

Minutes of the 781st Meeting of the Board of Trustees held via Video-Conferencing on 7 July 2020

PRESENT:	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	
	Bjorn Saven	
	Sir Peter Stothard	
	Christopher Townsend OBE	
	Rachel Wang	
	Professor Shearer West	
	Jonathan Yeo	
IN ATTENDANCE:	Dr Nicholas Cullinan	Director
	Effie Koliou	Head of Governance (Minutes)
	Ros Lawler	Chief Operating Officer
	Lornette Pemberton	Human Resources Director (<i>from item 9</i>)
	Dr Alison Smith	Chief Curator (<i>from item 10</i>)
	Liz Smith	Director of Learning and Engagement (<i>from item 10</i>)
	Sarah Tinsley	Exec. Director, Programmes & Partnerships
	Denise Vogelsang	Director of Communications and Digital (<i>from item 10</i>)
	Lesley Williams FCA	Chief Financial Officer

1. WELCOME AND APOLOGIES

- 1.1 The Chair welcomed everyone to the meeting and noted that a quorum was present.
- 1.2 Apologies had been received from Rebecca Salter PRA.

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 13 MAY 2020

- 3.1 The minutes of the 780th meeting held on Wednesday 13 May 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.
- 4.2 The action points log was reviewed by the Board and it was noted that all actions were completed, in hand or covered elsewhere on the agenda.

5. CHAIR'S BUSINESS

- 5.1 Trustees welcomed the government's announcement of a £1.57bn support package for cultural institutions noting that details on how this would be allocated across museums and galleries were yet to be announced. They thanked Directors and the Finance team for all their hard work in securing vital support for the Gallery.

6. DIRECTOR'S UPDATE

- 6.1 The Director introduced his report. He welcomed the recent government announcement regarding support for the museums and galleries sector noting that the Gallery continued to actively engage with the DCMS through a number of commission reports on the financial and operational impact of the pandemic.
- 6.2 Trustees were updated on the *Hold Still* photographic project developed in collaboration with HRH The Duchess of Cambridge noting that it had received over 31,000 entries from the public. It was reported that judging had taken place in early July and the final selection of 100 images would be made into an online exhibition available on the website in late summer followed by a national display of the images later in the year, providing an important historical record of Britain at a challenging and unprecedented time in its history.
- 6.3 Trustees were updated on a project to update the Gallery's vision and values and redevelop its visual and brand identity in the context of *Inspiring People*.
- 6.4 An update was provided on the Change Programme which had concluded at the end of June. Trustees expressed their thanks and gratitude to all staff who had left the Gallery in such extraordinary circumstances for their commitment and service and wished them well for the future expressing also the hope to welcome them back to the Gallery when it reopens in 2023. They thanked the Human Resources team for managing the programme efficiently and with great professionalism.

7. FINANCE REPORT

- 7.1 Trustees were updated on the Gallery's financial position. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was noted that the Gallery continued to actively engage with the DCMS through a number of commission reports on the forecast position which had been submitted since March.
- 7.2 Trustees noted that additional measures were being reviewed [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 7.3 Trustees emphasised the importance of closely monitoring expenditure to mitigate the impact of the pandemic noting that steps should be taken to improve the overall financial

position and bolster the Gallery's reserves. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

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

8. INSPIRING PEOPLE PROJECT UPDATE

8.1 Trustees received an update on the *Inspiring People* project noting progress with the de-installation of the permanently displayed national Collection. It was advised that as a result of the pandemic and need to ensure social distancing measures for staff working onsite [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

8.2 Trustees received an update on the Activity Plan noting that discussions with national partners were underway to ascertain the impact of the pandemic on agreed activity plans.

8.3 Trustees were updated on the procurement for the enabling and main works contracts for which permission to proceed had been given in principle by the Trustees in May. It was advised that approval for the enabling works contract would be sought prior to the next meeting. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Trustees noted the importance of actively engaging with the DCMS and NLHF and ensuring that they remain appraised reviewed [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

8.4 Trustees discussed whether income generating activities could be prioritised for reopening reviewed [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] and suggested that this be further considered by the Trading Company Board.

8.5 Trustees emphasised the importance of receiving legal advice, carefully negotiating terms with shortlisted contractors and ensuring clarity in relation to the allocation of risk and liability before awarding the main works contract. It was suggested assessing as part of the evaluation process the wider social benefits prospective contractors would bring by delivering the contract.

8.6 Trustees noted that a draft version of the Full Business Case had been submitted to the DCMS for consideration by its Investment Committee. As part of this process, the economic case had been further reviewed and updated to reflect the impact of Covid-19 and it had been concluded that embarking on the capital project would still be the best way forward.

8.7 Trustees received an update on fundraising.

The Human Resources Director joined the meeting.

9. Annual HR Review

9.1 The Human Resources Director introduced this item which provided an update on Human Resources related activities over the last 12 months and outlined key priorities for the HR team's work during 2020/21.

- 9.2 Trustees noted the importance of sustained focus on recruiting diverse talent by following best practice in this area as part of the strategy for the reopening and of creating the environment in which diverse talent can thrive for delivering the Gallery's ambitions.
- 9.3 Trustees reiterated their thanks to the Human Resources team for all their hard work throughout 2019/20 and for managing effectively the Change Programme, its final stages in particular despite the challenges posed by the pandemic.

