

**Minutes of the Meeting of the Board of Trustees of the Tate Gallery Away Day held on Wednesday 16 May 2012 at Tate Modern, Level 7 East Room at 9 am**

Present:	Lord Browne Tom Bloxham David Ekserdjian Mala Gaonkar Patricia Lankester Franck Petitgas Monisha Shah Bob & Roberta Smith Gareth Thomas Wolfgang Tillmans	Chairman
Staff present:	Sir Nicholas Serota Alex Beard Caroline Collier Dr Penelope Curtis Chris Dercon Samuel Jones Deirdre Robertson	Director Deputy Director Director, Tate National Director, Tate Britain Director, Tate Modern Secretary to the Board of Trustees Chief Operating Officer

**1. Tate's Vision to 2020 and Beyond**

The Head of the Director's Office presented the first version of a long-term Vision for Tate.

- a. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>1</sup>*

Tom Bloxham and Mala Gaonkar left the meeting.

**2. Apologies**

- a. Trustees noted that apologies had been received from Lionel Barber, Tomma Abts, Maja Hoffmann and Elisabeth Murdoch.

**3. Confirmation of Minutes**

- a. Trustees confirmed the minutes as a true record, and the minutes were signed by the Chairman after the meeting.

**4. Matters Arising**

- a. Trustees noted that these had been covered in discussion.

## **5. Conflict of Interest Declarations**

- a. Lord Browne declared a conflict of interest for the discussion under Item 22 for himself and Franck Petitgas as Trustees of both the Tate Gallery and the Tate Foundation and Sir Nicholas Serota as a Trustee of the Tate Foundation. It was agreed that they would not participate in the discussion or take part in the subsequent decision, and that Senior Trustee, Patricia Lankester would take the chair for this agenda item. Patricia Lankester declared a conflict of interest for Item 14 as an Advisor of the Clore Duffield Foundation. Trustees noted the conflicts of interests declared.

## **6. Director's Report**

### **6.1 Tate Website Relaunch**

- a. The Director informed Trustees that the website had been well received. The Deputy Director updated Trustees that a review of the website's development is being undertaken to inform the next stage of development. Trustees also noted that the website has been very robust and had successfully been launched on what proved to be the second busiest day in the history of Tate's online presence. They were informed that the next phase of development will be to bring community aspects of the website to the fore. It was agreed that the Executive will update Trustees later in the year on digital strategies more broadly.

### **6.2 Tate Modern Project Update**

- a. The Trustees were updated on a technical fault found in a component of one of the cranes on site. *Information has been exempted under Section 31 of the Freedom of Information Act 2000<sup>2</sup>*

### **6.3 Tate Britain Millbank Project Update**

- a. Trustees were updated on the good progress of the Tate Britain Millbank Project. They were informed that the fundraising of £45m is complete thanks to the generosity of funders. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>* Trustees were also informed of plans for the landscaping around Tate Britain and Tate's involvement in a wider stakeholder group with regard the landscaping of the surrounding area.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

### **6.4 Tate St Ives Phase 2 Project Update**

- a. Trustees noted the update on the St Ives Project, and the stage 1 pass from Arts Council England. They were updated on the bid to the Heritage Lottery Fund, that was to be announced in the week after the board meeting. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

**6.5** *Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>4</sup> and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

**6.5.1** *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>1</sup>*

a. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>1</sup>*

**6.6** *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>1</sup>*

## **6.7 Proposed Cap on Tax Relief**

a. Trustees were updated on representations to the Government in this regard. It was noted that it is important that the arts and museums are aligned with other charities.

## **6.8 International Partnerships**

a. The Director, Tate National updated Trustees and noted that a recent meeting with the Oman Ministry of Heritage and Culture had gone well.

b. Trustees noted the success of the recent NMDC International Breakfast held at Tate Modern.

## **6.9 Trustee Information for Funding Applications**

a. Trustees noted that an increasing number of US-based funders are requesting detailed information on the Board of Trustees as an integral part of funding applications.

## **6.10 Equality Impact Assessments**

a. Trustees noted the introduction of Equality Impact Assessments and their application within the organisation.

## **6.11 Olympics Planning**

a. Trustees were updated on work done with staff and that the Director of Visitor Experience and Estates and his team are well prepared. It was noted that the Jubilee on 3 June will be a test because of the crowds expected to attend the river pageant.

