

**Minutes of the 790th Meeting of the Board of Trustees
held in the Board Room at Orange Street and via MS Teams on 2 November 2022**

PRESENT:	David Ross	Chair of the Board of Trustees
	Roger Blundell FCA	
	Dr Mark Cecil	
	The Rt Hon Chris Grayling MP	
	Marcus Harling	
	Inaya Folarin Iman	
	Dr Joanna Kennedy OBE	
	Simon Sebag Montefiore	
	Rebecca Salter PRA	
	Bjorn Saven	
	Blake Shorthouse	
	Sir Peter Stothard	
	Christopher Townsend CBE	
	Rachel Wang	
	Professor Shearer West CBE	
	Jonathan Yeo	
IN ATTENDANCE:	Dr Nicholas Cullinan	Director
	Alix Gilmer	<i>Inspiring People</i> Project Director (Items 7 and 8)
	Ros Lawler	Chief Operating Officer
	Dr Alison Smith	Chief Curator
	Sarah Tinsley	Exec. Director, Programmes & Partnerships
	Lesley Williams FCA	Chief Financial Officer
	Anna Chambers	Head of Governance (Minutes)

1. WELCOME AND APOLOGIES

- 1.1 The Chair welcomed the Board. The Rt Hon Penny Mordaunt MP had sent apologies.
- 1.2 It was 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 11 MAY 2022

- 3.1 The minutes of the 789th meeting held on Wednesday 6 July 2022 were agreed by the Trustees as a true and accurate record.

4. MATTERS ARISING AND ACTION SCHEDULE

4.1 The action points log was received by the Board. The Chair confirmed that both items had been completed and could be closed.

5. CHAIR'S BUSINESS

5.1 The Trustees AGREED the revised role specification for the Cultural Trustee which would be used as part of the Public Appointments recruitment campaign.

5.2 The Chair thanked Trustees for their input and support relating to fundraising efforts for the Gallery. The Director added thanks to the David Ross Foundation for its contribution.

6. DIRECTOR'S UPDATE

6.1 The Director introduced his report, which was taken as read.

6.2 Staff recruitment and retention: the Director noted challenges with recruitment and retention in the run up to re-opening, partially due to the scale of recruitment and where there have been resignations from key posts. [\[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication\]](#)

Jonathan Yeo joined the meeting.

6.3 Portrait of Omai: Trustees were updated on progress with the campaign to save the Portrait of Omai for the nation. An update on pledges to date was provided, including a pledge from Art Fund with a further update expected on the outcome of the bid submitted to the National Heritage Memorial Fund (NHMF). Art Fund would be launching an appeal to Art Fund members in December which NPG would also mirror through an appeal to Patrons and Members. A series of tours have been provided with various potential donors and DCMS officials whilst Omai remains on private display, which the Chairman would be informed of.

6.4 The Trustees discussed next steps for the fundraising campaign, with consideration of the funds left to raise and the resource required to drive the campaign. Options discussed included proceeding with current fundraising strategy or exploring a shared ownership model. NPG would regroup and review its strategy following the outcome of the NMHF bid. It was agreed for the case for acquisition was to be shared with the Trustees in order to support with the fundraising campaign.

Action: Director of Development

Alix Gilmer joined the meeting for items 7 and 8

STRATEGIC BUSINESS

7. INSPIRING PEOPLE PROJECT UPDATE

7.1.1 AG highlighted some key developments since the last meeting of the Board of Trustees:

- Gilbert Ash handed back large sections of the building to NPG on 5 September
- The re-hang was underway and progressing to schedule
- Interpretation had been reviewed and recommended by the Curatorial Committee for Board approval – once approved, these could be copy-edited and fact-checked before passing to the graphic designer and print, for installation early next year

- Catering contracts were being reviewed with a target for sign off by the end of November, with interior design plans for the kitchen progressing in the meantime
- The build project was running to schedule, with full handover anticipated from Gilbert Ash in February 2023

7.1.2 Forecourt: The Trustees were updated on an amendment to the scope and specification of the Section 278 works to deliver the new forecourt, [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]. This was due to:

- An upgrade in the specification of forecourt safety bollards around the forecourt perimeter as agreed with Westminster City Council and Counter Terrorism unit
- Market conditions, inflation and material changes such as changes in paving and drainage
- An increase in the scope of works to Orange Street required by Westminster Highways

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

7.1.4 Based on an assessment of the current financial position, it was concluded that the additional forecourt costs could be covered with the remaining available funding. The Board APPROVED the additional expenditure with the understanding that further discussions were underway to reduce the overall cost and to defer the timing of the works for Orange Street.

