

## Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 18 January 2017 at Tate Britain

Present:	The Lord Browne of Madingley John Akomfrah, OBE Lionel Barber Tom Bloxham, MBE Tim Davie Jayne-Anne Gadhia Mala Gaonkar Moya Greene Maja Hoffmann Lisa Milroy Dame Seona Reid Hannah Rothschild Gareth Thomas Stephen Witherford	Chairman
Staff Attendees:	Sir Nicholas Serota Caroline Collier Alex Farquharson Samuel Jones Kerstin Mogull Frances Morris Stephen Wingfield	Director Director, Partnerships and Programmes Director, Tate Britain Secretary to the Board of Trustees Managing Director Director, Tate Modern Finance Director
Additional staff attendees:		
Items 5-7 only	Lesley Williams	Head of Finance
Item 8 only	Rob Baker	Chief Marketing Officer
Item 8 only	Monica Thomas	Membership Manager
Item 9 only	Laura Stevenson	Consultant
Item 10 only	Jo Dunnett	TTM Project Director
Item 13 only	Polly Bidgood	Development Director

### 1. Apologies

- a. No apologies were received for this meeting.

### 2. Confirmation of Minutes

- a. The minutes of the meeting of 16 November 2016 were agreed as a true record.

### 3. Matters Arising

- a. There were no matters arising.
- b. Prior to the business of the meeting, it was formally noted that Maria Balshaw has been appointed Director of Tate to succeed Nicholas Serota and will take up her post on 1 June 2017.

### 4. Conflict of Interest Declarations

- a. No conflicts of interest were declared for the items for discussion at this meeting. Dame Seona Reid declared an interest in relation to the update at 11.4.

## **5. Finance Report**

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

- a. The Chair of the Finance and Operations Committee reported on a recent meeting.
- b. It was noted that the major topics covered would be discussed below in respect of the budget.
- c. Trustees were informed of a discussion of Membership and recommended that assumptions be tested further.
- d. It was noted that a strategy for development and fundraising will be covered in a forthcoming meeting.
- e. The Chair reported that a challenging environment demands caution and that planning should accommodate worst case scenarios.
- f. It was reported that work on the digital platform is proceeding well.

### **5.2 Key points from the minutes of the Finance and Operations Committee meeting held on 9 January 2017**

- a. These were covered in the preceding item.

### **5.3 Management Information Pack November 2016**

- a. Trustees were informed that a regular reforecasting process is underway. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. They were informed of exhibition performance. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. Trustees were informed of contingency held. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* They noted utility costs. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. Trustees were updated on capital fundraising. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. They noted a number of payments now due. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. Trustees were informed of further fundraising. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- g. Trustees were informed that members of Tate Foundation have made individual pledges. *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>*
- k. Trustees were informed that a meeting of the Tate Foundation would be convened in late January.
- l. Trustees discussed audit. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

## **6. Management Agreement**

- a. Trustees were presented with the draft Management Agreement.
- b. They authorised the Chairman and Director to sign the Management Agreement on behalf of Tate.

## **7. Tate Plan and Budget**

- a. Trustees were presented with the Plan and Budget.
- b. It was noted that the Plan continues to be based on the Vision set out by the Director and has strong buy-in of staff.
- c. Trustees noted that the Plan has been updated to reflect changes in social, economic and political contexts. They were informed that targets have been set conservatively in light of these.
- d. Trustees noted work that continues to ensure Tate's sustainability and that a review of revenue-generating activities is being conducted. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* They noted growth in e-Commerce and digital revenues. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. It was confirmed that any pay uplift for 2016-17 will be held at *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* but noted that this brings further pressure in an inflationary environment. Trustees supported this in light of the importance given to the retention of high quality staff.
- f. Trustees were informed that planning is now undertaken on a five year basis to give greater stability. It was noted that information on the operations of the new Tate Modern now in place also gives greater confidence.
- g. It was noted that work continues to examine dynamic ticket-pricing. *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. Trustees noted the implementation of the tax relief announced in the Autumn Statement and were informed that this had not been taken into account and would apply retrospectively.
- j. Trustees discussed exhibition forecasting. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- k. Trustees recommended that the Plan be developed to reflect the need to support staff during a period of change and pressure.

- l. They recommended the inclusion of work to examine different operating models. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- m. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- n. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- o. An exercise will be undertaken to stress-test the assumptions in the budget and will inform a paper to be brought to Trustees in March.

The Chief Marketing Officer and the Membership Manager joined the meeting.

## **8. Membership Performance 2016/17**

- a. Trustees were informed of progress and performance. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. They discussed the impact on membership of the new Tate Modern. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. Trustees were informed of an anticipated year-end position of the highest levels of membership yet achieved. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* They noted the target for 2021/22. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. Trustees were updated on retention. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* Enhanced data on the frequency of visits will allow more focused communication and better customer service. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. They were informed of work to enhance the membership experience. *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 discussed the competitor environment. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* It was noted that Tate offers a wider range of exhibitions than other institutions. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- h. Trustees were informed of planning. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- i. Trustees discussed the ease of becoming a member. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- j. They discussed the importance of local membership and of giving a sense of privilege to members. It was noted that the commitment represented by membership is more than simply transactional.

