

## Minutes of the 793<sup>rd</sup> Meeting of the Board of Trustees held in the NPG Learning Centre and via MS Teams on 5 July 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	
	Rebecca Salter PRA	
	Bjorn Saven	
	Sir Peter Stothard	
	Christopher Townsend CBE	
	Rachel Wang	
	Professor Shearer West CBE	
	Jonathan Yeo	
	The Rt. Hon. Chris Grayling MP	
	Blake Shorthouse	
	Victoria Siddall	
<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
	Alix Gilmer	<i>Inspiring People</i> Project Director
	Rosie Wilson	Director of Exhibitions (observer)
	[INFORMATION REDACTED in accordance with section 40(2) of the Freedom of Information Act 2000 – Personal Data]	
	Anna Chambers	Head of Governance (Minutes)

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### 1. WELCOME AND APOLOGIES

- 1.1 The Chair welcomed the Board of Trustees to the meeting. Victoria Siddall, Cultural Trustee, was welcomed to her first meeting of the Board of Trustees.
- 1.2 The Rt Hon Penny Mordaunt MP and Simon Sebag Montefiore had sent apologies.
- 1.3 It was noted that a quorum was present.

*The executive team were asked to leave the meeting at this point for the Board of Trustees to discuss the recommendations of the Remunerations Committee. Dr Nicholas Cullinan, Ros Lawler, Dr Alison Smith, Sarah Tinsley, Lesley Williams, Alix Gilmer, Rosie Wilson and Anna Chambers left the meeting.*

- 1.4 **Remunerations Committee** – the Board of Trustees AGREED the recommendations of the Remunerations Committee.

*The executive team re-joined the meeting.*

- 1.5 The Chair, on behalf of the Board of Trustees, thanked all staff for their hard work and contribution to the *Inspiring People* project and the successful reopening of the Gallery. [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

## 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 10 MAY 2023

- 3.1 The minutes of the 792<sup>nd</sup> meeting held on Wednesday 10 May 2023 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 Board was informed that the specification was in development for the Fundraising Trustee role. The Chair's Group would continue to be updated on progress of the recruitment campaign.

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

## 6. DIRECTOR'S REPORT

- 6.1 The Director introduced his report, which was taken as read.
- 6.2 DCMS – the Director updated on changes to personnel within DCMS and advised the Board that the Gallery had arranged for various visits and tours with key individuals to discuss with them the successes of the *Inspiring People* project. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 6.3 Ten Year Plan – the Board was reminded that following further discussion at the Director's Group strategy day, small group discussions of Trustees and Directors would be arranged to discuss details of the plan. The aim would be for a final draft to be presented at the Board of Trustees Strategy Day in November.

*Jonathan Yeo joined the meeting.*

- 6.4 Press Coverage – the Director provided a summary of the press coverage received following re-opening, including exhibition reviews and feedback from key stakeholders. This included positive press from critics regarding the Gallery's balanced approach to the re-hang and interpretation.

**Action: PowerPoint to be shared with Board of Trustees.**

## 7. REOPENING DEBRIEF

- 7.1 The COO provided an update to the Board summarising marketing and digital activities and performance, visitor and exhibition data, commercial trading performance and upcoming projects.

### Marketing and Digital Update

- 7.2 The Board was updated on recent marketing activities including outdoor campaigns, print advertising and digital and paid social marketing with a further phase planned over the summer with a focus on targeting families and international visitors.
- 7.3 The NPG had a digital reach of over 50 million with 1 million engagements, with high engagement following the Royal visit and from the reopening party. There were 191k

sessions on the website during opening week, an increase of 45% from the previous year. The highest number of website visits for the Gallery was during *Hold Still* at 6m – the Gallery has to date had 3m website visits. The full report on reach and engagement would be circulated after the meeting.

- 7.4 Over 80 organisations across the UK took part in Portrait Mode and over 2000 individuals and organisations from across the world took part on #internationalportraitday.

#### Visitor Numbers and Exhibitions

- 7.5 The COO shared visitor numbers during the first two weeks of opening, with the largest numbers on both Saturdays between 8-10k visitors. An update was also provided on exhibition visitor numbers, with the Paul McCartney exhibition exceeding targets for visitor numbers. It was noted that further work on wayfinding and additional marketing was planned for the Madame Yevonde exhibition.
- 7.6 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 7.7 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 7.8 Trustees noted that statistics of members' activity, in terms of attending exhibitions and take up of retail and catering offers, would be useful to track engagement. It was confirmed that membership engagement would be tracked with the support of the Data and Insight Analyst roles.
- 7.9 The COO updated Trustees on activities planned for the First Look Festival which was running for a two-week period. This included In Conversation talks with Sir Paul McCartney, Jamie Fobert and Tracey Emin, which was a new hybrid offer for the Gallery. The Gallery was exploring developing this offer further to include key individuals and sitters from the Collection.