7.2 The Financial Summary Overview

7.2.1 The financial summary was noted and that an updated summary would be provided once all information had been received from the cost consultants and project managers.

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

7.2.3 Trustees were updated of other outstanding works [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

7.2.4 The Trustees noted the financial pressures within the current year, in areas such as utilities and potential public sector funding cuts. The Trustees discussed balancing of priorities for re-opening and ensuring the future financial sustainability of the Gallery.

7.2.5 It was AGREED that the *Inspiring Project* Board would review the outstanding works and prioritise according to criticality for re-opening. A further update on the current financial picture would also be prepared to provide Trustees with an understanding of the funding gap. It was agreed that both would be presented at the next Trustee meeting.

Action: Chief Financial Officer and Inspiring People Project Director

7.3 Interpretation Update

7.3.1 The Chair of the Curatorial Committee updated the Trustees on the process followed for the re-interpretation of the Collection, and noted thanks to the curatorial team and the members of the Curatorial Committee for the significant work which has been put into the project.

- 7.3.2 The Chair outlined the timetable for the interpretation to be copy-edited, fact-checked and reviewed by focus groups prior to going to the production team by December, ready for installation in January.
- 7.3.3 The Chief Curator advised that the focus group was comprised of a group of individuals which was reflective of a wide and diverse audience and had been consulted throughout the project. As their feedback had contributed to the direction of travel throughout, it was anticipated that there would be minimal changes to the interpretation. Any feedback from the focus group would be shared at the next Curatorial Committee.
- 7.3.4 Following a final review of interpretation texts at the end of October, the Curatorial Committee recommended to the Trustees approval of all interpretation texts. Final drafts would be made available for Trustees to review, with any feedback from Trustees to be shared directly with the Chair of the Curatorial Committee. Subject to further feedback from Trustees, the Trustees APPROVED the interpretation texts.
- 7.3.5 The COO informed Trustees of further planned work relating to development of digital content, including audio and video, as well as a new Gallery guide. This would be continued to be reviewed by the Curatorial Committee and shared with Trustees at key milestones of the project.

8. OPERATIONAL READINESS

8.1 Update on operational readiness

8.1.1 The COO summarised the Co-ordinated Delivery Plan (CDP) which was shared with Trustees prior to the meeting. The Plan captured all work streams for re-opening, including an assessment of dependencies, criticality for re-opening and a risk register. The CDP was maintained and updated regularly by the Project Manager alongside work stream owners and reviewed by the Re-opening Committee. Trustees were supportive of the format of the report and the progress that had been made across the various work streams.

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

8.2 Feedback from the Re-opening Committee

8.2.1 Communications: Trustees were updated on communications plan for the launch of the re-opening, including detail of partnerships with Sky Arts, BBC Radio 4, and the Telegraph who had been following the entirety of the project. Partnerships were being formed with commercial galleries, as part of the Celebration of Portraiture initiative, and approaches were being made to NMDC, with hotels, retail outlets and bookshops invited to participate. The Society of London Art Dealers had offered to share information through their partners.

8.2.2 The COO updated that [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] and interviews were being held for the appointment of a PR agency, in readiness for the launch, from a competitive field of bidders.

8.2.3 The next announcement regarding re-opening had been planned for January. This would include details of the opening programme and the first year's exhibition programme. Further update to be provided at the next meeting.

Action: COO to action

8.2.4 Membership strategy: the Director of Development updated the Re-opening Committee on a revised membership strategy, which included providing an enhanced offer to members. Trustees reflected on other strategies to employ to drive membership sales [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

8.2.5 Youth engagement strategy: the Director of Learning and Youth Engagement Trustee updated the Re-opening Committee on development of the youth programme which was being created with the support of the youth panel.

