

**Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 19 March 2014 in the Grand Saloon, Tate Britain at 09.00**

Present	The Lord Browne of Madingley Tomma Abts Lionel Barber Tom Bloxham, MBE Mala Gaonkar Lisa Milroy Elisabeth Murdoch Franck Petitgas Dame Seona Reid, DBE Hannah Rothschild Monisha Shah Wolfgang Tillmans	Chairman
Staff Attendees:	Sir Nicholas Serota Caroline Collier Penelope Curtis Samuel Jones Kerstin Mogull Rebecca Williams Stephen Wingfield	Director Director of Partnerships & Programmes Director, Tate Britain Secretary to the Board of Trustees Managing Director Director, Development Finance Director
Report 1 only	Christopher Jonas	Chairman, Tate Modern Project
Report 11 only	Rod Heyes	Caruso St John Architects
Report 11 only	Peter St John	Caruso St John Architects
Report 13 only	Richard Aydon	Head of Legal

Wolfgang Tillmans joined the meeting by video-conference call. The Chairman of the Tate Modern Project Board entered the meeting.

**1. Tate Modern Project**

- a. The Director updated Trustees. *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>2</sup>*
- b. As Chairman of the Tate Modern Project Board Christopher Jonas thanked Keith Salway for his service as interim chair during his period of leave. *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>2</sup>*
- c. The Chairman of the Tate Modern Project Board updated Trustees. *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>2</sup>*
- d. *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>2</sup>*

- e. Trustees were updated on projected opening dates. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>3</sup>, 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>2</sup>*
- f. Trustees discussed the governance structure of the project. Trustees are accountable for risk, with the Project Board advisory to both the Director as Accounting Officer and the executive in respect of project management. *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>2</sup>*
- g. *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>2</sup>*
- h. *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>2</sup>*
- i. *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>2</sup>*
- j. *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>2</sup>*
- k. *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>2</sup>*
- l. *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>2</sup>*
- m. *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>2</sup>*
- n. Trustees discussed contingency and fundraising. *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>2</sup>*
- o. Trustees noted that work on site is progressing well. *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>2</sup>*
- p. *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>2</sup>*

- q. *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>2</sup>*
- r. Trustees thanked the members of the Project Board for their work and commitment to the project.

The Chairman of the Tate Modern Project Board left the meeting.

## **2. Apologies**

Apologies for the meeting were received from Gareth Thomas, Maja Hoffmann and Chris Dercon, Director, Tate Modern.

## **3. Confirmation of Minutes**

The minutes of the meeting held on Wednesday 15 January 2014 at Tate Modern were approved.

## **4. Matters Arising**

- a. There were no matters arising.

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

- a. No conflicts of interest were declared in respect of the business of this meeting.

## **6. Trustees' Away Day**

- a. Trustees approved the note of the Away Day; this will be converted into an action plan, progress against which will be gauged at each meeting.

## **7. Director's Report**

### **7.1 Tate St Ives 2 Project**

- a. Trustees were updated on the project. *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>2</sup>*
- b. *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>2</sup>*
- c. *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>2</sup>*

- d. *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>2</sup>*
- e. *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>2</sup>*

## **7.2 Pay Project Update**

- a. Trustees noted an update on the pay project and were informed of discussion at Finance and Operations Committee. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- b. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000<sup>4</sup>* It was noted that, although freedom to pay as Tate sees fit has been granted, the total pay remit will still require approval from both DCMS and HM Treasury. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

## **7.3 Advocacy Project**

- a. Trustees noted ongoing work on this project.

## **7.4 ARTIST ROOMS – the first five years**

- a. Trustees were informed of an event hosted by the Secretary of State for Culture, Media and Sport at Number 11 Downing St to mark five years of ARTIST ROOMS. They thanked Anthony d’Offay for his continuing generosity.

## **7.5 Culture in the Regions**

- a. Trustees noted an update on Tate’s work in the regions and restated the commitment to working nationwide and in partnership with other institutions.

## **7.6 Staff Update**

- a. Trustees noted the staff update.
- b. They were informed that workshops have been held with staff in respect of the vision.
- c. They were updated on plans following the departure of the Director of Media and Audiences.

## **7.7 Late at Tate**

- a. Trustees noted a highly successful and well-attended event in February and were informed of steps being taken to enhance management of future events.

## **7.8 Trustee Conflict of Interest Declarations**

- a. Trustees were asked to complete the annual declaration of any conflicts of interest that might have arisen.

## **7.9 Update on *Circuit***

- a. Trustees were noted the update on *Circuit*.
- b. Elisabeth Murdoch volunteered to serve on the *Circuit* Programme Board.

## **7.10 Sponsorships and Donations**

- a. Trustees noted the update on Sponsorships and Donations.
- b. They were updated on the event to announce Hyundai's sponsorship of the Turbine Hall Commission. The Director informed them of a recent visit to Korea. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>2</sup>
- c. Trustees congratulated Tate on the success of the Hyundai partnership.

