

Minutes of the 783rd Meeting of the Board of Trustees held via Video-Conferencing on 3 February 2021

PRESENT:	David Ross	Chair of the Board of Trustees
	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 CBE	
	Jonathan Yeo	
IN ATTENDANCE:	Dr Nicholas Cullinan	Director
	Sarah Hilliam	Director of Development
	Effie Koliou	Head of Governance (Minutes)
	Ros Lawler	Chief Operating Officer
	Dr Alison Smith	Chief Curator
	Sarah Tinsley	Exec. Director, Programmes & Partnerships
	Denise Vogelsang	Director of Communications and Digital
	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.

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 4 NOVEMBER 2020

- 3.1 The minutes of the 782nd meeting held on Wednesday 4 November 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 On behalf of the Board, the Chair congratulated Professor Shearer West and former Gallery Trustee Sir Christopher Le Brun on their New Year Honours.

5.2 Trustees were updated on recent advocacy work and current trustee campaigns.

6. DIRECTOR'S UPDATE

6.1 The Director introduced his report. Trustees were updated on a project to refresh the National Portrait Gallery Vision, Values and brand and strategic planning for the relaunch. They noted the appointment of Edit Brand agency to support the work around branding.

6.2 Trustees noted that the three-year partnership with CHANEL would be announced in the Spring. It was reminded that the project, *Reframing Narratives: Women in Portraiture*, would primarily focus on women who have shaped British history and culture: acquiring and commissioning new portraits of women not yet represented in the Collection would be integral to the project. Trustees were informed that, as part of the partnership, the Director had recently participated in *CHANEL Connects*, a new cultural podcast CHANEL had launched bringing together leading figures from the fields of art, architecture, dance, fashion, film and music.

6.3 An update was provided on *Hold Still* and the Trustees were delighted to note that images from the project had been used in Her Majesty The Queen's Christmas Day broadcast. It was advised that the *Hold Still* book would be published in the spring.

6.4 Trustees discussed the impact of the pandemic on staff morale noting that homeworking arrangements were working well and that plans for regular pulse surveys measuring employee engagement were in place.

7. INSPIRING PEOPLE PROJECT UPDATE

7.1 The Chief Operating Officer introduced this item noting that since the last meeting approval had been given by the Trustees to enter into the main construction contract with Gilbert Ash for the refurbishment and fit out works to the Gallery. It was advised that the enabling works contract had been completed on time [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] and that Gilbert Ash had started work on-site in January with a 12 week preliminary contract.

7.2 Trustees noted the appointment of a Construction Director to oversee the works. It was advised that the team was working closely with Gilbert Ash [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] Trustees were informed that the final Full Business Case had been approved by the DCMS and Cabinet Office and that Treasury approval was equally being sought. It was requested that the Gallery's response to Cabinet Office be shared with the Chair of the Audit and Risk Committee.

Action: Chief Operating Officer/

Chief Financial Officer

7.3 Trustees were updated on interpretative and curatorial planning and stakeholder consultation during the concept design phase. They were informed of active discussions with Activity Plan partners, including the forthcoming launch of *Bangladesh 50 Years* in partnership with the Tower Hamlets Local History Library & Archive and planning for the National Skills & Knowledge Exchange Programme. They were advised that the Catering Procurement Strategy had been endorsed by the *Inspiring People* Commercial Review Group. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

7.4 The Board thanked the Chief Operating Officer and the *Inspiring People* Project team for their hard work and progress since the last meeting against a challenging background.

8. FUTURE EXHIBITION PROGRAMME

8.1 The Executive Director of Programmes and Partnerships updated Trustees on developing plans for the Gallery's exhibition programme from 2023. She summarised the Gallery's recent achievements and how successes and lessons learned were informing future thinking in the context of shifting audience requirements and a changing cultural landscape.

8.2 Trustees considered the executive's recommendations noting the importance of the Exhibitions Framework for achieving the Gallery's ambitions both for broadening and diversifying its audiences and transforming its operating model to ensure future financial sustainability. They emphasised the role of competitions as an essential part of the Gallery's USP and their importance for portraiture and the creative process of portrait making. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

8.3 The Board considered the proposals on the annual number of shows, type and length. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] Trustees agreed that it was important to understand the value created from exhibitions and how they linked to broader strategy and planning across areas of activity. The importance of seeking early input from the commercial and development teams to maximise opportunities was noted in this respect and it was advised that holistic approach to planning was already in place with the exhibitions programme being considered as part of the wider ecology of the Gallery.

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

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

8.6 Trustees considered what should be the key measures of success. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

8.7 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] the reopening Exhibition Programme, which would be brought back to the Board in May for discussion.

