

## Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 20 January 2016 at Tate Britain

Present:	The Lord Browne of Madingley Tom Bloxham MBE Tim Davie Mala Gaonkar Lisa Milroy Dame Seona Reid Hannah Rothschild Gareth Thomas Stephen Witherford	Chairman
Staff Attendees:	Sir Nicholas Serota Caroline Collier Chris Dercon Alex Farquharson Samuel Jones Kerstin Mogull Stephen Wingfield	Director Director, Partnerships and Programmes Director, Tate Modern Director, Tate Britain Secretary to the Board of Trustees Managing Director Finance Director
Item 2 only	Christopher Jonas	Chairman, Tate Modern Project Board
Item 2 only	Jo Dunnett	Delivery Director, Tate Modern
Item 2 only	Tony Wall	Stanhope plc
Item 2 only	Rob Watts	Stanhope plc
Item 6 and 7	Lesley Williams	Head of Finance
Item 8 and 9	Rob Baker	Chief Marketing Officer
Item 8 only	Sean Perkins	Director, North Design
Item 9 only	Julian Thomas	Department of Help
Item 9 only	Sian Williams	Consultant
Item 10 only	Laura Wright	CEO, Tate Enterprises
Item 10 only	Jeroen Schjuit	CEO, Tate Catering

### 09.00–09.30 - TRUSTEES' CLOSED SESSION

#### 1. Apologies

Apologies were received from John Akomfrah, Lionel Barber, Maja Hoffmann, Elisabeth Murdoch, Franck Petitgas and Rebecca Williams.

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

#### 2. The Tate Modern Project and Preparations for Opening

- a. The Chairman of the Tate Modern Project Board reported good progress on the project, noting preparations for the handover of the building.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. Trustees noted that Tate can take over the building while work continues on the exterior. They were informed of the ever-present risk of weather to the progress of completing the brickwork and dismantling the scaffolding.

- e. Trustees were informed of a forecast outturn budget of *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- f. Trustees discussed the handover process, noting the complexity of managing both internal and external teams on site. It was confirmed that clear responsibility for Health and Safety and liability has been planned. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- h. Trustees were informed of plans for the launch. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup> and *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>2</sup>
- i. It was noted that the Visitor Experience team is preparing for the opening and that recruitment is underway. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- j. Trustees discussed the communications plan. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup> and *Information has been exempted under Section 36 of the Freedom of Information Act 2000*<sup>3</sup>
- k. It was agreed that a visit will be scheduled for Trustees to the nearly finished spaces.

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

- a. The minutes of the meeting of 18 November 2015 were confirmed as a true record.

### **4. Matters Arising**

- a. There were no matter arising.

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

- a. Seona Reid declared a potential conflict in respect of an acquisition detailed in the papers, noting a connection with a proposed funder.

### **6. Finance Report**

#### **6.1 Report from the Chair of Finance and Operations Committee and Key Points from the minutes of the Finance and Operations Committee meeting held on Monday 4 January 2016**

- a. The Chair of the Finance and Operations Committee reported on a recent meeting of the Committee: she informed Trustees of the discussions of the Digital Working Group which would be discussed later in the meeting.
- b. Trustees were updated on the Committee's discussion of the Corporate Plan, *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- c. Trustees were informed of the Committee's discussion of Tate Enterprises and Catering's plans and a discussion of how digital can drive retail growth.

- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. Trustees were informed that the Finance and Operations Committee recommended that the principles of the Corporate Plan and budgets be approved.

## **6.2 Management Information Pack**

- a. Trustees were presented with the Management Information Pack and updated on financial operations and performance. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* Trustees were informed that a reforecast is underway. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. Trustees requested that the analysis of shows after closing be reported to the Board.
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

## **6.4 Outcome of the Spending Review**

- a. Trustees noted the outcome of the Spending Review announced in November 2015.

## **7. Draft Objectives for 2016/17 and Corporate Planning Process**

- a. Trustees were presented with a draft of the principles and objectives.
- b. They advised that the Corporate Plan include consideration of peer comparators.
- c. They discussed the targets for attendance relative to performance in the current financial year. They were informed that exhibition planning is continually scrutinised. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. Trustees advised that Tate's national role be brought out clearly in the plan.
- f. They recommended that trends be factored into the plan.
- g. Trustees discussed international consultancy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- h. Trustees noted that the underlying problem of the mismatch between the government funds allocated and the cost of meeting Tate's statutory obligations remains. They were informed that Tate is in close discussion with HM Treasury to develop a proposal for a scheme of tax credits against the cost of exhibitions, as described in the Chancellor's Spending Review announcement. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- i. Trustees approved the budget for 2016/17.

Lisa Milroy joined the meeting.

