

Minutes of the 782nd Meeting of the Board of Trustees held via Video-Conferencing on 4 November 2020

PRESENT:	David Ross	Chair of the Board of Trustees
	Roger Blundell FCA	
	Dr Mark Cecil	
	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)
	Alix Gilmer	<i>Inspiring People</i> Project Director
	Ros Lawler	Chief Operating Officer
	Dr Alison Smith	Chief Curator
	Sarah Tinsley	Exec. Director, Programmes & Partnerships
	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 and Rob Dickins.

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 7 JULY 2020

- 3.1 The minutes of the 781st meeting held on Wednesday 7 July 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 The Chair thanked the Curatorial team for presenting at lunch before the meeting the plans for the Collection rehang noting that these would be further considered in detail at future Trustee meetings.

6. DIRECTOR'S UPDATE

- 6.1 The Director introduced his report. Trustees were updated on current activity and future plans, including a project to redevelop the Gallery's Vision and Values and refresh the National Portrait Gallery brand as part of developing the next ten-year strategy and planning for the relaunch.
- 6.2 Trustees noted and endorsed the proposal to introduce a loans moratorium for the redevelopment period, to allow the Gallery to focus on completing the *Inspiring People* project and prepare the Collection for the rehang.
- 6.3 Trustees noted the successful launch of the *Hold Still* online exhibition, which had attracted over 5 million page views since September 2020. They were updated on the *Hold Still* outdoor exhibition which had launched on 20th October across the UK, with many of the portraits shown in the entrant's hometown, and a further exhibition of all 100 final works at the National Memorial Arboretum in Staffordshire.
- 6.4 An update was provided on national and international programmes. It was noted that the *Coming Home* programme had resumed despite the ongoing impact of the pandemic, with loans to venues across the UK. Several touring exhibitions previously reported as being at risk due to COVID-19 had been able to go ahead thanks to ground-breaking procedures the Gallery had developed and implemented to support their remote virtual installation and shows had recently opened in Beijing, Dubai, Paris, New York and Tokyo.

7. INSPIRING PEOPLE PROJECT UPDATE

- 7.1 The Chair of the *Inspiring People* Project Board, Dr Joanna Kennedy, introduced this item. She thanked the Project team and Trustees for their hard work and the significant progress made over the summer with the successful completion of the Collection decant, the first time since WW2 the entire Collection had been decanted, and the soft strip of the Gallery, the beginning of the enabling works on site and the appointment of the Interpretation Designer. She noted that the tender evaluation for the main works contract, a key project milestone, was almost complete and that following approval by the Trustees, the Full Business Case would be presented to the DCMS Finance Committee and the Cabinet Office for final approval.
- 7.2 The *Inspiring People* Project Director presented Trustees with an overview of the procurement process for the Lot 1 Main Works contract summarising the process followed to date, budget position following the evaluation and clarification stage, key project risks and next steps. It was advised that the level of risk associated with each tender and the proposed allocation of risk between parties as well as the financial position of all shortlisted contractors had been carefully scrutinised as part of the evaluation process.

- 7.3 Trustees welcomed the update. They discussed the management of key project risks in the context of the ongoing uncertainty triggered by the pandemic noting [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests], communication to date with the preferred contractor as part of the clarification process had been helpful and positive.
- 7.4 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Trustees thanked the group for its work and advice and confirmed their support of the proposals. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 7.5 The Board congratulated the project team for the exemplary way in which the procurement process for the Main Works contract had been managed. It was advised that, following the completion of the tender evaluation process, a recommendation would be made initially to the *Inspiring People* Project Board and subsequently to the Board of Trustees for approval to enter into the main construction contract with the preferred contractor for the refurbishment and fit out works to the Gallery, subject to further approval of the Full Business Case by the DCMS and Cabinet Office.

8. FINANCE REPORT

- 8.1 The Chief Financial Officer introduced this report [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was advised that the Q2 reforecast was underway and the results would be reported to the Finance Committee in January 2021.
- 8.2 Trustees welcomed the update and thanked the executive for their continued efforts. They emphasised the importance of closely monitoring expenditure and making use of support packages available to the sector to mitigate the impact of the pandemic on the Gallery's finances. Trustees were reminded that there was little flexibility to further reduce operational expenditure as the Gallery had budgeted for closure from July 2020 and activity had already been scaled back accordingly [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].
- 8.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was noted that a holistic review of income and expenditure across areas of activity would be undertaken as part of the next planning and budget round, and that the points raised by the Trustees would be considered during this process. Trustees thanked the executive for their hard work noting the importance of having a balanced budget in 2021-22 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. It was also suggested that assumptions in relation to profitability for commercial income streams during closure be retested in light of the potential long-term effects of the pandemic on the sector and the wider economic outlook for the UK.
- 8.4 The *Inspiring People* project financial summary as at 28 September 2020 was noted by the Trustees who were advised that a re-profile of income and expenditure budgets for the project would be required once the contract had been signed.

9. ADMINISTRATIVE AND STATUTORY MATTERS

- 9.1 It was formally noted that approval to appoint KPH for the Enabling Works contract with a tender sum of £368,697 had been given by the Trustees in September 2020.
- 9.2 Trustees noted and RATIFIED the Chairs Group recommendations for the appointment of Chris Grayling to the *Inspiring People* Project Board.
- 9.3 Trustees reviewed and APPROVED the revised Ethics Committee Terms of Reference.
- 9.4 Trustees reviewed and APPROVED the revised Intellectual Property Rights Policy.
- 9.5 They noted that Bjorn Saven would step down as a member of the Finance Committee with immediate effect, to focus on his role as Chair of the Investment Committee. It was reported that he would continue to receive Finance Committee papers in his capacity as Chair of the Investment Committee and that the Finance Committee Terms of Reference would be updated to reflect this.

10. ANNUAL RESEARCH REPORT

- 10.1 Trustees noted the annual Research report.

11. COMMITTEE REPORTS

- 11.1 Trustees noted the reports of Committees.

12. QUARTERLY REPORTS

- 12.1 The quarterly reports were noted by the Trustees.

13. FORWARD BOARD AGENDA

- 13.1 Trustees noted the forward agenda plan.

14. ANY OTHER BUSINESS

- 14.1 [\[INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests\]](#).
- 14.2 There being no other business the Chair declared the meeting closed.

15. DATE OF NEXT MEETING

- 15.1 Trustees noted the date of the next meeting as Wednesday 3 February 2021.

Chair

Date