

## Minutes of the 780<sup>th</sup> Meeting of the Board of Trustees held via Video-Conferencing on 13 May 2020

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<b>PRESENT:</b>	David Ross	Chair of the Board of Trustees
	Dr Brian Allen	
	Roger Blundell FCA	
	Dr Mark Cecil	
	Rob Dickins CBE	
	The Rt Hon Chris Grayling MP	
	Marcus Harling	
	Dr Joanna Kennedy OBE	
	The Rt Hon Jacob Rees-Mogg MP	
	Dr Andrew Roberts	
	Rebecca Salter PRA	
	Bjorn Saven	
	Sir Peter Stothard	
	Christopher Townsend OBE	
	Rachel Wang	
Professor Shearer West		
Jonathan Yeo		
<b>IN ATTENDANCE:</b>	Dr Nicholas Cullinan	Director
	Effie Koliou	Head of Governance (Minutes)
	Ros Lawler	Chief Operating Officer
	Dr Alison Smith	Chief Curator ( <i>from item 10</i> )
	Sarah Tinsley	Exec. Director, Programmes & Partnerships
Lesley Williams FCA	Chief Financial Officer	

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### **1. WELCOME AND APOLOGIES**

- 1.1 The Chair welcomed Mark Cecil and Chris Grayling to their first meeting and noted that a quorum was present.

### **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 5 FEBRUARY 2020**

- 3.1 The minutes of the 779th meeting held on Wednesday 5 February 2020 were agreed by the Trustees as a true and accurate record.

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

- 4.1 There were no matters arising from the minutes of the last meeting.

## 5. CHAIR'S BUSINESS

- 5.1 The Chair updated the Board on ongoing sector-wide discussions with the Department for Digital, Culture, Media and Sport on the challenges facing the sector at a time of unprecedented uncertainty and the support needed to mitigate the risk to future viability the financial and operational pressures of COVID-19 were posing for cultural institutions.

## 6. DIRECTOR'S UPDATE

- 6.1 The Director introduced his report. It was reported that business continuity plans had been implemented effectively following the closure of the Gallery on 18 March in line with Government guidance. The majority of staff were working remotely, with a small number of critical staff based in the Gallery to keep the Collection and building secure. The adjustment period had been generally smooth, with the year-end processes broadly running to timetable. The Board commended the work of the Gallery's senior team and the commitment and dedication of staff at this challenging time.
- 6.2 Trustees noted that while vital operations had been maintained, the current situation posed unprecedented challenges for the Gallery. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was reported that a Covid Response Group comprising Trustees and Directors had been brought together to ensure robust scenario planning.
- 6.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was noted that the Committee had also recommended that the Chair write to the Secretary of State, highlighting the Trustees' concerns in relation to future financial sustainability and the risk to the delivery of the Gallery's mission and statutory aims the current situation posed.
- 6.4 Trustees noted the successful launch of *Hold Still*, a community photography project developed in partnership with the Gallery's patron, HRH The Duchess of Cambridge, and congratulated the teams involved for ensuring that this ambitious project came seamlessly together in such a short timeframe. They were informed that the *BP Portrait Award 2020* virtual exhibition had launched on 5 May to positive reviews.
- 6.5 Trustees discussed the Gallery's role in responding to topical events and contributing to current debate, noting the need for a flexible approach across acquisitions and programme development in capturing the mood of the public and recording those who are making a significant contribution to British history and culture at present.

## 7. FINANCE REPORT

- 7.1 Trustees were updated on the Gallery's financial position. They noted that as a result of the Gallery closure due to the pandemic, significant losses had been incurred. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 7.2 It was noted that a number of short and medium term mitigations, ranging from introducing a recruitment freeze and reviewing operating expenditure budgeted in 2020-21 to more radical scenarios, had been identified and were being worked through in order to minimise

the financial impact of COVID-19 on the Gallery. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

- 7.3 Trustees discussed the impact of financial loss on the Gallery's ability to deliver its mission. It was recommended that the list of mitigations be further worked through and deployed, if appropriate, or brought back to Trustees for further debate, particularly where Board approval was required or the long-term effect and reputational aspects of the proposals needed to be considered.

**Action: Covid Response Group**

**8. INSPIRING PEOPLE PROJECT UPDATE**

- 8.1 Trustees received an update on the *Inspiring People* project noting that the RIBA Stage 4b Design had been completed in mid-March. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 8.2 Trustees discussed the impact of COVID-19 on the project. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 8.3 Trustees noted a good initial response to the OJEU notice for the main contract works and the enabling works. It was advised that subject to Board approval, the intention was to invite tenders to provide the Gallery with tendered prices and programmes.
- 8.4 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 8.5 Trustees APPROVED the issue of an Invitation to Tender for the main contract works and the enabling works subject to approval of the shortlist and tender documentation by the *Inspiring People* Project Board.
- 8.6 The finance update was noted and discussed. It was reported that income received covered expenditure at present. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

**9. DIGITAL UPDATE**

- 9.1 The Chief Operating Officer presented an update on digital activity planned in 2020 and the development of the Gallery's strategy in this area.
- 9.2 Trustees were informed of a significant rise in traffic and strong digital presence across social media platforms following the successful launch of 'Hold Still' and the BP Portrait Award virtual exhibition. They noted that plans for creating new digital content during closure had been brought forward due to the closure in March and discussed opportunities for increasing access to the Collection, building on recent successes and making use of audience insight tools to better respond to audiences' digital needs and expand reach and brand awareness. It was noted that a Digital Advisory Group comprising Trustees and Directors had been brought together to support the development and delivery of the Gallery's digital strategy.

