

Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 18 January 2012 at Tate Britain in the Board Room at 9 am

Present:	Lord Browne Tomma Abts Lionel Barber Tom Bloxham David Ekserdjian Mala Gaonkar Maja Hoffmann Patricia Lankester Elisabeth Murdoch Monisha Shah Bob Smith Gareth Thomas Wolfgang Tillmans	Chairman
Staff present:	Sir Nicholas Serota Alex Beard Caroline Collier Dr Penelope Curtis Chris Dercon Alison Kennedy Cheryl Richardson Deirdre Robertson Rebecca Williams	Director Deputy Director Director, Tate National Director, Tate Britain Director, Tate Modern Acting Secretary to the Board of Trustees Director, Human Resources (for items 8-14) Chief Operating Officer Director of Development and Tate Foundation (items 7 and 8)

Trustees discussed Tate Encounters and issues arising from the Tate Modern Project report (item 7) including impacts on Board liability and on business planning across Tate. It was agreed that sufficient time would be devoted to discussion of the Tate Modern Project and the People Strategy during the full Board meeting.

1. Apologies

- a. Apologies were received from Franck Petitgas and Masina Frost. It was noted that Mala Gaonkar would arrive late and that Lionel Barber would be leaving the meeting early. It was noted that Christopher Jonas would join the meeting for item 7, and that Anna Cutler and Cheryl Richardson would join the meeting after the break.

2. Confirmation of Minutes

Minutes of the Meeting held on Wednesday 16 November 2011

The Trustees

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

3. Matters Arising

- a. There were no matters arising.

4. Conflict of Interest Declarations

- a. With regard to item 7, Lord Browne declared a conflict of interest for himself and Sir Nicholas Serota as Trustees of both the Tate Gallery and 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.
- b. It was additionally noted that Franck Petitgas is Chair of Tate Foundation.

5. Director's Report

5.1 Trustee Reappointment

- a. Trustees were updated that the Prime Minister had reappointed Franck Petitgas as a Trustee for a further four year term to commence on 18 February 2012, and that this decision had been announced on 12 January 2012.

5.2 Lifetime Giving

- a. Trustees were updated on progress with the establishment of the new Cultural Gifts Scheme and in particular that the annual limit had been raised from £20m to £30m. Trustees were informed that the scheme is likely to commence operation in the 2012/13 financial year. It was noted that Alex Beard, Deputy Director is a member of the DCMS Philanthropy Board.

5.3 Implications of Woolf Report

- a. Trustees were informed that the Ethics Committee would be considering the implications of the report of the Woolf Inquiry into LSE's relationship with Libya for Tate's governance and administration. It was noted that the Board would consider the implications of the report and the views of the Ethics Committee at the March 2012 Board meeting.

5.4 *Worlds Together* Conference

- a. Trustees noted the report on the *Worlds Together* conference on cultural learning, and its resonance with the wider Learning programme.

5.5 Tate's Outdoor Sculpture

- a. Trustees noted that a review of Tate's outdoor sculptures had been undertaken following an increase in metal theft. *Information has been exempted under Section 31 of the Freedom of Information Act 2000*¹
- b. Trustees agreed that museums and galleries should contribute to the wider debate on cash payments for scrap metal, recommending that a system of credit should be introduced to ensure greater control. It was suggested that Tate and the Henry Moore Foundation would share similar views in this area.

5.6 Tate Encounters

- a. Trustees noted the interim report from the independent research project *Tate Encounters: Britishness and Visual Culture* and its relevance to work on learning, audience development and diversity initiatives.
- b. Trustees noted that these independent research findings indicate the problematic nature of defining 'Britishness'. Trustees also expressed some concern regarding the terminology and language used in the report, particularly in light of the potential for the report to be confused with Tate's own publications.

5.7 Tate Modern Oil Tanks Programme and Visits

- a. Trustees noted the report and were reminded that the programme will be announced to the public at a future date.

5.8 Family Conference 2011 Feedback and Follow-up

- a. Trustees noted the report and were requested to give further feedback on the Conference as appropriate. It was reported that the shorter format was felt to be successful and would be retained, and that the Conference should always aim to secure a prominent speaker.

5.9 Staff Update

- a. Trustees welcomed the appointment of Francesco Manacorda as Artistic Director, Tate Liverpool and noted that he would begin in post in April 2012. It was noted that Mr Manacorda would be invited to join a future Board lunch to meet Trustees.
- b. Trustees noted the appointment of Amy Dickson as Managing Curator, ARTIST ROOMS and noted her previous achievements as Assistant Curator at both Tate Modern and Tate Liverpool. Trustees noted that strong internal curatorial expertise was being built up.

¹ **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*

- c. Trustees noted the appointment of Sam Jones as maternity cover for Masina Frost, Head of Director's Office and Secretary to the Board of Trustees, and noted that he would begin in post on 23 January 2012.

5.10 Sponsorships and Donations

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

5.10.1 Unilever Update

- a. Trustees were updated on recent discussions with Unilever. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- e. Trustees were informed that McKinsey were carrying out analysis of the sponsorship marketplace for Tate on a *pro bono* basis. It was agreed that the findings would be reported to Trustees when available.
- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*

5.10.2 BP Update

- a. Trustees were reminded that, as previously communicated to them, BP had announced sponsorship renewal for Tate, the British Museum, the Royal Opera House and the National Portrait Gallery on 19 December 2011.
- b. Trustees were updated on recent anti-BP protest activity and informed that Tate remained the main focus of this activity. Trustees noted that campaigning against BP sponsorship of arts institutions was likely to continue. Trustees discussed the issue of dialogue with campaigners, and noted that protest groups had participated in a Tate-hosted debate in 2011 at Tate's invitation.

