

National Portrait Gallery

Minutes of the 776th Meeting of the Board of Trustees held at the National Portrait Gallery, London WC2 on 15 May, 2019

PRESENT:	Mr David Ross	(Chair)
	Dr Brian Allen	
	Ms Allegra Berman	
	Mr Roger Blundell	
	Mr Rob Dickins	
	Mr Marcus Harling	
	Dr Joanna Kennedy	(to Item 13)
	Mr Bjorn Saven	
	Sir Peter Stothard	
	Dr Andrew Roberts	
	Mr Christopher Townsend	(to Item 13)
	Ms Rachel Wang	
	Professor Shearer West	
APOLOGIES:	Mr Christopher le Brun	
	Sir Michael Hintze	
	The Rt Hon Andrea Leadsom MP	
	Mr Jonathan Yeo	
IN ATTENDANCE:	Dr Nicholas Cullinan	Director
	Mrs Pim Baxter	Deputy Director and Secretary to the Board
		<i>[INFORMATION REDACTED in accordance with section 40 of the Freedom of Information Act 2000 – Personal Data]</i>
	Ms Lesley Williams	Chief Financial Officer

1. CHAIR'S BUSINESS

- 1.1 The Chair noted the significant milestones achieved in the *Inspiring People* project since the last meeting, and the Board of Trustees recorded their thanks to all of the staff who had worked hard to make this possible.
- 1.2 The Chair reported that he had met the Parliamentary Under Secretary of State at the Department for Digital, Culture, Media and Sport ("DCMS") and discussed the *Inspiring People* project, that he and the Director would be meeting The Right Honourable Andrea Leadsom MP in the coming weeks.
- 1.3 The Chair and the Board of Trustees recorded their thanks to *[INFORMATION REDACTED in accordance with section 40 of the Freedom of Information Act 2000 – Personal Data]*.

2. DECLARATIONS OF INTEREST

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

The minutes of the 775th meeting held on Wednesday 13 March, 2019 were agreed by the Trustees subject to the addition on the first page of Mr Christopher Townsend to the list of those in attendance.

4. ACTIONS AND MATTERS ARISING

- 4.1 Dr Alison Smith had at lunch before the meeting presented the current interpretation of, and planning for the design of the Gallery post completion of the *Inspiring People* project. The Trustees present had supported the ambition to give visitors choice and agency, to increase interactivity, and at the same time to improve the aesthetic appearance of the Gallery. The Trustees present had noted that design work would continue as the project progressed, and asked the team to engage with, and design for the needs of those with disabilities of all kinds as plans were refined. The presentation and implementation plan would be circulated to the Board of Trustees.

Action: Interim Corporate Secretary

- 4.2 The Trustees asked to review the Gallery's Commissioning and Acquisition policy, and discuss potential sitters at the next meeting of the Board. It was important to do this on an annual basis so as to identify sitters of current importance, even if portraits were not commissioned immediately.

Action: Chief Curator

- 4.3 The Chairs' Group would undertake a review of Board Sub-Committee terms of reference at its next meeting.

5. DIRECTOR'S REPORT

- 5.1 The Director presented his report. DCMS had since the last meeting approved the *Inspiring People* Outline Business Case [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Unanimous planning permission and listed building consent for the project had also been granted by Westminster City Council. The Second Round application to National Lottery Heritage Fund ('NLHF') to secure the remainder of their grant offer of £9.4million had now been submitted, along with a number of supporting reports and documents. The Director thanked his team for the hard work involved in preparing this.

- 5.2 The Director reported that he had discussed the Gallery's allocation of Grant-in-Aid with DCMS [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. The Chief Financial Officer was asked to circulate data comparing the level of Grant-in-Aid allocated to the Gallery with that allocated to its peer museums and galleries.

Action: Chief Financial Officer

- 5.3 The Director noted that he and his team were now focusing on events in the years after completion of the *Inspiring People* project, and up to 2030. The Exhibition Programme and National and International Programmes would be brought to the next meeting for review.

Action: ED, Programmes and Partnerships

- 5.3 The Director reported that recruitment for a chief operating officer was underway. Roger Blundell and Joanna Kennedy had offered to assist with this process.