The Director of Learning and Engagement, Director of Communications and Digital and Chief Curator joined the meeting.

10. EQUALITY AND DIVERSITY ACTION PLAN

- 10.1 The Chief Operating Officer introduced this item noting the changing context that had arisen in light of the anti-racism demonstrations across the world.
- 10.2 Trustees discussed the Gallery's role in championing anti-racism and using its voice to drive change. They noted the opportunity *Inspiring People* and the rehang of the Collection presented to bring to the fore a wider range of voices and historical narratives and tell the stories of those who were currently under-represented or missing in the Collection. They welcomed plans for a comprehensive review and update of the Equality and Diversity Action Plan in consultation with Gallery staff and the Equality and Diversity Group.
- 10.3 Trustees noted that while its doors had closed, the Gallery remained open to the public both virtually and through its national and international programmes and that it was important that action planning actively considered equality and diversity beyond the Collection rehang and the work planned as part of *Inspiring People*.
- 10.4 Trustees discussed an anti-racism statement setting out key commitments the Gallery intended to deliver as part of the revised Equality and Diversity Action Plan. They emphasised their commitment to equality and the Gallery's ambition to be a gallery for and about all people noting the importance of a holistic approach to increasing diversity in this respect.
- 10.5 It was agreed that the statement would be further reviewed after the meeting and shared with all staff before it is published online.

11. ANNUAL REPORT AND ACCOUNTS 2019-20

- 11.1 The Chief Financial Officer presented the annual report and accounts highlighting the changes made since the papers had been sent out and key areas for Trustee information. It was reported that the annual report and accounts had been reviewed by the Audit and Risk Committee which had recommended that the financial statements be approved subject to the audit work being completed.
- 11.2 The Trustees noted that, since the June National Portrait Gallery Company Limited ("Trading Company") Board meeting, [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. The Directors of the Trading Company had confirmed that, subject to receiving formal confirmation by the Gallery

Trustees of ongoing support, they would sign the accounts. The Board of Trustees reconfirmed its support for the Trading Company and RESOLVED the following:

The Gallery will ensure that monies owed by the Trading Company, other than amounts due under the deed of covenant, only need to be paid to the Gallery in a way that leaves sufficient cash in the Trading Company to operate for a period of at least twelve months from the date of approval of the Company's financial statements.

- 11.3 The Trustees considered a report assessing the going concern position of the Gallery for a period of 12 months from the date of signing the accounts. It was advised that both the Gallery and the Trading Company were a going concern at the point of signing the accounts.
- 11.4 It was reported that the National Audit Office had confirmed that there would not be an emphasis of matter on the accounts, in respect of both regularity and the true and fair view on the Group financial statements. An emphasis of matter paragraph in relation to property valuations was being proposed and the Trustees noted that this did not raise cause for concern as it reflected present uncertainty in this area as a result of the COVID-19 pandemic.
- 11.5 Subject to the final audit report being issued and reviewed by the Audit and Risk Committee and the Chair, the Board approved the annual report and accounts and a letter of representation to be sent to the Comptroller and Auditor General and authorised the Chair to sign these on the Board's behalf.

Action: Chief Financial Officer

- 11.6 The Trustees recorded their thanks to the Chief Financial Officer and the Finance team for their hard work and efforts to finalise the accounts so that they can be laid by Parliament as per the original timetable.

12. BANKING, ADMINISTRATIVE AND STATUTORY MATTERS

- 12.1 Trustees noted the funding update regarding the works approved in principle for acquisition by the Board in May.
- 12.2 Trustees formally noted the Register of Interests of Trustees and Directors.
- 12.3 Trustees reviewed and APPROVED the revised Investment Strategy and Policy Statement.

Chris Townsend left the meeting.

- 12.4 Trustees RATIFIED the reappointment of Chris Townsend OBE as co-opted Trustee for a further two-year term.

Chris Townsend re-joined the meeting.

- 12.5 The Chair noted that this was Brian Allen's last meeting and thanked him for his excellent contributions to Trustees' meetings over the last eight years, and for his commitment and service to the Board.

12.6 Trustees noted and RATIFIED the Chairs Group recommendations for the appointment of Rachel Wang as Chair of the Digital Advisory Group; of Mark Cecil to the Audit and Risk Committee; and of Bjorn Saven and Chris Grayling as Chairs of the Investment Committee and the Finance Committee, respectively. They noted the retirement of Brian Allen from the Ethics Committee at the end of his term as Trustee.

13. ANNUAL FOI REPORT

13.1 Trustees noted the annual FOI report.

14. COMMITTEE REPORTS

14.1 Trustees noted the reports of Committees.

15. QUARTERLY REPORTS

15.1 The quarterly reports were noted by the Trustees.

16. FORWARD BOARD AGENDA

16.1 Trustees noted the forward agenda plan.

17. ANY OTHER BUSINESS

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

18. DATE OF NEXT MEETING

18.1 Trustees noted the date of the next meeting as Wednesday 4 November 2020.

Chair

Date