The Chief Marketing Officer and Sean Perkins of North joined the meeting.

## 8. Visual Identity Update

- a. Trustees were presented with an update of Tate's visual identity. It was noted that this has not been examined since its implementation at the time of the opening of Tate Modern in 2000. Trustees were informed of the need for a review taking into account the technical considerations of digital usage. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup> and Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- b. Trustees were informed of the basic approach of the work. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- c. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- d. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- e. Trustees were informed that the visual identity will be updated to accommodate its use in animated digital material. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>* It was reported that teams across Tate have been involved in this discussion and that it will influence the development of a range of items from new product in the shops to uniforms. It was reported that guidelines will be developed for use by partners and sponsors.
- g. Trustees welcomed the development of the brand.
- h. Trustees were informed that the leader of the team involved in developing the previous iteration has been involved and consulted on the present work.
- i. Trustees discussed the application of the brand to the context of the historic collection. They were informed how this has been addressed in planning and noted the potential to express Tate's distinctiveness in this respect.
- j. Trustees noted and emphasised the opportunity that implementing the brand presents for organisational development.

Sean Perkins left the meeting. Sian Williams, Consultant and Julian Thomas of the Department of Help, advising Tate on IS infrastructure, joined the meeting.

## 9. Digital Platform and Architecture

- a. The Chief Marketing Officer and Julian Thomas presented Trustees with analysis and planning in respect of the digital architecture and platform.
- b. Trustees were informed of the results of analysis. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. Trustees noted the objectives of the work. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. They were informed that the work will build from and upgrade existing systems rather than replace the whole. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

- e. Trustees were informed of benefits. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. Trustees were informed of the investment required. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* It was noted that this would not need to be committed to in its entirety and that iterative steps could be planned.
- g. Trustees emphasised the importance of integrating other groups across Tate. Trustees questioned the call on other staff during a period of intense activity in the run up to the opening of the new Tate Modern; they were informed that work plans have been analysed to accommodate this. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- h. Trustees welcomed the modular approach. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- i. Trustees discussed innovation in the theatre sector; they were informed that the systems planned will provide opportunities for innovation that are not currently available.
- j. Trustees were informed of the need to raise funds for the project. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

Julian Thomas, Sian Williams and the Chief Marketing Officer left the meeting.

The Chief Executives of Tate Enterprises and Tate Catering joined the meeting.

## **10.1 Tate Catering Performance and Business Planning**

- a. The Chairman of Tate Enterprises Ltd introduced the plans, explaining to Trustees that they had been thoroughly discussed by Tate Enterprises Board and had been approved.
- b. The Chief Executive of Tate Catering presented the budgets and business plan. Trustees were informed of the opportunity presented by the opening of the new Tate Modern and noted the attendant risk in the plans. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- c. Trustees were informed that catering targets can be met through differentiation. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. They noted changes to the current format of the catering outlets. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup> and Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- e. Trustees discussed changes in the Bankside area and the increased number of catering outlets. In this context, they noted the importance of wayfinding within the building and clearly named spaces that show what is on offer. They were informed that Tate Catering is working with Tate's wayfinding and signage contractors in this respect.
- f. Trustees were updated on catering plans at Tate Britain *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- g. They were informed of performance in Tate Entertaining, *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

- h. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- i. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- j. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup> They were informed of the commitment to pay London Living Wage to staff and the subsequent impact on pay roll. They were also informed that subsidy provided to staff in the cafés is not currently reflected in accounts and this will be drawn out in future to provide a clearer picture of performance.
- k. Trustees endorsed the business plan.

## **10.2 Tate Enterprises Performance and Business Planning**

- a. The Chief Executive of Tate Enterprises introduced the plan, noting that it reinforces the strategy of recent years, *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- b. Trustees were informed of risk to the budget presented *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup> They noted the opportunity presented by the opening of the new Tate Modern and that this will enable differentiation of outlets in a way that Tate has not been able to provide hitherto. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>2</sup> and *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup> They were informed that its focus will be on children and schools groups.
- c. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>2</sup> and *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- d. Trustees discussed the commissioning by Tate Enterprises of artist-designed product. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*<sup>2</sup>
- e. Trustees discussed the reduction in space in the shops during refurbishment work at Tate Modern *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- g. Trustees were informed that Tate Enterprises is working closely with colleagues on the wayfinding strategy and app to maximise awareness of and footfall in the shops.
- h. Trustees endorsed the business plan.

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

### **11.1 Actions Arising from Away Day**

- a. Trustees noted progress made and were informed that this reporting will be integrated into Tate's wider objectives following the agreement to the wider Plan in March.

### **11.2 Trustees' Appraisal and Board Effectiveness Evaluation 2016**

- a. Trustees noted the process to be followed and that questionnaire would be sent out in advance of a Board Appraisal being conducted at the next meeting.

