

## Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 18 March 2015 at Tate Modern

Present:	The Lord Browne of Madingley	Chairman
	Lionel Barber	
	Tom Bloxham, MBE	
	Mala Gaonkar	
	Lisa Milroy	
	Elisabeth Murdoch	
	Franck Petitgas	
	Dame Seona Reid, DBE	
	Hannah Rothschild	
	Monisha Shah	
	Gareth Thomas	
Staff Attendees:	Sir Nicholas Serota	Director
	Caroline Collier	Director, Partnerships and Programmes
	Penelope Curtis	Director, Tate Britain
	Chris Dercon	Director, Tate Modern
	Samuel Jones	Secretary to the Board of Trustees
	Kerstin Mogull	Managing Director
	Rebecca Williams	Director, Audiences and Development
	Stephen Wingfield	Finance Director
Item 2 only	Christopher Jonas	Chairman, TTM Project Board
Item 2 only	Tony Wall	Construction Director, Stanhope plc
Item 2 only	Rob Watts	Operations Manager, Stanhope plc
Item 7 only	Emma Green	Diversity Manager
Item 9 only	Rob Halkyard	Head of Membership and Supporter Engagement
Item 18 only	Mark Osterfield	Executive Director, Tate St Ives

The meeting was preceded by a Trustees' closed session.

The Chairman of the Tate Modern Project Board and Tony Wall and Rob Watts of Stanhope plc joined the meeting.

### 1. Apologies

Apologies were received from Maja Hoffmann.

### 2. The Tate Modern Project

- a. Trustees were updated on progress. It was reported that the project remains on course to meet the projected completion dates. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>1</sup>*
- b. Trustees were informed of current areas of pressure. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* It was noted that targets are currently being achieved. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* It was reported that temporary weathering has been installed. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* The final contract on the brickwork is progressing. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

- c. It was noted that the critical path is set by the requirements of the internal fit-out. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. Trustees were updated in detail on the internal fit-out, and noted that much work is underway, spread across seven floors of the building. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- e. Trustees were informed of the tendering process for the external landscaping, which is underway with responses due in the following weeks. The budget was reported. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- f. Trustees were informed of a positive attitude and growing confidence on site. *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>*
- h. Trustees discussed the risks to budget. *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>*
- k. It was summarised that the timetable remains highly feasible and that teams are confident with the final cost. It was noted that the brickwork already installed and visible from the street looks impressive.
- l. Trustees were informed further on the water-testing of the windows and noted that they had been pre-tested and that an independent façade consultant had been brought on site to test them.
- m. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- n. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- o. An update on fundraising was given. *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 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- q. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- r. Trustees noted that work continues on the Collection Displays presented in January, and that a detailed update will be given in July or September.
- s. It was noted that Visitor Experience teams are collaborating with designers to provide an audience perspective on wayfinding.
- t. Trustees thanked the Chairman of the Tate Modern Project Board and Stanhope.

The Chairman of the Tate Modern Project Board, Rob Watts and Tony Wall left the meeting.

### **3. Confirmation of Minutes**

- a. The minutes of the January Board were agreed as a true record.

### **4. Matters Arising**

- a. There were no matters arising.

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

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

### **6. Finance Report**

- a. Trustees were updated on the finance report and on discussions of the membership strategy at the Finance and Operations Committee.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

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

- a. Trustees noted the report.

#### **6.2 Management Information Pack**

- a. The Finance Director informed Trustees that the Management Information Pack has been updated and that figures have improved. Trustees were informed of the exhibition performance: *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

The Diversity Manager entered the meeting.

### **7. Tate for All – Equality, Diversity and Inclusion Strategy 2015-2018**

- a. The Diversity Manager presented the strategy.
- b. Trustees noted a focus on inclusion and cultural change.
- c. They noted the connection between the diversity of the audience and staff and Tate's wider success.
- d. They noted wider demographic shifts and the need for Tate to reflect these in its audiences and activities.
- e. Trustees noted the ageing population.
- f. They discussed the findings of the recent Warwick Report and its commentary on cultural audiences in general.

- g. Trustees discussed younger audiences and their preference for organisations that display shared values.
- h. They noted the focus in the strategy on inclusive decision-making, accountability mechanisms, transparency and voice.
- i. Trustees discussed the importance of responding to changing demographics in relation to the viability and appeal of the organisation in the future. It was thought that the strategy is strong, but that progress should be reported back in terms of practical changes and the implications on audiences.
- j. It was noted that the audience strategy will reinforce performance indicators in this area, with clear and accountable ownership at directorial level. Trustees were informed of the integration of working groups on different aspects of diversity into decision-making processes and planning.
- k. Trustees emphasised the importance of engagement and ensuring that the principles of diversity are associated with Tate's fundamental purpose. They recommended that networks and groups should themselves include diverse voices to avoid operating as silos. It was thought that success should also be measured by the level of engagement and a measure developed accordingly. It was thought that time should be devoted to achieving the goals of the diversity strategy at a senior level.
- l. It was clarified that seeking diverse audiences will not be undermined by the need to generate revenue. Trustees noted the importance of demonstrating a varied programme, achieving financial targets, but also sending a clear message about the representation of different voices.