## **6.12 Staff Update**

a. Trustees noted new appointments and departures, and were updated on the appointment of Achim Borchardt-Hume as Head of Exhibitions at Tate Modern, Trustees welcomed this appointment. The Director Tate Modern noted Achim's broad international expertise and credentials in relation to pre-contemporary art.

- b. The Director, Tate Britain updated Trustees on five appointments in the historical team, due to start in June. Trustees noted that these appointments mean that Tate Britain will now have a full complement of curators in the historical collections.
- c. Trustees noted a report on pay and the challenges faced. The difficulty placed by government constraints on Tate's ability to offer pay rises was noted, and it was also reiterated that senior staff have had pay frozen for three years. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>3</sup>
- d. Trustees noted the completion of the Dignity and Respect training and were informed of follow up sessions planned for managerial staff. *Information has been exempted under Section 41 of the Freedom of Information Act 2000*<sup>4</sup> The Executive agreed that the good work and momentum will be continued.
- e. Trustees were updated on the progress of staff reviews. The Tate Liverpool review is now complete. *Information has been exempted under Section 36 of the Freedom of Information Act 2000*<sup>1</sup> and *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>3</sup>
- f. Trustees discussed recent correspondence in the press about the curatorial review of Tate Britain. The Director, Tate Britain updated them to the effect that the review is complete. Trustees noted that the press announcement of the completion of the fundraising for Phase 1 of the Tate Britain Project, and the curatorial plans was scheduled for the next day. Trustees noted that the historic team has not been downsized. The Director noted his advocacy and the efforts of the Tate Britain team in this regard.

### **6.13 Trustees' Dates**

Trustees noted the dates of forthcoming Board activity.

### **6.14 Sponsorships and Donations**

Trustees noted the paper presented.

### **6.15 Tate Programme Schedule 2012**

Trustees noted the programme schedule.

### **6.16 Key Papers for Forthcoming Meetings**

Trustees noted the papers for forthcoming meetings.

## **7. Key Points from Minutes of Councils and Committees**

- a. Trustees noted the key points.
- b. The Director of Tate Modern, Chris Dercon added that the Tate Modern Council will discuss the Vision at its next meeting and that recent discussion of the integration of learning and plans for building had built towards this. He also noted that the Council feels very involved and thanked members who decided to

stay on, showing their trust in the path that has been set out. Bob and Roberta Smith commented that the Council works very well. *Information has been exempted under Section 36 of the Freedom of Information Act 2000*<sup>1</sup>  
*Information has been exempted under Section 40(2) of the Freedom of Information Act 2000*<sup>5</sup>

## **8. Finance Report**

### **8.1 Report from Chair of Finance and Operations Committee**

- a. The Chair of the Finance and Operations Committee drew Trustees' attention to two items.
- b. Trustees noted the decision of the Finance and Operations Committee to support the granting of the guarantee in respect of financing arrangements in respect of Tate Modern.
- c. Trustees were informed that the Finance and Operations Committee meets regularly with various of the Executive. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>3</sup> Trustees were also informed that the Director, Tate Enterprises had presented the Enterprise and online strategy, noting that its reach is much better with an online presence and that the strategy is to build a more consistent dialogue between curatorial and Enterprises, as successfully demonstrated in relation to the recent shows. Trustees noted plans for merchandise development.

### **8.2 Management Information Pack**

- a. The Chief Operations Officer gave Trustees a finance update from Tate Foundation.
- b. Trustees noted the good progress made in relation to the financing arrangements for Tate Modern.
- c. Trustees were updated on a surplus of £10,000, which reflects agreements with Tate Members and Tate Foundation. Trustees noted that this is a significant success in the current financial climate, representing a 5% improvement on budget overall.
- d. Trustees were advised that overperformance of Tate activities had resulted in increases in the additional funds available to the respective independent charities.
- e. Trustees noted that the year end position was as a result of self generated income rather than a reduction in Tate's cost base.
- f. Trustees were informed that work is currently underway to develop KPIs into management information and will be in the next Management Information Pack which will be shown to the Board and shared with DCMS as appropriate.