### **11.3 Report from Family Conference 2015**

- a. Trustees noted the success of the Family Conference and that the format had been welcomed.

### **11.4 Board Away Day 2016**

- a. Trustees noted the details of the Board Away Day.

### **11.5 Activity at Tate**

- a. Trustees were updated on recent activity and noted significant impact on the operations and resources of the gallery as well as the effect on visitors.

### **11.6 Digital Update**

- a. Trustees were informed of and welcomed Microsoft's sponsorship of the IK Prize and a partnership with Facebook US on the production of six 360° films.
- b. They noted that Tate was now the second most followed museums in the world on Twitter.
- c. They congratulated the teams and individuals involved.

### **11.7 Health and Safety Update**

- a. Trustees noted the Health and Safety update.

### **11.8 Staff Update**

- a. Trustees congratulated Frances Morris on her appointment as the Director of Tate Modern and welcomed the positive response.
- b. They noted the departure of Dennis Ahern as Head of Safety and Security and thanked him for his service of sixteen years. They were informed of the process of recruiting a successor.
- c. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000<sup>4</sup>*
- d. Trustees noted that the programme of Inclusive Leadership training has begun.

### **11.9 Tate Programme Update**

- a. Trustees noted the Programme Update.

### **11.10 Sponsorships and Donations**

- a. Trustees noted the update on Sponsorships and Donations.

### **11.11 Key Papers for Forthcoming Meetings**

- a. Trustees noted the papers for forthcoming meetings.

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

- a. Trustees were informed of a fundraising dinner to be held by the Tate Americas Foundation in May. They noted the contribution made by Tate Americas Foundation and thanked its members.

- b. Trustees were updated on a meeting of the Ethics Committee and that Sir Paul Jenkins has now joined that Committee. They noted an update on potential corporate sponsors and donors and the annual review of corporate partners. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000<sup>4</sup> and Information has been exempted under Section 36 of the Freedom of Information Act 2000<sup>3</sup>*
- c. Trustees were informed of discussion of the collection displays at Tate Modern Advisory Council and noted the Council's discussion of the future programme and the plans for the opening week of the new Tate Modern.
- d. Trustees were informed of discussion by Tate Members Council of the proposed merger of the Charity with Tate. They were informed that the Council had approved the formal resolution to approve a transfer of the agreed assets by way of charitable application. They noted that the Council had also approved the Notice for the Extraordinary General Meeting and the form of proxy of the Extraordinary General Meeting.
- e. Trustees noted proceedings of the Annual General Meeting of Members.
- f. They were informed of presentation at Tate Enterprises Limited Board of the budgets and plans discussed in this meeting and their approval.

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

- a. Trustees noted the acquisitions financial statement.

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

- a. Trustees noted acquisitions *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- b. They noted international acquisitions *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*

### **15.1 Update on Recent Acquisitions**

- a. Trustees were informed of progress made in fundraising for acquisitions approved in principle at previous meetings.

### **15.2 Gift to ARTIST ROOMS**

- a. Trustees were informed of the terms proposed for a gift to ARTIST ROOMS.
- b. They authorised the acceptance of the gift and the terms proposed *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup> and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>4</sup> and Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>5</sup>* They authorised the Chairman or the Director to sign the agreement on their behalf.

### **16. Allocation of Acquisitions Funds**

- a. Trustees approved the proposals for the allocation of acquisitions funds.

**17. Appointments to Councils and Committees**

- a. Trustees RATIFIED the appointment of Tim Davie to Tate Modern Advisory Council and the Ethics Committee for the term of his Trusteeship; they RATIFIED the appointment of Stephen Witherford to Finance and Operations Committee and Audit Committee for the term of his Trusteeship, noting that he will take up this commitment after the opening of the new Tate Modern.

**18. Tate Modern Lease:** *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

**19. Bank Mandates**

- a. Trustees approved the addition of Alex Farquharson to the Trustees of Tate Gallery bank mandates and authorised the Director, the Managing Director or the Finance Director to sign all relevant documentation.

**20. Cooperation Agreement with Tate Enterprises**

- a. Trustees were informed that this agreement had been discussed and approved by Tate Enterprises Limited Board.
- b. They APPROVED the principle of the Agreement and authorised the Director to sign the agreement on behalf of the Board of Trustees subject to any further minor amendments that may be required.

**21. Any Other Business**

- a. There was no other business.

**22. CLOSE**

**Date of Next Meeting**

Trustees noted the date of the next meeting as being Wednesday 16 March 2016, 09.30-13.00 at Tate Modern preceded by a site tour of the new building at 08.15.

## Endnotes

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<sup>1</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>2</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>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*

<sup>5</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.*