The Diversity Manager left the meeting

- 8.** *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
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- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- f. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*
- g. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*
- h. *Information has been exempted under Section 36 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>*

- i. *Information has been exempted under Section 36 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>*
- j. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*
- k. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*
- l. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*

The Head of Membership joined the meeting.

## **9. Membership Strategy**

- a. The Head of Membership presented an updated strategy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- b. Trustees noted good progress in membership and high retention rates.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. Trustees were informed of a timeline for implementing the strategy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- e. Trustees noted the KPIs. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- f. Trustees were informed that the profile of members matches that of audiences in general. They noted that work to diversify audiences will include members. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* They were informed of ongoing work to build a community of younger audience members. *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>*
- h. Trustees discussed the timing of the strategy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- i. It was recommended that the membership strategy should respond to an ageing population and declining pensions.
- j. Trustees discussed the importance of working with art and artists in giving a sense of exclusivity to membership. They discussed the potential of this in appealing to international audiences.
- k. Trustees discussed the relationship between membership and revenue from exhibition tickets. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- l. It was emphasised that one of the key benefits of membership income is its predictability. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

- m. It was thought that more work should be done to examine the offer beyond access to exhibitions and to develop the sense of a 'club'. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

The Head of Membership left the meeting.

## 10. Digital Update

- a. Trustees were updated on progress.
- b. It was reported that traffic to the website has grown. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- c. Trustees noted strong performance in E-Commerce. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* They were informed of recent examples of specific innovation, such as the partnership with the Khan Academy and the project undertaken with Minecraft.
- d. They were informed of the recent launch of the Archives and Access project, which has brought rich content. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- e. They were informed of the work of a sub-group looking at Digital strategy comprising some Trustees and external advisors, which is supported by an operational group focused on delivery. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>* Trustees welcomed the support of this group and thanked participants for their generosity in the time they have dedicated to it. They noted the clear timescale set for achieving goals and that it is beneficial for staff to work with and learn from external experts.
- 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>*
- h. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- i. Trustees emphasised the need to focus on a consistent strategy and core factors. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- j. Trustees discussed the underlying infrastructure and the need to identify costs required for operation. These will be presented at the May Board, with priorities set. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- k. Trustees were informed of the process of recruiting a Digital Director. They were informed of a high calibre field.
- l. Trustees discussed digital planning for the opening of the New Tate Modern. *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 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

- n. Trustees discussed the profile of the Collection and artists on the website. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

Lionel Barber and Mala Gaonkar left the meeting

## **11. Director's Report**

### **11.1 Constable**

- a. Trustees were informed that the matter has been referred to the Secretary of State for Culture, Media and Sport and that he will now determine whether the Spoliation Advisory Panel should be asked to consider the new evidence. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup> and Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000<sup>4</sup>*

### **11.2 Tribunal Update**

- a. Trustees noted the release of information as required by the Tribunal.

### **11.3 Government Review of Public Bodies**

- a. Trustees were informed of a general Cabinet Office Review of Public Bodies, to which Tate will contribute.
- b. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*

### **11.4 Update on UK Programmes**

- a. Trustees were updated on the expansion of the Plus Tate Network from eighteen partner organisations to thirty-four. They welcomed the enhancement of Tate's work across the UK.
- b. They discussed the resources required to run the expanded network. It was clarified that responsibility is shared with all partners playing a part in running it.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. Trustees were informed of the engagement of Plus Tate partner organisations in Tate Exchange.
- e. They noted the continued success of the British Art Network and of a conference combining all four specialist subject networks. Trustees were informed of the value of the networks to young curators and to those working solo in institutions.
- f. Trustees were updated on the Aspire Programme with *Salisbury Cathedral from the Meadows* travelling to Ipswich. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- g. Trustees were provided with a copy of a publication marking five years of the ARTIST ROOMS programme. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

- h. Trustees were informed that Tate currently spends just over 20% of the Grant in Aid allocation directly on programmes outside London, this does not include the cost of loans to all regional partners.

### **11.5 Trustee Appointments**

- a. Trustees were informed that interviews for the current Artist Trustee vacancies will be held in April.
- b. They were updated on the process of recruiting a Trustee to replace Monisha Shah on her retirement in July.

