

National Portrait Gallery

757TH MEETING

Minutes of the Meeting of the Trustees held at the National Portrait Gallery on
Thursday 3 July 2014

Present:

- Sir William Proby (Chairman)
- Dr Brian Allen
- Ms C Allegra Berman
- Dr Rosalind (Polly) Blakesley
- Dr Augustus Casely-Hayford
- Ms Kim Evans
- Lord Janvrin
- 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

Following the meeting of the Senior Staff Remuneration Committee meeting, which had taken place earlier in the day, the Trustees were unanimous in thanking the Director for his outstanding performance and leadership throughout the year. In the Director's absence, the Chairman updated the Trustees on the procedures which would be followed for the investigation of a complaint made to the Gallery by the Rice family.

2. Apologies and Declarations of Interest

Apologies for absence were received from Professor Dame Carol Black, The Rt Hon Nick Clegg MP, Mr Christopher Le Brun and Ms Mary McCartney. No new declarations of interest were made.

3. Minutes of the previous meeting

The minutes of the meeting held on 15 May 2014 were approved as an accurate record and were signed by the Chairman.

4. Matters arising

There were no other matters arising.

5. Director's Report

The Director was pleased to report that the purchase of Sir Anthony Van Dyck's Self-Portrait had been completed earlier that week, and that a small event had taken place to thank major donors and those who had been involved closely with the fundraising campaign. Trustees would be kept informed of plans to tour the portrait to a number of venues across the country over the next three years in between it being displayed at the Gallery each autumn. The Director reported that the *BP Portrait Award 2014* exhibition had opened the previous week, and thanked Trustees for their help in hosting the opening events. A

peaceful protest the previous weekend by the campaign group Art not Oil had been handled extremely well by members of the Visitor Services Team. The annual staff picnic and sports day had taken place the previous evening, and the Director thanked Judith West and colleagues for organising the event. The Trustees expressed their congratulations to Paul Moorhouse on the great success of *The Great War in Portraits*, which had achieved more than twice the predicted number of visitors.

The Deputy Director updated the Trustees on the Employee Survey Working Group, which had been meeting on a monthly basis to identify improvements to the Gallery's working environment and working culture following the Employee Survey which was undertaken in January 2014. Some immediate recommendations had already been implemented, and later in the summer the group would be preparing a longer-term action plan. The Trustees emphasised the importance of using Project 2020 as a way to engage staff in the Gallery's future development in a positive way. It was also agreed that staff surveys should take place every three years, with the possibility of informal canvassing of opinion in between the surveys.

6. Offers for Consideration

The Director introduced the new Head of Photographs Collections, Phillip Prodger. The Curators reported on portraits on offer, which included an albumen stereoscopic card depicting Isambard Kingdom Brunel and a chalk drawing of Herbert Howells by Leonard Boden. Portraits of Dame Vivienne Westwood, HM The Queen and HRH Camilla, Duchess of Cornwall, were discussed and the Trustees gave their authority to the Director to move forward with the acquisitions and to update the Board at the next meeting.

- THE TRUSTEES approved the acquisition of the portraits on the appended list.

7. Update on Current Commissions

The Contemporary Curator updated the Trustees on commissions in progress, including the aforementioned portrait of Dame Vivienne Westwood by Juergen Teller, for which the artist was yet to decide on the size of the final print.

8(a) 2020 Plan update

The Director thanked the Trustees who had participated in recent 2020 workshops to discuss interpretation planning, digital development and the national programme. Colleagues would continue to work on these areas and would begin to draw up propositions around which the Gallery could then undertake consultations. He reported that the recent first stage application to the Clore Duffield Foundation for support for a new Learning Centre had not been supported at this stage as Clore had felt that the Gallery's plans were still at too early a point to consider as a formal application. However, the Foundation had indicated that it would welcome an application at a later date. The Trustees confirmed that they were keen to continue to be involved in 2020 discussions and workshops over the coming months.