6. OFFERS FOR CONSIDERATION

- 6.1 Dr Alison Smith, Chief Curator, presented the works on offer.

The works consisted of an oil on canvas portrait of John Osborne Riches by Ford Madox Brown, three works on artboard by Walker Hodgson, an ink on paper of Rudolf Schwarz by Louis Kahan, a gelatin silver print with ink on card photomontage of Sir John Major by Peter Kennard (Rule Three* applies) and [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future Publication].

6.2 The Trustees noted that the gelatin silver print and video film offered under Rule Three.

**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.*

6.3 The Trustees debated the relative importance of, and need to balance the status of sitters in the Collection and the merit of each portrait as an artwork. The Trustees then approved the acquisition of the portraits on the appended list. The Trustees asked Dr Alison Smith to ensure that the contract to acquire the video portrait would give the Gallery the right to show it on all planned channels and devices.

Action: Chief Curator

7. BANKING, STATUTORY AND ADMINISTRATIVE MATTERS

7.1 A banking, statutory and administrative report was taken as read.

7.2 Draft terms of reference for the Chairs' Group were noted. These would be discussed at the Chairs' Group before consideration by the board.

7.3 Draft terms of reference for the Remuneration Committee were approved subject to amendment to provide that the Human Resources Director would act as Secretary to the Committee.

7.4 The Trustees noted a proposal that *[INFORMATION REDACTED in accordance with section 31 of the Freedom of Information Act 2000 – Law Enforcement]*. The Trustees wanted to be certain that a signatory without specialist knowledge could not, for instance, approve a payment from one of these in error. The Chief Financial Officer would bring a proposal back to the Trustees for a protocol or controls to address this concern. The Chief Financial Officer would also discuss the form of board minute required to change the mandate with the bank.

Actions: Chief Financial Officer

8. INSPIRING PEOPLE UPDATE

8.1 Pim Baxter reported on the progress of the Inspiring People project. The Trustees noted that the Inspiring People Project Board ('the IPPB') had at its meeting in April 2019 approved the RIBA Stage 3 design report for the project, subject to a number of caveats that would be addressed during work on the RIBA Stage 4 design.

8.2 A decision by NHLF in respect of its grant offer of £9.4 million was not expected until late summer. It would be usual for applicants to cease incurring costs pending a NHLF decision, but the executive team and *Inspiring People* Project Board ('the IPPB') were concerned that there was significant risk inherent in stopping work on the project now. The IPPB had debated the issue at length at its last meeting, and had recommended that design work continue pending the NHLF decision. *[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]*.

8.3 The Trustees noted a summary of the advantages and disadvantages of continuing work. Stopping now would break the current positive momentum of the project, and it would take some time to reassemble the teams working on it, potentially putting the project programme at risk. Continuing work would, on the other hand, de-risk the project by drawing up a more comprehensive and exact specification pre-tender, and identifying potential risk. This would in turn lead to higher quality and more reliably costed building tenders, and make it possible to receive and interrogate the tenders before beginning to move the Collection. *[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]*. After some discussion the Trustees agreed that the risk

inherent in stopping work was greater than that of continuing, and that the potential benefit in continuing was significant. The Trustees then approved the continuation of design work [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. The Trustees asked that the team and IPPB take particular care to monitor and minimize cost during this period.

8.3 The Trustees noted the *Inspiring People* risk register.

9. INSPIRING PEOPLE FINANCE REPORT

Lesley Williams presented the *Inspiring People* Finance Report.

10. INSPIRING PEOPLE OPEN DISCUSSION

10.1 The Deputy Director then updated the Trustees on fund raising for the *Inspiring People* project. To date the Gallery had secured almost £31.5 million towards the project total cost of £35.5m.

10.2 The Trustees noted the rooms and galleries which were available for naming, and roundels available for “adoption” and made a number of suggestions as to individuals and companies to approach. The Trustees suggested that the Development Team consider themes [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Each of the Trustees undertook to consider and revert back to the Director and Deputy Director with suggestions to assist the funding effort.