### **11.6 Feedback from Trustee Away Weekend**

- a. Trustees noted that the discussions of the Away Weekend would be developed into a summary checklist to be included in forthcoming packs.

### **11.7 Staff Update**

- a. Trustees noted the appointment of Sarah Bailey as Head of Legal.

### **11.8 Tate Programme Update**

- a. Trustees noted the programme update.

### **11.9 Sponsorships and Donations**

- a. Trustees noted the update on sponsorships and donations.

### **11.10 Key Papers for Forthcoming Meetings**

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

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

- a. Trustees noted the key points of councils and committees.
- b. They were informed of discussion of the programme by Tate Liverpool Advisory Council and that the Council welcomes the strong representation of female artists in the programme.
- c. They were updated on the discussions of Collection Committee. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- d. Trustees were informed of a discussion of the brand at Tate Britain Advisory Council. *Information has been exempted under Section 36 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>*
- e. It was emphasised that there should be consistency across Council and Committee procedure for thanking outgoing members.
- f. Trustees noted that the Executive of the Tate Foundation had approved the audit plan and discussed the changing nature of the sponsorship market. They noted that fundraising should concentrate more on International Committees.

Elisabeth Murdoch left the meeting.

### **13. Acquisitions Financial Statement**

- a. Trustees noted the acquisitions financial statement and that income and expenditure had been balanced for the year.

### **14. Acquisitions for Noting**

- a. Trustees noted the decisions made by the Collection Committee. They noted the gifts that have been made as a result of the work of the acquisitions committees. This included the gift of a group of her drawings by Tracey Emin to mark the display of *My Bed*. It was noted that these will go on display on Monday 30 March alongside paintings by Francis Bacon.
- b. Trustees were informed of the acquisition of a work by Frank Auerbach through the Cultural Gifts Scheme. They marked their thanks for the generosity of this gift.

### **15. Acquisitions for Decision**

- a. Trustees were informed of acquisitions proposed that are priced above the delegated authority of the Committee.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- c. Trustees APPROVED the acquisitions.

### **16. *Information has been exempted under Section 22 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>3</sup>*
- b. *Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*

### **17. Acquisition Priorities 2015-17**

- a. Trustees noted the priorities outlined in the paper.
- 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>*

The Executive Director of Tate St Ives joined the meeting.

### **18. Tate St Ives 2: Approval to Proceed**

- a. Trustees were updated on the project and the completion of the enabling works.
- b. They were informed of work required to drive piles into the ground and work to mitigate any impact on neighbouring properties.

- c. They were informed of modifications to the plan, which enhance the integration into the townscape.
- d. They were informed of a complete funding package and the success of bids to both Coastal Communities and Arts Council England. They congratulated the teams involved.
- e. They were informed that second stage tenders are coming in and that there are fallback options should value engineering be required.
- f. It was noted that approval has been given by the Department for Culture, Media and Sport to proceed. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- g. Trustees AUTHORISED proceeding. *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 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*
- i. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>1</sup> Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>2</sup>*

The Executive Director of Tate St Ives left the meeting.

## **19. Appointments to Councils and Committees**

- a. Trustees RATIFIED the appointments of Paul Grover to the Tate Liverpool Advisory Council. They RATIFIED the reappointments of Jeffrey Berman, Mary Ann Sieghart and Stephen Witherford to the Tate Modern Advisory Council for one-year terms and the reappointment of Juan Cruz to the Tate Liverpool Advisory Council for a one-year term.
- b. They noted the retirements of Camilla McGibbon from Tate Modern Advisory Council, of Claire Dove from Tate Liverpool Advisory Council, of Tomma Abts from the Collection Committee, and of Gus Casely-Hayford and Jeremy King from Tate Britain Advisory Council.
- c. They noted the resignations of Hannah Rothschild from Tate Britain Advisory Council following her appointment as Chair of the Trustees of the National Gallery and the retirement of Wolfgang Tillmans from the Ethics Committee.

## **20. Tate Enterprises Ltd Terms of Reference**

- a. Trustees noted the new Terms of Reference. The indemnity provided to Tate Enterprises Limited Board was confirmed.

## **21. Bank Mandates**

- a. Trustees APPROVED the updating of the bank mandates.

**22. Any Other Business**

- a. Trustees AUTHORISED Tate to take out a short-term lease for site accommodation during the term of the Tate Modern Project.

**23. Date of Next Meeting**

Trustees noted the date of the next meeting as being Wednesday 20 May 2015, 09.00-13.00, in the Board Room, Tate Britain

## Endnote

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<sup>1</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>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 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>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