#### Commercial Trading Performance

- 7.10 Trustees were updated on the positive retail performance figures which were shared as part of the information pack. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.11 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.12 [INFORMATION REDACTED in accordance with section 31 of the Freedom of Information Act 2000 – Law Enforcement]

#### Catering (Audrey Green and Larry's Bar)

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

- 7.13 Overall trading had been positive with opportunities identified for further improvement – refining the service, [INFORMATION REDACTED in accordance with section 31 of the Freedom of Information Act 2000 – Law Enforcement] improving signage and wayfinding, and adding a covered entrance for Larry's Bar which was awaiting planning permission. It was anticipated that the latter may take up to three months for approval. [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 7.14 [INFORMATION REDACTED in accordance with section 40(2) of the Freedom of Information Act 2000 – Personal Data] discussed future marketing plans to promote Audrey Green and

Larry's Bar through social media. Daisy Green would be undertaking further promotion to establish Larry's Bar as an evening venue as well as increasing its percentage of external customers (non-Gallery visitors). [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

- 7.15 It was confirmed that planning for the operation of the Portrait Pavilion as a food and beverage outlet was underway, with the ambition of opening from 31 July. Trustees were reminded that this was a short-term plan for the Portrait Pavilion designed to increase traffic to the Gallery.

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

#### Upcoming Projects

- 7.16 The Board was updated on upcoming projects over the next few months, including the opening of the Portrait Restaurant, the opening of the Portrait Pavilion as a food and beverage outlet which would be operated initially by Daisy Green, the summer marketing campaign, the Summer Family Festival [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 7.17 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 7.18 Further longer-term plans included the implementation of the Gallery's international strategy and the development of the ten year plan.
- 7.19 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

#### **8. INSPIRING PEOPLE PROJECT UPDATE**

- 8.1 The Board of Trustees was informed that the Gilbert Ash final account had been agreed, following review by the *Inspiring People* Project Board. It was confirmed that a contingency would be held for resolving snagging and defects. For more significant works, for example building more WCs, additional funding would need to be sourced.
- 8.2 It was noted that the *Inspiring People* project would continue until the conclusion of the Activity Plan in June 2024. A future update on the Activity Plan was requested.
- 8.3 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]
- 8.4 The Trustees were reminded that the *Inspiring People* Project Board had been disbanded with ongoing responsibilities for the project transferred to the Finance and Operations Committee. Additional meetings would be scheduled during the summer where required before the next Committee meeting.

#### **9. REPORT FROM CURATORIAL COMMITTEE**

- 9.1 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 9.2 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 9.3 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]

*Ros Lawler left the meeting.*

## **10. FINANCE UPDATE**

- 10.1 The Board reviewed the Management Information Pack (MIP) as at 31 March 2023  
[INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 10.2 [INFORMATION REDACTED in accordance with section 43 of the Freedom of Information Act 2000 – Commercial Interests]

## **11. ANNUAL REPORT AND ACCOUNTS 2022-23**

- 11.1 RB provided a summary of the Annual Report from Audit and Risk Committee, highlighting future priorities which included cyber security, estates and operations, and health and safety.  
[INFORMATION REDACTED in accordance with section 31 of the Freedom of Information Act 2000 – Law Enforcement]
- 11.2 Other updates discussed at the Committee included a review of the Gallery's compliance with the DCMS Management Agreement and the annual assurance letter from the Chair of the Committee to DCMS. It was highlighted that the Committee was being kept updated on progress of the new Framework Agreement which was currently being drafted by DCMS.
- 11.3 It was AGREED that the finalisation of the Annual Report and Accounts would be delegated to the Audit and Risk Committee and to the Chair of the Committee and Chair of the Board for signing. These would be laid before Parliament before the parliamentary recess. RB thanked the Finance team for their hard work in preparing these documents.
- 11.4 The CFO provided an update on the Gallery's going concern position. It was noted that as the Gallery was formed by an Act of Parliament the Gallery would remain a going concern unless the Act was abolished, though it was noted that the Board of Trustees retained responsibility for ensuring the Gallery's financial sustainability.

## **12. GOVERNANCE, ADMINISTRATIVE AND STATUTORY MATTERS**

- 12.1 On the recommendation of the Chair's Group, Trustees AGREED the appointment of Lydia Forte and Gareth Jones as Directors of the Trading Company Board (the National Portrait Gallery Company Limited).
- 12.2 On the recommendation of the Chair's Group, Trustees AGREED the appointment of Professor Shearer West as Deputy Chair of the Board of Trustees.
- 12.3 The Trustees AGREED the terms of reference for the following committees: Finance and Operations Committee, Curatorial Committee, Remuneration Committee, Chair's Group, and Ethics Committee.
- 12.4 On the recommendation of the Audit and Risk Committee, the Trustees reviewed and APPROVED the Register of Interests for the period of 1 April 2022 to 31 March 2023.
- 12.5 [INFORMATION REDACTED in accordance with section 22 of the Freedom of Information Act 2000 – Future publication]
- 12.6 Other matters contained within the report, including an update on procurement and appointment of a Trading Company pension scheme, were noted.

## **13. ANNUAL INFORMATION GOVERNANCE REPORT**

- 13.1 Trustees noted the report.

## **14. COMMITTEE REPORTS**

14.1 Trustees noted the reports of Committees.

**15. FORWARD BOARD AGENDA**

15.1 Trustees noted the forward agenda plan.

**16. ANY OTHER BUSINESS**

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

16.2 Retirement from the Board of Trustees – on behalf of the Board, the Chair thanked Christopher Townsend CBE on his significant contribution to the Board during his tenure as a Co-opted Trustee and as Chair of the Trading Company Board.

16.3 Inspiring People Project Director – the Chair thanked Alix Gilmer for her hard work, perseverance and commitment throughout the *Inspiring People* project. The Chair noted Alix as playing a pivotal role in delivering the project and on behalf of the Board wished her the best for the future.

Meeting closed 17.20.