- 9.3 Trustees discussed the approach to documenting the Gallery before the capital works commenced. It was noted that digital records of the gallery spaces were already in place and the current displays would be equally documented over the summer.
- 9.4 Trustees were informed that print sales had been made available via Art UK while the Gallery remained closed. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 9.5 Trustees reviewed the priorities for 2020/21 based on which activity would be prioritised in the context of limited resource. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Trustees discussed the importance of digital content in increasing accessibility to the Collection and raising awareness of the Gallery’s programme of activities during closure. They encouraged a dynamic and targeted approach that maintained the flexibility to respond to external developments and topical issues in delivering the vision, and noted that the strategy would be further discussed at the next meeting of the Digital Advisory Group before it was shared with the Trustees.
- 9.6 Trustees suggested reflecting on how digital innovation was likely to affect museums in the future and the features the museum of the future would need as the plans for *Inspiring People* begun to take shape, building in the ability to enhance digital capability and tailor the Gallery’s offering to respond to changing technologies and evolving audiences’ needs post reopening.

**Actions: Chief Operating Officer**

*The Chief Curator joined the meeting.*

## **10. DE-INSTALLATION OF THE DISPLAYED NATIONAL COLLECTION**

- 10.1 The Board received an update on the decant of national collection held on display at the Gallery. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 10.2 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was noted that the Gallery’s storage strategy would be further reviewed closer to reopening with a view to developing a more sustainable solution for the long term.
- 10.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

## **11. OFFERS FOR CONSIDERATION**

- 11.1 Dr Alison Smith, Chief Curator, presented the works on offer. It was noted that one of the works was offered under Rule Three.
- 11.2 The Trustees NOTED the acquisition of [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future Publication] and acquired under Chairman’s Approval prior to the meeting.

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

11.4 The Trustees considered and APPROVED the acquisition of *Me as Julia Margaret Cameron and Two Muses* by Gillian Wearing offered by Maureen Paley expressing their thanks to the donor for her kind and munificent gift.

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

12.1 It was reported that the following items of business had been APPROVED since the last meeting of the Trustees:

(a) Procurement Strategy for the *Inspiring People* project.

(b) [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

12.2 Trustees reviewed and APPROVED a letter from the National Portrait Gallery Board to the National Portrait Gallery Company Limited (“Company”) confirming that any compensation costs incurred by any staff members who were currently seconded from the Gallery to the Company arising from the workforce change programme were not deemed to be ‘payroll costs’ by the Trustees and would not be part of the management recharge, and authorised the Chair to sign the letter on the Trustees’ behalf.

12.3 Trustees reviewed and APPROVED the deed of covenant between the Gallery and the National Portrait Gallery Company Limited and authorised the Chair to sign this on the Board’s behalf.

12.4 Trustees reviewed and APPROVED the Terms of Reference of the Chair’s Group, *Inspiring People* Project Board, Investment Committee and Remuneration Committee.

12.5 Trustees RATIFIED the appointments of Anna Starling to the Board of Directors of the National Portrait Gallery Company Limited; Marcus Harling to the *Inspiring People* Project Board; Dr Joanna Kennedy OBE, Sir Peter Stothard and Christopher Townsend OBE to the Remuneration Committee; and Professor Shearer West to the Research Advisory Panel.

12.6 Trustees reviewed and APPROVED the Archives and Records Management Policy.

12.7 Trustees reviewed and APPROVED the revised Scheme of Delegation and Schedule of Matters Reserved.

12.8 Trustees APPROVED revisions to the Governance Handbook.

## **13. COMMITTEE REPORTS**

13.1 Trustees noted the reports of Committees.

## **14. FORWARD BOARD AGENDA**

14.1 Trustees noted the forward agenda plan.

**15. ANY OTHER BUSINESS**

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

**16. DATE OF NEXT MEETING**

16.1 Trustees noted the date of the next meeting as Wednesday 7 July 2020.

David P. J. Ross

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Chair

7 July 2020

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Date

## Appendix

### Portrait on offer ACCEPTED UNDER RULE THREE<sup>1</sup>

**ME AS JULIA MARGARET CAMERON AND TWO MUSES**, framed bromide print by Gillian Wearing, 2019.

Offered as a gift from Maureen Paley

### Portrait offered as a gift under the AIL Scheme ACCEPTED UNDER CHAIR'S APPROVAL

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

### List of works on offer ACCEPTED SUBJECT TO FUNDING

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

David P. J. Ross

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Chair

7 July 2020

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Date

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<sup>1</sup> *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.*