

**Minutes of the 791<sup>st</sup> Meeting of the Board of Trustees  
held in the Board Room at the Royal Academy of Arts and via MS Teams on 1 February 2023**

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<b>PRESENT:</b>	David Ross	Chair of the Board of Trustees
	Roger Blundell FCA	
	Dr Mark Cecil	
	Marcus Harling	
	Inaya Folarin Iman	
	Dr Joanna Kennedy OBE	
	Simon Sebag Montefiore	
	Rebecca Salter PRA	
	Bjorn Saven	
	Sir Peter Stothard	
	Christopher Townsend CBE	
	Rachel Wang	
	Professor Shearer West CBE	
	Jonathan Yeo	
<b>IN ATTENDANCE:</b>	Dr Nicholas Cullinan	Director
	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)
	Alix Gilmer	<i>Inspiring People</i> Project Director (items 1-8)
	Sarah Hilliam	Director of Development (items 1-8)
	Melanie Pilbrow	Head of International Programmes (item 9)
	Laura Down	Head of National Programmes (item 9)

[INFORMATION REDACTED in accordance with section 40 (2) of the Freedom of Information Act 2000 – Personal Data]

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## **1. WELCOME AND APOLOGIES**

- 1.1 The Chair welcomed the Board of Trustees to the meeting. [INFORMATION REDACTED in accordance with section 40 (2) of the Freedom of Information Act 2000 – Personal Data]
- 1.2 The Rt Hon Penny Mordaunt MP, The Rt Hon Chris Grayling MP and Blake Shorthouse had sent apologies.
- 1.3 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 2 NOVEMBER 2022**

- 3.1 The minutes of the 790<sup>th</sup> meeting held on Wednesday 2 November 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 all items had been completed and could be closed.

## 5. CHAIR'S BUSINESS

- 5.1 The Chair updated Trustees on the recruitment campaign for the upcoming Cultural Trustee vacancy. It was noted that several applications had already been received and that the deadline for applications may be extended for a further week.
- 5.2 The Chair thanked Trustees for their ongoing input and support for the Omai fundraising campaign and encouraged Trustees to continue sharing with the Director of Development potential contacts who could support the campaign.

*Jonathan Yeo joined the meeting.*

## 6. DIRECTOR'S UPDATE

- 6.1 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 6.2 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 6.3 *Inspiring People*: The Director provided an update on progress of the *Inspiring People* project, with construction and reinstallation of the Collection moving at pace. Photographs illustrating the progress to the forecourt, installation of flooring, including the mosaics, and new changing places were presented. The Board was advised that the press launch on 25 January, where the full year programme had been announced, had been very well received with a reach of 92.5m people. The new brand for the Gallery had also been announced on this date with very positive feedback.
- 6.4 [INFORMATION REDACTED in accordance with section 40 (2) of the Freedom of Information Act 2000 – Personal Data]
- 6.5 *Omai campaign*: The Director advised that c.£21.5m of the £50m required for the work had been raised and that the Gallery was exploring alternative routes to saving this work. The Director discussed an alternative plan to save *Omai* for the nation, which involved a shared ownership model with the Getty. The Board were reminded that this had been explored previously at the early stages of the campaign. The Director advised that the NHMF and Art Fund were supportive of the model. Discussions were underway with DCMS to request an extension to the deadline of 10 March whilst these conversations were being held.
- 6.6 The Board was advised that if this arrangement was secured, *Omai* would be unveiled to the public as part of the Gallery's reopening and it would be displayed across the UK as part of a collaboration [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 6.7 The Director discussed the potential arrangements for shared ownership model, with NPG displaying the work for a period of three years or more before it is transported to the Getty. The Gallery's legal advisors have been involved and are on standby to prepare formal contractual arrangements should the model be supported. The Getty Board would be meeting in March to approve the model.
- 6.8 The Board was supportive of the Gallery acquiring the work in partnership with the Getty and discussed the sources of the funding which had been committed. The Director of Development advised of ongoing conversations with key prospects in order to meet the £25m mark [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

- 6.9 The Board was requested to endorse this acquisition in principle. The Board noted the extraordinary efforts of the team to date and noted their support in principle to acquire *Omai* through a shared ownership model with the Getty.

## **STRATEGIC BUSINESS**

### **7. INSPIRING PEOPLE PROJECT UPDATE**

#### **7.1 Project Update**

- 7.1.1 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.1.2 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication] [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] Additional donor funding was also received in December and allocated to the Learning Centre Garden works.
- 7.1.3 The Director of IP confirmed that 95% of the Gilbert Ash account had been agreed and that a final position should be reached within the next three weeks. The Director of IP was confident that the final account would fall within the contingency that had been set aside, provided that no significant further works are identified or if there are delays in the project. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.1.4 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.1.5 The Director of IP updated on outstanding unfunded works, including additional fit out costs for the Learning Centre and back of house areas and gallery benches. Short term solutions are currently being explored pending further funding. The Board were requested to provide support in principle to allocate funding to these works, should the funding become available. The Board APPROVED the request in principle, contingent on the outcome of the final Gilbert Ash account. It was AGREED that the Trustees would be provided with an update once the information was available.  
**Action: Director of IP to update Board on Gilbert Ash account discussions.**