9. 2020-21 CORPORATE PLAN AND BUDGET

2021-22 Corporate Plan

- 9.1 The Board considered the draft Corporate Plan noting that it covered one financial year only. A new Plan and Strategy for the period from 2022-23, reflecting the plans and ambitions post reopening, would be developed over the next year, as part of a wider consultation process and further work on refreshing the National Portrait Gallery brand and redeveloping the Vision and Values that will underpin future success.
- 9.2 The draft Key performance Indicators (KPIs) were reviewed and endorsed by the Trustees. It was advised that more detailed KPIs had been developed to monitor the delivery of the *Inspiring People* project and the Activity Plan. These were being regularly reviewed at executive level and reported to the Project Board and to the NLHF.
- 9.3 The Board APPROVED the 2021-22 Corporate Plan.

2021-22 Budget

- 9.4 The Chief Financial Officer presented the 2021-22 Budget noting that it had been reviewed by the Finance Committee and had been recommended for approval by the Board. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] They thanked the executive for delivering a balanced budget position with the requested contingency.
- 9.5 The Chief Financial Officer drew the Trustees' attention to key financial issues and risks and the proposed mitigations noting that only the budget for 2021-22 was being presented for approval. Further work would be undertaken on the 2022-23 and 2023-24 budgets in the context of strategic planning for the relaunch. Trustees noted the assumptions underpinning financial planning emphasising that staffing levels from 2022-23 and in the run up to the re-opening would need to be retested in light of the potential long-term effects of the pandemic on the sector and the wider economic outlook for the UK to 2023. It was advised that a significant amount of work on the new operating model and the wider transformation piece was underway and further updates would be provided to the Trustees throughout the year, with more detailed planning to be performed in the autumn. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 9.6 The Board APPROVED the 2021-22 Budget subject to review and sign off of the trading budgets by the Trading Board at its next meeting.

10. OFFERS FOR CONSIDERATION

- 10.1 Trustees noted that the Collections Development Policy would be updated to reflect procedural and organisational changes and would be brought to a future Board for review and approval.
- 10.2 Dr Alison Smith, Chief Curator, presented the works on offer. It was requested that an update on the Gallery's acquisitions strategy and how acquisitions were supporting the

Inspiring People ambitions and imperative to address historical gaps in the Collection be provided at a future meeting.

Action: Chief Curator

- 10.3 Trustees APPROVED the acquisition of a portrait on newspaper of John Heartfield by Milein Cosman; an oil portrait of John Richardson; [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]; and a photographic portrait of Sir Michael Gambon by Richard Learoyd.
- 10.4 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 10.5 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 10.6 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

11. ADMINISTRATIVE AND STATUTORY MATTERS

- 11.1 The recommendations approved by the Trustees in November 2020 were formally noted.
- 11.2 Trustees noted and RATIFIED the Chairs Group recommendations for the appointment of Tony Poulter and the reappointment of Neil Spence to the Finance Committee and the Audit and Risk Committee.
- 11.3 Trustees reviewed and APPROVED the revised Finance Committee and the Audit and Risk Committee Terms of Reference.
- 11.4 Trustees reviewed and APPROVED the recommendations of the Investment Committee regarding to the Portrait Fund portfolio's GBP exposure and noted that the Committee's Terms of Reference would be reviewed accordingly.
- 11.5 Trustees NOTED the changes to internal delegation levels for the duration of the capital project and to control procedures around the *Inspiring People* Project. It was agreed that further information on internal controls would be provided after the meeting to the Chairs of the Finance Committee and the Audit and Risk Committee.

Action: Chief Financial Officer

12. FINANCE REPORT

- 12.1 The Board reviewed the Management Information Pack as at 30 November 2020 noting a balanced position for the 2020-21 financial year. It was advised that the position was subject to change as the Q3 was still underway and the results would be reported to the next Finance Committee.
- 12.2 Trustees welcomed the update and thanked the executive for their continued efforts. They emphasised the importance of closely monitoring expenditure to mitigate the continued

effects of the pandemic on the Gallery's finances. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests].

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

13. COMMITTEE REPORTS

13.1 Trustees noted the reports of Committees.

14. QUARTERLY REPORTS

14.1 The quarterly reports were noted by the Trustees.

15. FORWARD BOARD AGENDA

15.1 Trustees noted the forward agenda plan.

16. ANY OTHER BUSINESS

16.1 There was none.

17. DATE OF NEXT MEETING

17.1 Trustees noted the date of the next meeting as Wednesday 12 May 2021.

____David P. J. Ross____
Chair

____7.7.2021_____
Date

Appendix – List of Portraits Accepted by the Board of Trustees, Wednesday 3 February 2021

JOHN HEARTFIELD, painting on newspaper, by Milein Cosman, possibly 1967.

Offered as a gift by the Estate of Dr Bill Smith.

MICHAEL GAMBON, Unique camera obscura Ilfochrome (dye destruction) photograph, by Richard Learoyd, 2019.

Offered as a gift by the artist.

Accepted under Rule Three.

JOHN RICHARDSON, oil on canvas, by Lucian Freud, 1998.

Offered as a gift by the Estate of John Richardson via American Friends of National Portrait Gallery (plus initial 3-year loan period).

INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication

____David P. J. Ross____
Chair

____7.7.2021_____
Date