

# National Portrait Gallery

Minutes of the 778<sup>th</sup> Meeting of the Board of Trustees  
held at the National Portrait Gallery, London WC2 on 6 November 2019

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<b>PRESENT:</b>	David Ross	Chair of the Board of Trustees
	Dr Brian Allen	
	Roger Blundell FCA	
	Rob Dickins CBE	
	Marcus Harling	
	Dr Joanna Kennedy OBE	
	Dr Andrew Roberts	
	Bjorn Saven	
	Sir Peter Stothard	
	Christopher Townsend OBE	
	Rachel Wang	
	Professor Shearer West	
	Jonathan Yeo	
<b>APOLOGIES:</b>	Sir Michael Hintze	
	The Rt Hon Jacob Rees-Mogg MP	
	Christopher Le Brun PRA	
<b>IN ATTENDANCE:</b>	Dr Nicholas Cullinan	Director
	<i>[INFORMATION REDACTED in accordance with section 40 of the Freedom of Information Act 2000 – Personal Data]</i>	
	Sarah Howgate	Senior Curator of Contemporary Portraits (item 9)
	Effie Koliou	Head of Governance (Minutes)
	Ros Lawler	Chief Operating Officer Designate (observer)
	Lornette Pemberton	HR Director (item 7)
	Edward Purvis	Head of Collections Services (item 8)
	Dr Alison Smith	Chief Curator (items 8 and 9)
	Denise Vogelsang	Interim Director, Communications & Digital (item 7)
	Lesley Williams FCA	Chief Financial Officer

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## 1. WELCOME AND APOLOGIES

- 1.1 Apologies had been received from Sir Michael Hintze, Christopher Le Brun and The Rt Hon Jacob Rees-Mogg MP.
- 1.2 The Rt Hon Jacob Rees-Mogg MP was welcomed *in absentia* as the Gallery's new *ex officio* Trustee.
- 1.3 It was noted that this would have been Christopher Le Brun's last meeting as he was stepping down as President of the Royal Academy and therefore National Portrait Gallery *ex officio* Trustee in December 2019. On behalf of the Board and the executive, the Chair and Director thanked Christopher Le Brun for his contribution to the Board expressing their hope that he would continue to be closely involved with the Gallery.

- 1.4 Ros Lawler, who would be joining the Gallery as Chief Operating Officer in December 2019, was welcomed as an observer.

## **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 MEETING HELD ON 3 JULY 2019**

- 3.1 The minutes of the 777th meeting held on Wednesday 3 July 2019 were agreed by the Trustees and signed by the Chair.

## **4. MATTERS ARISING AND ACTION SCHEDULE**

- 4.1 The Interim Director of Communications and Digital had at lunch before the meeting presented the latest audience research findings. The Trustees had discussed audience engagement and strategies in development for increasing reach and building deeper relationships with target audience groups. The importance of reflecting on evolving digital technologies and how they might further inform future strategy and planning had been noted by the Trustees. It was agreed that the Digital Strategy would be presented to the Trustees for discussion at a future meeting.

**Action: Chief Operating Officer/ Interim Director of Communications & Digital**

- 4.2 The status of actions arising at earlier meetings of the Board was noted by the Trustees.

## **5. CHAIR'S BUSINESS**

- 5.1 The Chair noted that a significant milestone in the *Inspiring People* project had been achieved since the last meeting with the award of the full £9.4 million grant from The National Lottery Heritage Fund. The Board of Trustees congratulated the Director and everyone involved for this significant achievement.
- 5.2 The Chair relayed Pim Baxter's heartfelt thanks to the Trustees for their messages on her departure and generosity of their support during her 22 year tenure.
- 5.3 The Chair thanked Trustees for their contributions at the strategy day noting that priority areas identified during discussion would inform strategic planning from 2023.
- 5.4 A verbal update was provided on legal matters overseen by the Audit & Risk Committee.

## **6. DIRECTOR'S REPORT**

- 6.1 The Director presented his report. Trustees were updated on exhibition performance and forthcoming national and international activity as part of *Inspiring People*.
- 6.2 Trustees received an update on the corporate planning process noting that the draft Plan and Budget for the period 2020-23 would be presented for discussion in February 2020. Once approved, the vision will be further refined with a focus on the reopening and beyond, and will underpin the development of a ten-year strategy and plan from 2023.

- 6.3 The Director reported strong interest from museums and galleries nationwide for sharing expertise and the Collection following the announcement of temporary Gallery closure in June 2020. It was requested that a further update be provided at a future meeting.

**Action: Executive Director of Programmes and Partnerships**

- 6.4 The Trustees discussed further ideas for maintaining a presence in London during the period of temporary closure.

*The Interim Director, Communications & Digital and the Human Resources Director joined the meeting.*

**7. INSPIRING PEOPLE UPDATE**

- 7.1 The Director introduced this item noting that the announcement of temporary closure of the Gallery in June 2020 to complete the *Inspiring People* project while reducing both the length of time and cost of the project and ensuring that staff, visitors and the Collection were not put at risk had been positively received, with existing Members and wider Gallery supporters expressing continued support. Trustees were informed of coverage, with the news widely reported in the national and local press and across social media channels.

- 7.2 Trustees discussed public communications in the lead to June 2020 and recommended proactively addressing potential queries in relation to access to key works in the Collection as partnerships are being confirmed and providing up to date information on the website to help visitors, particularly those based outside London, plan in advance.