8(b) Buildings Feasibility Study presentation by Haworth Tompkins

Graham Haworth and Jim Reed of Haworth Tompkins architectural practice joined the meeting. Following their presentation at the previous meeting, Haworth Tompkins had had further discussions with Gallery colleagues and had put together a refined set of proposals for improvements to the Gallery buildings.

Haworth Tompkins also provided an overview of the construction and project costs for each of the above projects. Trustees were pleased with the proposals, and agreed that the next

step would be to begin consultations with neighbours, Westminster City Council, English Heritage, Gallery colleagues, visitors and supporters. The Trustees thanked Haworth Tompkins for their excellent work over the last six months.

9. Finance and Planning

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

9(a) Final Management Report for 12 months to 31 March 2014

Brian Allen, Finance Trustee, reported that the final position as at 31 March 2014 showed a positive result compared to the planned budgeted deficit. During the year the Gallery had earned more income than had been budgeted and expenditure was significantly lower. The increase in income was mainly as a result of the HLF/DCMS Catalyst:Endowments match funding scheme and the Van Dyck fundraising appeal (although much of this income was restricted), together with increased exhibition admissions income from *Bailey's Stardust*. The under spend on expenditure was split fairly evenly between core and project costs, and although much of the core under spends related to salaries, a number of small under spends in departmental cost codes did reflect genuine savings, and Brian congratulated Gallery staff on keeping these costs down. The *Bailey's Stardust* exhibition had performed well, and achieved over 150,000 visits, although sales of merchandise had been lower than forecast. Two of the three business arms of the National Portrait Gallery Company had not achieved their budgeted income for the year; nevertheless, the Company had made its second highest profit to date since it began trading in 2007.

9(b) 2013/14 Audited Accounts and Annual Report

Nick Hanks reported that the Gallery's total fund balances had increased substantially, although this was wholly due to a recent professional revaluation of its buildings and land, which has increased significantly the value of the Gallery's land. Total incoming resources were 7% higher than in the previous year, with much of this income relating to the Van Dyck fundraising appeal and the Catalyst scheme, but also exhibitions sponsorship and Trading income. This was positive when considered against the backdrop of a 3% reduction in Grant-in-Aid. Nick highlighted the Gallery's performance against its 2013/14 funding agreement indicators, which showed a positive range of outcomes for the year compared to previous years.

- THE TRUSTEES approved the 2013/14 Audited Accounts and Annual Report, which were signed off by the Chairman.

9(c) DCMS Management Agreement

The Director presented the proposed Management Agreement between the Gallery and DCMS. The Trustees were keen that the National Museum Directors' Council and the Finance Directors' Group should continue to explore issues surrounding the new financial freedoms granted to museums through conversations with the DCMS.

- THE TRUSTEES approved the Management Agreement, for signature by the Chairman and Director.

9(d) Investment Report

Allegra Berman, Chair of the Investment Committee, reported that the Committee had not met since the last Board meeting and she updated Trustees with the portfolio valuations as at 31 March. A paper had been circulated to the Trustees outlining a proposed change in management relationship status between the Gallery and its investment advisors, Partners Capital, changing the Gallery's status from an advisory client to a discretionary client. This

had been prompted by an EU directive dealing with investment management. Allegra confirmed that a number of other museums and galleries had undergone this transition, and that it was in line with recent Charity Commission guidance. The Committee was confident that the Gallery's Investment Strategy provided clear parameters within which Partners Capital would still need to operate, and that the change in status would ensure that the Gallery continued to have greater flexibility in terms of access to a wider range of investment funds.

- THE TRUSTEES approved the recommended change in management relationship status from advisory to discretionary.

