2011* exhibition achieving record attendance, followed by the success of the *Lucian Freud Portraits* exhibition. She highlighted a number of current collaborations with other institutions: the Museum of Modern Art in Fort Worth, where *Lucian Freud Portraits* was currently being shown; the Scottish National Portrait Gallery and the Pushkin Museum of Fine Arts in Moscow which would show *Man Ray Portraits* in 2013, and the Smithsonian American Art Museum which would be lending portraits for the *American Indian Portraits by George Catlin* exhibition, also in 2013. Sarah ran through the long term exhibitions schedule, and the Trustees acknowledged the many variables involved in trying to achieve the right mix of exhibitions, including external considerations such as sponsorship.

The Trustees were shown some images from three forthcoming exhibitions, and were positive about the forthcoming programme. The Chairman thanked Sarah Tinsley for the report.

- THE TRUSTEES endorsed the 2012-16 exhibitions schedule.

11. Matters for report

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

14. Any other business

The Chairman conveyed his heartfelt gratitude to all Gallery staff and his fellow Trustees for their enthusiasm and commitment during his time as a Trustee. He was delighted that his Chairmanship had coincided with a number of remarkable successes, in terms of exhibitions, acquisitions, loans, visitor numbers and fundraising, and expressed his good wishes to Sir William Proby, who would now take on the Chairmanship of the Board. The Director thanked Sir David on behalf of all colleagues for his attentiveness, care and concern and for representing the Gallery in such a positive way. He also thanked the Chairman on behalf of the Trustees for conducting the Board meetings so thoughtfully, wisely and attentively. The Trustees echoed these thanks.

Appended list of portraits on offer

P1698 RUPERT BROOKE, poet, gelatine silver print by Sherrill Schell, April 1913.
Purchase from Bonhams, Knightbridge, on 12 June 2012 for £808, approved.

L251 IRA FREDERICK ALDRIDGE, actor, oil painting after James Northcote (1746-1831).
Offer as a loan for a period of five years, accepted.

6943 WALTER CRANE, illustrator, designer, painter and socialist, crayon drawing by Flora Lion, 1911.
Purchase from Kelmscott Bookshop for \$3,000, approved.

P1699 RAMSAY MacDONALD, Prime Minister, with **MAX PLANCK**, Nobel Prize winning Physicist, **ALBERT EINSTEIN**, Physicist, **HERMANN R. DIETRICH**, German Finance Minister, **HERMANN SCHMITZ**, German industrialist, and **JULIUS CURTIUS**, German Foreign Minister in the Chancellery, Berlin. Vintage gelatin silver print by Erich Salomon, 1931.
Purchase from L Parker Stephenson for \$6,000, approved.

6944 DAME KELLY HOLMES, athlete, oil painting by Craig Wylie, 2012.
Commissioned by the Trustees at £4,000 as part of the BP Portrait Award prize, 2008, approved.

6945 SIR DAVID NICHOLAS CANNADINE, historian; Chairman of the Trustees of the National Portrait Gallery, pencil drawing by Sheldon Hutchinson, 2012.
Commissioned by the Trustees at £800, approved.