#### **7.2 The Financial Summary Overview**

- 7.2.1 The Board of Trustees noted the financial summary report.
- 7.2.2 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.2.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

### **8. OPERATIONAL READINESS**

- 8.1 The COO provided an update on the Co-ordinated Delivery Plan (CDP) which was shared with Trustees prior to the meeting, including an update on progress of the membership strategy, implementation of the new HR system and plans for the public programme.
- 8.2 The exhibition programme and new brand was announced on 25 January which was well received. Tickets were also made available for booking, including those for general admission and for the Yevonde and Sir Paul McCartney exhibitions. 799 tickets had been booked for McCartney, 115 for Yevonde and 303 for general admission around the time of re-opening. The COO advised that this was the first time that bookings could be made for general admission and that this was a significant opportunity for capturing visitor data. There was also an opportunity for visitors to make a donation to the Gallery during the booking process. Since

the launch, there had been 40 school bookings and a number of pre-orders for exhibition catalogues.

- 8.3 The COO noted that Freuds had been appointed as the Gallery's PR agency and had shared with the Reopening Committee initial thoughts of the communications strategy leading up to reopening. This was split into four phases, including announcement planning, media outreach and media training through to executive profile interviews/features and the reopening red carpet event. Freuds presented a series of PR activations designed to attract younger audiences and core audiences of the Gallery, including a children's press conference, [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 8.4 The Board was presented with the countdown calendar from March-June:
- March – announcement of the public events programme and the announcement of the Haworth and Blake commission during Women's History Month
  - April – launch of the Gallery's TikTok account, invitations sent for press views and ongoing teasers and content shared via paid and organic channels
  - May – start of the countdown, with promotion of the opening festival, further announcement of commissions and landing of media partner content with BBC Radio 4, BBC Sounds and the Telegraph. Coronation content would be utilised to further drive traffic and sales.
  - June – press previews for key press and critics, landing of key press features, Opening event, Opening Festival promotion, press parties and influencer events
  - July – HOLBA Art of London outdoor art installations in partnership with NPG and ongoing marketing campaign with focus on domestic and international tourists
- 8.5 The COO confirmed that the ticket booth would be wrapped in the Gallery's new branding for reopening, with a view to it becoming a food and beverage outlet in the future.
- 8.6 The COO summarised the main risks relating to the project including:
- Catering – the Gallery was entering standstill on the contract for Searcy's [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
  - Preparation for handover at final completion – additional staff were being recruited, training was being rolled out, and testing underway for the Building Management System and fire control systems
  - Procurement resource – to ensure services can be delivered on time, there would be careful planning of the timing of procurement activities and an increase to the limits where the support of the Contracts and Procurement Advisor would be required.
  - Recruitment and retention – a recruitment plan is in place to mitigate the challenges of recruiting technical or specialist roles and retention initiatives were ongoing [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
  - It was confirmed that the Gallery had been working with an Access Consultant throughout the project and that the report findings would be shared with the Board.  
**Action: RL to circulate report to Trustees.**

*Sarah Hilliam and Alix Gilmer left the meeting. Laura Down and Melanie Pilbrow joined the meeting.*

## **9. NATIONAL AND INTERNATIONAL EXHIBITION PROGRAMME**

### **9.1 National Exhibition Programme**

- 9.1.1 The Head of National Programmes presented the five-year plan for the programme and requested feedback from the Board on the level of ambition for the programme. It was confirmed that the funding for the programme is raised externally.
- 9.1.2 The Board was updated on key successes of the programme to date. The programme had been varied with a wide geographic reach and had seen audiences figures of c.500,000 per

year. The Gallery engaged with audiences on national and local stories and was committed to sharing skills and knowledge through partnerships with other cultural institutions.

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

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

9.1.5 The National Skills Sharing Partnership, led by the NPG, would be further extended as part of a national programme and would be a key platform for innovation and collaboration with core partners across the UK. A Learning and Engagement Strategy would also be developed alongside the national programme strategy to promote understanding of and engagement with the collection and the art of portraiture.

9.1.6 The Board of Trustees endorsed an ambitious programme, subject to external funding. [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

## **9.2 International Exhibition Strategy**

9.2.1 The Head of International Programmes presented the five-year plan for the programme and requested feedback from the Board of Trustees.

9.2.2 A summary of highlights of the international exhibition programme over the past few years was presented. The programme had included touring of 4-5 exhibitions per year with up to 250,000 overseas visitors per year. The Gallery had extended its range of partnerships with the collection being displayed in South Korea, Taiwan and China. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

9.2.3 A series of recommendations for the programme for the next five years were discussed. This included playing to the Gallery's strengths – maximising on the Gallery's unique collection and high end market position, as well as a broad portfolio to allow a sweep of exhibition topics to a variety of partners. The Gallery would continue to be collaborative with partners, ensuring that exhibitions were tailored to specific audiences. This would also include ongoing collaboration with the national programme to identify any tours which could tour internationally, as with *Beyond Bloomsbury*.