## 9. Environmental Sustainability Strategy 2012-2015

Tate's Carbon Manager joined the meeting and presented Tate's Environmental Sustainability Strategy, 2012-2015.

- a. Trustees were informed that Tate started working on sustainability in 2008 and adopted it as a priority in the 2015 Vision. It was also noted that it is an area in which Tate has set out to show leadership, both in the wider museum sector and beyond, influencing through innovation, inspiration and partnerships.
- b. Trustees were updated on Tate's success in this area, noting that a 12% reduction in carbon footprint in 2012, exceeded the target of 10%. They were updated on other successes and including the achievement of zero landfill usage by both Tate Britain and Tate Modern and the recognition of Tate's efforts by the Carbon Trust.
- c. Trustees were also updated on Tate's aims, which include reaching ISO 1401, the industry highest standard, setting targets and action plans for future and improving the supply chain, which will both make cost savings and reduce risk.
- d. Trustees noted other developments, including Tate's representation on the subject of sustainability at international levels within the museum sector, the appointment of a preventive conservator and the trial of new conditions the galleries.
- e. Trustees discussed the issue of art transport. *Information has been exempted under Section 38 of the Freedom of Information Act 2000*<sup>6</sup>
- f. Trustees noted Tate's advocacy for sustainable activity beyond the sector, including its work influencing and engaging audiences, a Late at Tate event focusing on climate change and the environmental theme of the current Keiller commission at Tate Britain. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>7</sup>
- g. Trustees were told of targets that Tate has set itself, including a 20% reduction carbon in 2013, and in relation to cutting waste in water; they were also told of the Tate's internal sustainability taskforce.
- h. Trustees discussed how best to advocate for Tate's work on sustainability.
- i. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>7</sup> *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>3</sup>
- j. Trustees discussed the use of LED lighting in galleries and that the pace of innovation is very fast. It was noted that this makes timing important. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>3</sup>
- k. Trustees discussed the carbon efficiency of different forms of transporting work, particularly over long distances.
- l. Trustees discussed external reactions to Tate's carbon strategy, and noted that Tate is seen within the museum community in the UK and in the public sector

Tate is regarded as a market leader. Tate's international advocacy through the Bizot group was noted.

- m. Trustees agreed that steps should be taken to advocate for the policy more publicly, and recommended that the Executive explore ways of doing so.

Tate's Carbon Manager left the meeting.

## **10. Ethics in Fundraising: Policies and Procedures**

- a. The Chair of the Ethics Committee introduced a paper on amendments to policy and procedural changes following the Woolf report and other developments in the wider environment. The Chair also noted the contribution of Jules Sher QC and Rebecca Williams, the Director of Development in writing the paper and reminded the board that the Ethics Committee is advisory.
- b. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>7</sup>*
- c. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>7</sup>*
- d. Trustees welcomed the paper as providing a clear rationale for deciding how to proceed in a given case, and noted that the policy has been based on advice from Withers.
- e. It was noted that the new policy codifies much of what was already in practice at Tate before the Woolf Report.
- f. Trustees AGREED that the policy should be published, subject to review including Counsel.

## **11. Acquisitions Financial Statement**

- a. Trustees noted the Acquisitions Report.
- b. It was noted that the Collections Committee is due to meet in June, and that there will be a fuller report to the Board subsequent to that meeting.
- c. Trustees asked for an overall review at one board meeting, and it was agreed that this should happen in the Spring of 2013, when the new curators at Tate Britain have settled in.

## **12. Acquisitions Update**

- 12.1** *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

## **12.2 The Mercedes and Ian Stoutzker Gift to Tate**

- a. Trustees noted the arrangement. *Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>4</sup> and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*
- b. The Chairman noted the gratitude of the board, and the Director noted that a dinner would be held for the Donors to coincide with the display of the works and a small publication at the time of the Frieze Art Fair.

## **13. Risk Register**

- a. Trustees APPROVED the Risk Register.
- b. Deirdre Robertson noted that the Auditors are satisfied with the Risk Register and as the next phase have requested that the risk assurance framework is put in place.
- c. Trustees requested that this should be reviewed by the board twice a year.

## **14. Commitments to Donors**

Patricia Lankester declared an interest for this agenda item brought about by her role as a paid advisor to Clore Duffield Foundation.