Action: Trustees

11. FINANCE REPORT

11.1 Lesley Williams presented the Finance Report. The management accounts for the full year 2018-2019 (which had yet to be audited) showed a draft surplus of £2.2 million. Significant movements since the forecast surplus was last reported were an increase in the claim for Museums and Galleries Tax relief and a decrease in exhibition international touring fees.

11.2 The Trustees noted that visitor numbers to the Gallery had dropped slightly in 2018, but that website visits had increased by 33%. It would be vital to understand and factor these trends into strategy and planning. The Trustees asked the Chief Financial Officer to prepare a paper explaining what value was created through exhibitions, and how.

Action: Chief Financial Officer

12. SEPTEMBER AWAY-DAY

12.1 The Chair reported that he and the Director had begun to think about how to structure and focus the agenda for the Trustees’ Strategic Away-day in September 2019. The focus of the day would be the *Inspiring People* project, and a ten year artistic and financial vision and plan for the Gallery. The meeting would be held at Kew Gardens. The Trustees agreed that the day would be most valuable if facilitated, and to send suggestions of known facilitators to the Director.

12.2 The Trustees agreed that presentations by relevant experts could be helpful in drawing up an agreed vision and ambitions for the Gallery. These could be, for instance, individuals with experience of rejuvenating brands, or from the luxury or hospitality sectors. The Trustees again noted the significant increase in visits to the Gallery’s website and agreed that [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. The Trustees suggested that the day include sessions on brand identity, audience development and trend analysis. The Gallery’s digital activity and

audience should also be included. The Director would bring an outline plan for the day to the July 2019 meeting of the Trustees for discussion.

Action: Director

13. FUTURE BOARD TOPICS

The Trustees discussed and suggested topics for discussion at future meetings of the Trustees. A digital report should be included in all papers in the future.

Action: Chief Financial Officer

14. COMMITTEE REPORTS

The Chairs of Board Sub- Committees reported on the business undertaken at meetings since the last meeting of the Trustees. No areas of concern had been raised. It was agreed that “bullet point” reports summarizing the important points of discussion at Committees would be included in the papers in the future.

Action: Interim Corporate Secretary

15. QUESTIONS ON REPORTS FOR READING

The following reports were taken as read, and no issues of concern were raised: (a) Development Report (b) Exhibitions and Displays Report, (c) Estates & Operations Report, (d) External Relations Report, (e) Update on Commissions, (f) Learning Report, and (g) Loans Out.

16. ANY OTHER BUSINESS

The Trustees agreed that the shorter papers prepared for the meeting had been helpful in focusing discussion and thanked the Director and his teams for this work.

17. NEXT MEETING

The next meeting of the Board of Trustees would be held on Wednesday 3 July, 2019.

David P. J. Ross

Chair

03 July 2019

Date

Appended list of portraits on offer

JOHN OSBORN RICHES, commercial manager, oil on canvas by Ford Madox Brown, 1874
Offered for sale, accepted.

HENRY HOLIDAY, painter, sculptor and illustrator, monochrome ink wash over pencil on artboard
by Walker Hodgson, 1892
Offered as a gift by Gordon Dixon in memory of Allan Wolman, accepted.

CHARLES GREEN, painter and illustrator, monochrome ink wash over pencil on artboard
by Walker Hodgson, 1892
Offered as a gift by Gordon Dixon in memory of Allan Wolman, accepted.

SIR EDWARD JOHN POYNTER, painter and President of the Royal Academy, monochrome ink wash over pencil
on artboard
by Walker Hodgson, 1892
Offered as a gift by Gordon Dixon in memory of Allan Wolman, accepted.

RODOLF SCHWARZ, conductor, ink on paper by Louis Kaham, C1955.
Offered as a gift, accepted.

SIR JOHN MAJOR

Conservative Prime Minister 1990-1997, MP for Huntingdon (previously Huntingdonshire) from 1979 until
2001. Minister of State for Social Security (1986-7), Chief Secretary to HM Treasury 1987-89, Foreign Secretary
1989 and Chancellor of the Exchequer 1989-90
Gelatin silver print with ink on card, by Peter Kennard, 1992
Offered for sale, accepted

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

David P. J. Ross

Chair

03 July 2019

Date