- k. Trustees discussed the management of membership. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- l. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

The Chief Marketing Officer and the Membership Manager left the meeting. Laura Stevenson joined the meeting.

## **9. Enterprises and Catering Review**

- a. Trustees were informed of an independent review of revenue-generating opportunities, sponsored by the Tate Enterprises Board under Charles Roxburgh. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. It was reported that the review will cover all sites, will examine performance information and be informed by interviews at executive and non-executive levels. *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. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. Trustees noted senior staff changes, with Hamish Anderson stepping up as interim Chief Executive following the departure of Jeroen Schuijt.
- f. Trustees advised that a way be found to engage staff in the review. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

Laura Stevenson left the meeting; the Director of Tate Capital Projects joined the meeting.

## **10. The Tate Modern Project**

- a. Trustees were informed of work to wrap up the project. *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. *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>*
- 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. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* It was noted that a project of this nature is inherently complicated and that it has been completed with overwhelming success.
- e. Trustees discussed the contractor market. *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>*
- g. It was noted that the impact of the financial crash of 2008 was the biggest risk and unpredicted.

Jayne-Anne Gadhia left the meeting; the Director of Tate Capital Projects left the meeting.

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

### **11.1 Trustee Appointments**

- a. Trustees were updated on the process of appointing two new Trustees.

### **11.2 Autumn Statement 2016**

- a. Trustees noted and welcomed the announcement in the Autumn Statement 2016 of tax relief against the costs of exhibition production.

### **11.3 New Year's Honours 2017**

- a. Trustees noted a number of honours awarded to individuals close to Tate and congratulated them.

### **11.4 Tate St Ives Project Update**

- a. Seona Reid declared a conflict of interest in relation to the Heritage Lottery Fund as a potential funder.
- b. Trustees were updated on progress in the project.
- c. They were informed of good discussions with the contractors. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- d. Trustees were informed of the programme of construction with existing galleries recently handed over. *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> a date for the opening in the autumn will be determined shortly.*
- e. Trustees were informed that the project is proceeding according to the budget agreed. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. Trustees were informed of fundraising noting a recent donation. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* They were informed of continuing discussions with potential funders.
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- h. Trustees recommended that, for extreme caution and cover, the risk analysis be extended. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*
- i. A full report on the Tate St Ives Project will be made at the March Board.

### **11.5 Sustainability Update**

- a. Trustees were informed of work to update Tate's environmental policy and congratulated teams on the award of a Gold National Green Apple.

### **11.6 Digital Update**

- a. Trustees noted updates on digital performance.

### **11.7 Board Strategy Day 2017**

- a. Trustees noted that the Board Strategy Day will be held in March at Tate Modern.

### **11.8 Staff Update**

- a. Trustees noted the appointment of Anna Abbott as Director of Audiences, who will take up post in March 2017.
- b. Trustees were informed of the work of volunteers and the celebration of the 40<sup>th</sup> anniversary of the volunteers programme. They thanked the volunteers for the integral part they play in Tate and the service it gives to the public.

### **11.9 Health and Safety Update**

- a. Trustees noted the Health and Safety update.

### **11.10 Tate Programme update**

- a. Trustees noted the programme update.

### **11.11 Sponsorships and Donations**

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

### **11.12 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 updates from Councils and Committees including discussion at Tate Britain Advisory Council. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>* They noted the discussions of the Tate Modern Vision and Strategy at the Tate Modern Advisory Council.
- b. Trustees were updated on the proceedings of the Tate Members Annual General Meeting.

The Director of Development joined the meeting.

- 13.** *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>*

- a. *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. *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>*
- c. *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>*

The Director of Development left the meeting.

#### **14. Acquisitions Financial Statement**

- a. Trustees noted the Acquisitions Financial Statement.

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

- a. Trustees noted a list of acquisitions.

#### **16. Acquisitions for Decision**

- a. Trustees APPROVED acquisitions. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>* each of which had previously been approved in principle and subject to the fundraising now in place.

#### **17. Director's Purchase Authority**

- a. Trustees noted the need on occasion to make purchases at short order, for instance at auction. They noted and authorised work to continue to examine a means by which this might be facilitated within the current governance.

#### **18. Allocation of Acquisitions Funds**

- a. Trustees APPROVED the allocation of sums to acquisitions from funds designated for specific purchases in the relevant areas.

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

- a. Trustees RATIFIED the appointment of Brian Chadwick to Tate Britain Advisory Council.

#### **20. Updated Approval and Signing Matrix**

- a. Trustees APPROVED the update to the signing matrix.

**21. Any Other Business**

- a. Trustees thanked Hannah Rothschild for her service as Liaison Trustee from the National Gallery.

**22. Close**

**Date of Next Meeting**

Wednesday 22 March 2017, 09.00 – 13.00, Tate Modern

## Endnotes

---

<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).*