- a. Trustees noted that the Clore Duffield Foundation is a long-standing partner of Tate. They noted that the Foundation has set specific criteria in agreements with regard to learning and education spaces.
- b. Trustees requested that they are kept to up to date with similar developments in donor commitments.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

## **15. ARTIST ROOMS Foundation**

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

- 16.** *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>1</sup>*

## **17. Safety, Health and Environmental Policy**

The Safety, Health and Environment Policy Statement is presented to the trustees on an annual basis.



- a. Trustees noted that there are regular reports on Safety, Health and the Environment to both Audit Committee and the major project boards. Trustees were also informed that it has been made clear to both the major contractors, Mace and Bovis, that this is a priority area.
- b. Trustees APPROVED the Health and Safety Policy.

**18. Trustees' and Directors' Register of Interests 2011-12**

- a. Trustees noted the Register of Interest for 2011-12.

**19. Lease Approval**

- a. Trustees APPROVED the lease subject to the approval of DCMS.

**20. Council and Committee Terms of Reference**

- a. Trustees noted the Council and Committee Terms of Reference.

**21. Minutes from Councils and Committees**

- a. Trustees noted the minutes from Councils and Committees.

**22. Any Other Business**

- a. The Director, the Chairman and Franck Petitgas declared conflicted interest and withdrew from this item of discussion. Patricia Lankester took the chair.

*Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>3</sup>*

Lord Browne resumed the chair.

**23. Date of Next Meeting**

Wednesday 4 July 2012, Tate Modern, McAulay Seminar Room, 9 am

## Endnotes

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<sup>1</sup> **Section 36** of the Freedom of Information Act provides that: Information is exempt information if its disclosure under this Act would be likely to have any the following effects:

1. prejudice collective Cabinet responsibility;
2. inhibit the free and frank provision of advice and exchange of views for the purposes of deliberation;  
or
3. prejudice the effective conduct of public affairs

<sup>2</sup> **Section 31** of the Freedom of Information Act provides that: Information is exempt if disclosure would prejudice:

- the prevention or detection of a crime, apprehension or prosecution of offenders; administration of justice etc
- an investigation by the authority into illegality, improper conduct, anyone's professional/managerial fitness or competence
- protection of charities against misconduct or mismanagement; the protection or recovery of the property of charities
- an investigation of an accident; ensuring the health, safety and welfare of employees; protecting the health and safety of other persons

<sup>3</sup> **Section 43 (2)** of the Freedom of Information Act provides that: Information is exempt information if its disclosure under this Act would, or would likely to, prejudice the commercial interests of any person (including the public authority holding it).

<sup>4</sup> **Section 41** of the Freedom of Information Act provides that:

(1) Information is exempt information if—

- (a) it was obtained by the public authority from any other person (including another public authority),  
and
  - (b) the disclosure of the information to the public (otherwise than under this Act) by the public authority holding it would constitute a breach of confidence actionable by that or any other person.
- (2) The duty to confirm or deny does not arise if, or to the extent that, the confirmation or denial that would have to be given to comply with section 1(1)(a) would (apart from this Act) constitute an actionable breach of confidence.

<sup>5</sup> **Section 40(2)** of the Freedom of Information Act provides that: Information is exempt where either:

- 1) disclosure would contravene the Data Protection principles, or would be likely to cause damage or distress, or
- 2) the data subject would not have a right of access/right to know under the Data Protection Act

<sup>6</sup> **Section 38** of the Freedom of Information Act provides that:

(1) Information is exempt information if its disclosure under this Act would, or would be likely to

- (a) endanger the physical or mental health of any individual, or,
- (b) endanger the safety of any individual.

<sup>7</sup> **Section 22** of the Freedom of Information Act provides that:

(1) Information is exempt information if—

- (a) the information is held by the public authority with a view to its publication, by the authority or any other person, at some future date (whether determined or not),
  - (b) the information was already held with a view to such publication at the time when the request for information was made, and
  - (c) it is reasonable in all the circumstances that the information should be withheld from disclosure until the date referred to in paragraph (a).
- (2) The duty to confirm or deny does not arise if, or to the extent that, compliance with section 1(1)(a) would involve the disclosure of any information (whether or not already recorded) which falls within subsection (1).