- 7.3 The Chair of the *Inspiring People* Project Board reported from recent Project Board meetings noting good progress with the RIBA Stage 4a designs which would be brought to the next meeting for review. It was noted that costs continued to be closely monitored with further savings identified to ensure that the project remains on budget. Trustees were informed that tender documentation for the main construction contract was being drawn up and would be shared with them prior to being formally issued. It was advised that the membership of the Project Board would be reviewed, reflecting the requirements of the next stage of the project.

- 7.4 Trustees reviewed the summary income and expenditure projection for the period 2020-23 noting that assumptions had been retested *[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]* and that the draft reopening budgets would be further reviewed to test assumptions, particularly around building new teams for re-opening and transforming the operating model. It was equally advised that advice was being sought regarding the VAT position on project finances.

- 7.5 *[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]*

- 7.6 The draft capital and operating cash flows to 2028/29 were reviewed by the Trustees. *[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]*

7.7 Trustees recommended prudence with the timing of cash flows namely in relation to higher risk areas of income such as touring, membership, sponsorship and private giving. It was also recommended that budgets be further stress tested to determine the size of liquidity buffer required and mitigations that would need to be put in place should liquidity risk fall below agreed tolerance levels. It was noted that regular updates would be provided to the Finance Committee to ensure that risks were identified and mitigated at an early stage.

7.8 *[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future Publication] & [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]*

**Action: Chief Financial Officer**

7.9 Trustees discussed progress in fundraising. It was noted that discussions with potential funders were ongoing, with positive indications on a number of fronts. It was agreed that a comprehensive update on fundraising strategy would be provided at the next meeting.

**Action: Director of Development**

*The Interim Director, Communications & Digital left the meeting.*

7.10 Trustees received a presentation on the workforce change programme noting that not only the reduction in activity during closure but also that reductions in running costs were required as a result of reduced opportunities to self-generate income during the capital project.

7.11 Trustees were informed of a range of initiatives aimed at minimising the risk of redundancy for staff, including opportunities for career breaks and secondments where possible, providing those staff that wish with the opportunity to gain new experiences and knowledge while the Gallery is being refurbished. Trustees welcomed these initiatives and offered to extend their networks in relation to wider options for secondments to Gallery staff. It was noted that it would be important to have access to vacancies as they arise and prior to them being advertised externally where possible.

7.12 Trustees APPROVED the proposed workforce change programme. It was agreed that a high level briefing would be provided after the meeting.

**Action: Human Resources Director**

*The Human Resources Director left the meeting. The Chief Curator and Head of Collections Services joined the meeting.*

## **8. STORAGE TENDER**

8.1 Trustees received an update on the procurement process noting that bids were being evaluated.

*The Senior Curator of Contemporary Portraits joined the meeting.*

## **9. OFFERS FOR CONSIDERATION**

- 9.1 Dr Alison Smith, Chief Curator, presented the works on offer. It was noted that some works were 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.*

- 9.2 The Trustees NOTED and ENDORSED the acquisition of a portrait of Sir Jonathan Ive by Andreas Gursky, the second in a series of three Outset commissions, which had been approved by the Chair in between meetings and publicly announced in October 2019.
- 9.3 The Trustees APPROVED the acquisition of *[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future Publication]* (Rule Three applies) and an oil portrait of Leonard Manasseh by Jennifer McRae offered as a gift by the by the sitter's estate.

*[Item 14 was taken at this point in the meeting but is minuted in agenda order.]*

*The Director, Chief Financial Officer, Chief Operating Officer Designate, Head of Collections Services, Secretary to the Board and [INFORMATION REDACTED in accordance with section 40 of the Freedom of Information Act 2000 – Personal Data] left and the meeting was followed by a closed session of the Board.*

*Due to the meeting overrunning, the Board agreed to note or consider by email after the meeting or at a future meeting of the Board the remaining works on offer and agenda items, as noted below.*

## **10. BANKING, STATUTORY AND ADMINISTRATIVE MATTERS**

- 10.1 Trustees agreed to consider the report by email after the meeting.

## **11. FINANCE REPORT**

- 11.1 Trustees agreed to note the report.

## **12. ANNUAL HUMAN RESOURCES REVIEW**

- 12.1 Trustees agreed to note the report.

## **13. ANNUAL RESEARCH REPORT**

- 13.1 Trustees agreed to note the report and consider the Code of Practice in Research by email after the meeting.

## **14. NOMINATIONS FOR FUTURE COMMISSIONS**

*[Item taken after item 9 on the agenda.]*

14.1 Trustees agreed that nominations for future Trustee Commissions would be sent to the Board Secretary so that a shortlist may be developed in consultation with the Director and curatorial team, for discussion at the next meeting.

**15. COMMITTEE REPORTS**

15.1 Trustees noted the reports of Committees.

**16. STANDING REPORTS**

16.1 The Quarterly Reports were noted by the Board.

**17. FORWARD BOARD AGENDA**

17.1 Trustees noted the forward agenda plan.

**18. ANY OTHER BUSINESS**

18.1 There being no other business the Chair declared the meeting closed.

**19. DATE OF NEXT MEETING**

19.1 Trustees noted the date of the next meeting as Wednesday 5 February 2020.

David P. J. Ross

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Chair

5 February 2020

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Date

**Appended list of portraits on offer ACCEPTED**

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

**JONY IVE ('JONATHAN IVE')**, Fine art print mounted on dibond by Andreas Gursky, 2019  
Commissioned; made possible by The Outset Commission, supported by Scott Collins in partnership with Outset Contemporary Art Fund, 2019

**LEONARD MANASSEH OBE**, Oil on board by Jennifer McRae, 1997  
Offered as a gift by the Estate of Leonard Manasseh

David P. J. Ross

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Chair

5 February 2020

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Date