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

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

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

9.2.7 The Board discussed scope for touring in non-Western countries where there is scope and appetite and if external funding was available to deliver. The main areas where income can be generated is Australia, Asia, America and Europe, however this picture is evolving. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

9.2.8 The Board was supportive of the proposed strategy, particularly the emphasis on digital and exploring ways in which to reduce the Gallery's environmental impact. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

*Laura Down and Melanie Pilbrow left the meeting.*

## **10. FINANCE UPDATE**

- 10.1 The Board reviewed the Management Information Pack (MIP) as at 30 November 2022, [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]
- 10.3 The Board noted progress against the KPIs agreed by the Trustees in February 2021 and the progress against KPI targets for the 2022-23 financial year.

## **11. 2023-24 BUDGET**

- 11.1 The Board was requested to approve the budget for 2023-24 following recommendation from the Finance and Operations Committee. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 11.2 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 11.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 11.4 The CFO highlighted that a contingency of £1m had been budgeted to reflect the higher level of uncertainty relating to the opening year as many of the assumptions built into the budget had not been tested (e.g. visitor numbers and self-generated income). However, the Director noted that the latest Association of Leaving Visitor Attractions (ALVA) data indicated a positive projection for visitor numbers in summer 2023 to pre-pandemic levels following record visitor numbers over Christmas 2022.
- 11.5 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 11.6 The Chair of the Audit and Risk Committee and Finance and Operations Committee member commented on discussions at the Finance and Operations Committee regarding support for the executive team to review the Gallery's operating model before the end of February, [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests] It was recommended that the budget was approved by the Board, pending further review between February and March.
- 11.7 The Board of Trustees APPROVED the budget which was contingent on further activities of the executive team [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]. An update would be provided to the Trustees by the end of March.

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

## **12. REPORT FROM CURATORIAL COMMITTEE**

- 12.1 The Chair of the Curatorial Committee presented the report. Committee members had been updated on progress of the rehang which was reported as being on schedule. The Board of Trustees previously approved the final drafts of the interpretation text at the previous meeting in November 2022 (subject to fact-checking and copy-editing). For further assurances of the Committee, the final draft of the interpretation text in its entirety has been re-shared with the Curatorial Committee and as each room text is finalised through the fact-checking and copy-editing exercise, these texts will also be shared with the Committee.

- 12.2 Committee members were updated on feedback from the audience focus group. The focus group featured more families and young people, reflecting the target audience. Overall, the feedback was positive and some minor adjustments were made.
- 12.3 Committee members were updated on progress of digital interpretation, which had been developed and internally reviewed. A further review would be undertaken by members of the Committee and would be presented for audience testing in February. Further updates were provided on the progress of the new website, the internal and external digital projections, and gallery films.
- 12.4 An update on research activity was provided, including expressions of interest for AHRC post-doctoral fellowships. Following the selection panel, a project would be selected and an application submitted to AHRC in March.
- 12.5 The Committee began an exploratory discussion regarding policies and practices for the collection of contemporary art to ensure the Gallery remained relevant with latest the changes in technology. It was agreed that a paper would be prepared with some initial ideas for further discussion at the next meeting.
- 12.6 Offers for consideration were presented to the Committee. The Committee recommended to the Board of Trustees for approval.
- 12.7 The Trustees considered and APPROVED in accordance with the Gallery's Acquisitions Strategy several works presented for the Primary Collection:
- [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
  - Edward Fox White by James 'Jacques' Joseph Tissot (c.1877) (offered as a loan) – 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]
  - [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
  - Cush Jumbo ('why don't you just tell me how you want to be, baby & i'll live like water around you') by Zoë Buckman (2022) – Approved
- 12.8 The Board was updated on the Haworth and Blake commission. This seven panel work which depicts women from the past and present, will be on display for when the Gallery reopens. The Board were advised that this commission increases the proportion of female sitters to 46% in 20<sup>th</sup> and 21<sup>st</sup> century galleries and that a QR code would be available to enable visitors to find out more information about the individual sitters.
- 12.9 The COO provided an update on the Tracey Emin doors and provided a sample for the Trustees to review. It was anticipated that the doors would be completed at the time of reopening. The sitters had not been confirmed, however was to be discussed shortly with the artist and would be shared with the Board. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 13. GOVERNANCE, ADMINISTRATIVE AND STATUTORY MATTERS**
- 13.1 On the recommendation of the Audit and Risk Committee, Trustees AGREED for the review of the DCMS Framework Agreement to be delegated to the Chair of the Board, Chair of the Audit and Risk Committee and to Marcus Harling.
- 13.2 On the recommendation of the Audit and Risk Committee, Trustees AGREED to the proposed temporary change to the Procurement Policy.

13.3 On the recommendation of the Audit and Risk Committee, Trustees considered and AGREED the proposed changes to the terms of reference for the Committee.

**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 10 May 2023.

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Chair