10. Audit and Compliance Committee

10(a) Risk Management

Kim Evans, who had chaired the recent Audit and Compliance Committee (A&CC) meeting, gave an update to Trustees. A number of issues had been discussed by the Committee at their last meeting, including the Annual Report and Accounts and the NAO's Audit Completion Report arising from the audit, and the mechanism for managing the complaint from the Rice family. The A&CC had reviewed the Gallery's Registers of Interest, and was satisfied that there were no conflicts of interest which had not been disclosed. The Committee had reviewed the Corporate Risk Register, and would ensure that the Van Dyck touring project was added as a separate project-related risk. The risk of a reduction in DCMS funding had been changed from red to amber, although this may revert to red following the general election in 2015 if the new administration continued with austerity and cuts to public sector funding. The risk of a decrease in staff morale would continue to be monitored closely. The Committee was updated on the 2013/14 internal audit programme and progress with implementing the outstanding recommendations arising from it - all but one recommendation had been implemented. The Company's results for the year were reviewed. The Company's accounts had been approved on 3 June, and there had been no changes to the Company risk register.

10(b) Audit and Compliance Committee Annual Report

The Trustees reviewed the report and the Chairman thanked the Audit and Compliance Committee and Nick Hanks for their excellent work throughout the year.

- THE TRUSTEES noted the Audit and Compliance Committee Annual Report.

11. Annual Exhibitions Report

Sarah Tinsley, Director of Exhibitions and Collections, joined the meeting. She reported that over the last year the exhibitions programme had been rich and well-balanced, and that each exhibition had achieved its attendance target. The Exhibitions team was always taking into account the lessons learned from each project when planning future exhibitions. The Programme Group also played an important role in taking a holistic view of the programme of exhibitions and displays throughout the Gallery. She reported that in 2015 a two-year trial of digital submission to the *BP Portrait Award* would begin, and that this would be an important step forward. Sarah updated the Trustees on the key strategic issues facing the Exhibitions and Collections team, including the continued varied use of the area outside the Wolfson Gallery; the planned introduction of trials to widen the parameters for temperature and relative humidity in some parts of the Collection following advice from the Bizot Group of exhibition organisers; the preparation of an International Strategy for the Gallery, which would be presented to the Trustees in November, and a review of exhibitions budgets,

particularly in relation to transport costs. The Chairman thanked Sarah Tinsley for the report.

12. Exhibitions and Displays Policy update

Sarah Tinsley highlighted some minor changes to the Exhibitions and Displays Policy, the majority of which reflected new structures and working groups within the Gallery.

- THE TRUSTEES approved the updated Exhibitions and Displays Policy.

13. Annual Freedom of Information update

The Trustees reviewed the annual Freedom of Information update, noting that overall the number of requests had decreased compared with the previous year. The Trustees wished to pass on their thanks to Robin Francis, Head of the Heinz Archive and Library, for his excellent work logging and responding to requests throughout the year.

- THE TRUSTEES noted the annual Freedom of Information update.

14. Annual Health and Safety update, including Health and Safety Policy

Judith West, Director of Operations and Resources, joined the meeting. She reported that the Gallery had recently changed its Health and Safety provider from the Natural History Museum to the Victoria and Albert Museum. The new advisor had proposed that the Health and Safety Policy be renamed the Safety Policy, as the separate Wellbeing Policy covered the areas relating to employees' and visitors' health and wellbeing. Minor changes to the content of the Safety Policy were also proposed to reflect the new provider's details. The Trustees reviewed the annual Health and Safety update, and noted that the Gallery was in the process of designing, and obtaining planning permission for, a central handrail in the front staircase, which was still the most common area where slips, trips and falls were being reported.

- THE TRUSTEES noted the annual Health and Safety update and approved the minor changes to the Safety Policy, including the change of name.

15. Any other business

The Trustees thanked Judith West for her many excellent contributions to the Gallery and for staying on a part-time basis until September, and wished her well in her forthcoming retirement.

Appended list of portraits on offer

P1979 ISAMBARD KINGDOM BRUNEL, civil engineer, albumen stereoscopic card by Robert Howlett and George Downes, 1857

Purchased at Bloomsbury Auctions, Photographs & Photobooks sale, Friday 6 June 2014, lot 20 at £1,000 (hammer price), approved.

6988 HERBERT NORMAN HOWELLS, composer, chalk drawing by Leonard Boden, c.1974

Offered from the estate of Mrs B R Boissard as a bequest, accepted.