8.2.6 Ticket-booth: NPG formally own the ticket booth and ideas were shared with the Re-opening Committee for phase 1 and phase 2 of its development. Further discussions would be held with the Trading Board.

8.3 Feedback from the Trading Company Board

8.3.1 Catering contract: contract negotiations were underway with the aim to have signed contracts in place by the end of November [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. Trustees were updated that the naming of the restaurants was still under discussion.

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

9. FINANCE AND STAFFING UPDATE

9.1 Management Information Pack and KPIs

9.1.1 The Board reviewed the Management Information Pack as at 30 September 2022. [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

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

9.1.3 The Board discussed the outstanding, and currently unfunded works required for re-opening, balanced against the need for the Gallery to maintain a sound financial position post-opening in the context of increasing inflationary pressures and potential public sector funding cuts.

9.1.4 It was AGREED that a costed and prioritised list of works, according to criticality for re-opening, would be prepared to identify funding required. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
Action: Chief Financial Officer and Inspiring People Project Director

9.2 HR Report

9.2.1 The Board noted the annual HR report 2021/22 with the additional cover note which provided an updated position on staffing. Recruitment and retention was a main risk for the Gallery in the context of a national labour shortage, cost of living crisis and a highly competitive wage market.

9.2.2 The Board recognised the challenges being faced and endorsed exploring new strategies to support with recruitment and retention.

10. CORPORATE RISK REGISTER

10.1 The Board were updated on the main three risks for the Gallery and minor amendments to each:

- Failure to deliver the Inspiring People project – cause updated to reflect challenges regarding insufficient staffing to deliver the project, with mitigating actions added to monitor recruitment and retention, sickness absence levels and staff surveys
- Operating model strain is not fit for purpose in the long run – cause updated to include impact of cost of living crisis on visitor numbers.
- There is not enough staff resource/capability/wellbeing to deliver NPG's objectives and Inspiring People ambitions – mitigating actions added, as per risk 1

10.2 The Trustees noted the corporate risk register.

11. REPORT FROM THE CURATORIAL COMMITTEE

11.1 Offers for consideration

11.1.1 Dr Alison Smith, Chief Curator, presented the works on offer.

11.1.2 The Trustees considered and APPROVED in accordance with the Gallery's Acquisitions Strategy several works presented for the Primary Collection:

- Self-Portrait by Maeve Gilmore – Approved
- Elisabeth Welch by Constance Freedman – Approved
- [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- Self-Portrait by Milein Cosman – Approved
- Helen Gillespie by Frank Auerbach – Approved
- Amar Singh by Howard Tangye – Approved
- Sir Nicholas Serota by Sir Steve McQueen – Approved

11.2 Tracey Emin doors

11.2.1 The update provided as part of the Director's report was noted.

11.3 Sir Joshua Reynolds, Omai

11.3.1 The update provided as part of the Director's report was noted.

12. GOVERNANCE, ADMINISTRATION AND STATUTORY MATTERS

12.1 On the recommendation of the Chairs Group, Trustees considered proposed changes to the Board and Board's sub-committee membership and structure and AGREED:

- To extend the term of office for Chris Townsend as the co-opted member of the Board, with the term of office due to expire in September 2023
- To appoint Blake Shorthouse to the Ethics Committee, following the stepping down of Professor Shearer West from the Committee
- To appoint Peter Gist to the Finance and Operations Committee and Audit and Risk Committee

12.2 On the recommendation of the Audit and Risk Committee, Trustees considered and AGREED the proposed changes to the Counter Fraud Policy and Modern Slavery Statement.

12.3 [INFORMATION REDACTED in accordance with section 31 of the Freedom of Information Act 2000 – Law Enforcement]

13. ANNUAL RESEARCH REPORT

13.1 The Trustees noted the annual research report.

14. COMMITTEE REPORTS

14.1 Trustees noted the reports of Committees.

15. STANDING REPORTS

15.1 Trustees noted the standing reports.

16. FORWARD BOARD AGENDA

16.1 Trustees noted the forward agenda plan, noting the focus on re-opening, the 10 year plan and 2023/24 budget.

17. ANY OTHER BUSINESS

17.1 There was none

18. DATE OF NEXT MEETING

18.1 Trustees noted the date of the next meeting as Wednesday 1 February 2023.