## **7.11 Tate Programme Update**

- a. Trustees noted the update on programmes.

## **7.12 Key Papers for Forthcoming Meetings**

- a. Trustees noted the key papers for forthcoming meetings.

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

- a. Lionel Barber reported on a meeting of the Finance & Operations Committee in January in which members discussed revenue generation. The Chairman reported on the March meeting of the Finance & Operations Committee, noting that its business would be discussed elsewhere in the meeting.
- b. The business of Tate Modern Project Board was discussed earlier in the meeting.
- c. The Director of Partnerships and Programmes updated Trustees on the discussion at Tate St Ives Advisory Council of the business plan and revenue generation. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>2</sup>
- d. The Chairman updated Trustees on two meetings of the Governance and People Committee in which recommendations for appointment to Councils were approved and plans to involve Tate Collective members in the non-executive were agreed. A revised document will be brought to the next meeting of the Governance and People

Committee for approval. *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>2</sup>*

- e. Trustees noted the update from the Chairman of Collection Committee.
- f. Monisha Shah updated Trustees on a meeting of Tate Enterprises Board. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- g. Trustees noted the key points covered by Tate Members Council.
- h. The Chairman of Tate Britain Advisory Council updated Trustees on discussions of the launch campaign, and messaging for the 2014/15 Collection Displays. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- i. The Chairman of Tate Foundation reported on the Executive Board's discussion of fundraising. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- j. The Chairman of the Ethics Committee reported that two prospects were approved; other matters discussed would be covered elsewhere in the meeting.
- k. The Chairman of Tate Liverpool Advisory Council reported on a presentation from Tate Catering and Enterprises. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>3</sup> Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

Wolfgang Tillmans and Lionel Barber left the meeting.

## **9. Finance Report**

- a. The Chairman of the Finance and Operations Committee emphasised the importance of revenue-generation.

## **Business Items for Discussion**

### **10. Budget 2014 - 15**

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. Trustees discussed the estimation of visitor numbers, and were informed that targets are set by comparison to similar recent shows.

- e. Trustees APPROVED the budget. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

Peter St John and Rod Heyes of Caruso St John entered the meeting.

## **11. Tate Britain Phase 2 Capital Project**

- a. Trustees thanked and congratulated Caruso St John for their successful work on Phase 1. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>3</sup> and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
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- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

Peter St John and Rod Heyes left the meeting.

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

## **12. Commercial Use of the Tanks at Tate Modern**

- a. Trustees were informed that the proposal had been developed by both curatorial and development teams. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* There is a desire to use the model elsewhere within Tate.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* The success of partnership with TopShop in the space was noted.

- c. Trustees commented that such use also provides an opportunity to reach and attract newer audiences. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>2</sup>
- d. Trustees APPROVED the proposal.

The Head of Legal joined the meeting.

### **13. Constable Update**

- a. Trustees were updated on a spoliation claim against Tate and were informed that the recommendation of the Spoliation Advisory Panel was expected in the coming weeks.

The Head of Legal left the meeting.

## **Formal Business**

### **14. Acquisitions Final Statement**

- a. Trustees noted the Acquisitions final statement.

#### **14.1 Allocation of Acquisitions Funds**

- a. Trustees noted the allocation of Acquisitions Funds.

### **15. Acquisitions for Noting**

- a. Trustees noted the acquisitions and a correction to the notes. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>3</sup>

### **16. Policy Updates**

#### **16.1 Due Diligence Policy**

- a. Trustees APPROVED the renewal of the Due Diligence Policy.

#### **16.2 Ethics Policy**

- a. Trustees APPROVED the renewal of the Ethics Policy.

#### **16.3 Donations Policy**

- a. Trustees APPROVED the renewal of the Donations Policy.

### **17. Works in the Collection**

- a. Trustees APPROVED the recommendation in respect of the works.

**18. Appointments to Councils and Committees**

- a. Subject to her reappointment as a Trustee, Trustees RATIFIED the reappointment of Mala Gaonkar as a member and Chair of the Audit Committee.
- b. Trustees RATIFIED the appointments of Malcolm Bell, Michael Uva, Mark Titchner and Roger Tonkinson as members of Tate St Ives Advisory Council and AUTHORISED the executive at Tate St Ives to appoint a member of Tate Collective as the Terms of Reference of the Council require.
- c. Trustees RATIFIED the reappointments of Elizabeth Sims and Wolfgang Tillmans as members of Tate Britain Advisory Council.
- d. Trustees RATIFIED the appointment of James Thompson as a member of Tate Liverpool Advisory Council.

**19. Any Other Business**

- a. There was no other business.

**20. Date of Next Meeting**

- a. Trustees noted the date of the next meeting as being Wednesday 21 May, 09.00 - 15.00 at the East Room, Tate Modern. They noted that papers would be brought on revenue generation, digital, and Tate Britain and the Millbank site.

## 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 of 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 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>3</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).*

<sup>4</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*