² *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).*

- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*³
- d. *Information has been exempted under Section 42 of the Freedom of Information Act 2000*⁴
- e. *Information has been exempted under Section 42 of the Freedom of Information Act 2000*⁴
- f. Trustees reaffirmed that the role of the Ethics Committee was to scrutinise the ethical profile of corporate sponsors on behalf of the Board of Trustees, and to recommend any appropriate course of action, by considering information of the highest quality possible. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*³

5.11 Tate Programme Schedule 2012

- a. Trustees noted the programme schedule.

5.12 Key Papers for Forthcoming Meetings

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

6. Key Points from Minutes of Councils and Committees

- a. It was reported that Tate Liverpool Council had discussed the impact of local public sector cuts and been informed of the arrangements for revised gallery opening times.
- b. It was reported that Collection Committee had been updated on an ongoing acquisition. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*³

Christopher Jonas and Rebecca Williams joined the meeting.

7. Tate Modern Project

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

³ *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).*

⁴ **Section 42** of the Freedom of Information Act provides that:

- (1) *Information in respect of which a claim to legal professional privilege or, in Scotland, to confidentiality of communications could be maintained in legal proceedings is exempt information.*
- (2) *The duty to confirm or deny does not arise for to the extent that, compliance with section I(1)(a) would involve the disclosure of any information (whether or not already recorded) in respect of which such a claim could be maintained in legal proceedings.*

- c. *Information has been exempted under Section 36⁵ and Section 43 (2)⁶ of the Freedom of Information Act 2000*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*

Mala Gaonkar joined the meeting.

Lord Browne and Sir Nicholas Serota, having declared their interests as Trustees of Tate Foundation, did not participate in the following discussion or take part in the decision.

Patricia Lankester took the Chair.

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶*
- f. Trustees APPROVED the draft minute of the discussion to be used for negotiations as necessary.

Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁶

⁵ **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*

⁶ **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).*

*Information has been exempted under Section 42 of the Freedom of Information Act 2000*⁷

Lord Browne took the Chair.

- a. Following discussion by the Finance and Operations Committee, Trustees were updated on fundraising for the Tate Modern Project. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸

The meeting adjourned at this point for a break.

Cheryl Richardson joined the meeting.

8. Tate Britain Millbank Project

- a. Trustees were updated that the project continues to proceed well, ahead of risk and contingency, and that Phase 1 remains on schedule for handover in November 2012.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸

Elisabeth Murdoch and Rebecca Williams left the meeting.

9. Finance Report

9.1 Report from Chair of Finance and Operations Committee

- a. The Chair of the Finance and Operations Committee drew Trustees' attention to discussions on capital project financing, forward budget planning and the People Strategy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*⁸

⁷ **Section 42** Legal Professional Privilege

- (1) *Information in respect of which a claim to legal professional privilege or, in Scotland, to confidentiality of communications could be maintained in legal proceedings is exempt information.*
- (2) *The duty to confirm or deny does not arise or to the extent that, compliance with section I(1)(a) would involve the disclosure of any information (whether or not already recorded) in respect of which such a claim could be maintained in legal proceedings.*

⁸ **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).*

- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*

9.2 Management Information Pack

- a. Trustees' attention was drawn to Grant in Aid arrangements. It was noted that Trustees would be updated on progress in this area at the March 2012 Board meeting.
- b. Trustees were informed that a regular internal budget reforecasting exercise had recently taken place, the results of which were not fully reflected in the figures presented. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*

10. 2012-2013 Budget for Approval

- a. Trustees were informed that the budget presented for approval tallied with information given in previous budget updates. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*
- b. Trustees briefly discussed the operation of the Oil Tanks during the initial opening period. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000⁹*
- c. Trustees

APPROVED the 2012/13 Budget as outlined in the report.

11. Tate Strategic Objectives to 2015

- a. The Director outlined the changes made to the document since the Trustees' discussion at the November 2011 Board meeting. It was reported that the principal objectives had been reformulated as four strategic objectives with three linked key initiatives. Trustees welcomed the reformulation and further changes, and supported the distinction drawn between objectives and initiatives.
- b. It was noted that Franck Petitgas had contributed comments for discussion on this item in advance of the Board meeting. These comments were relayed to Trustees by the Director.

⁹ *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).*

- c. Trustees recommended that the three key initiatives should be accompanied by a timeline to completion, and that decision making under transparency should be added as appropriate. It was noted that emphasis should be placed on visitors and visitor experience where possible, and that the context of evolving artistic practice would require further elaboration when being communicated to staff and others.
- d. Trustees requested that a report on progress against the strategic objectives should be made to the Board on a six-monthly basis, and that this should be incorporated into the narrative for staff. It was noted that the report in its current form would be repurposed into a narrative for staff and a structure for future reporting to the Board.

12. Learning Strategy

- a. Due to time constraints, Trustees decided to consider the Learning Strategy at the Board meeting in March 2012. Anna Cutler therefore did not join the meeting.

13. People Strategy

- a. The Director, Human Resources presented the report as an update on the People Strategy approved by Trustees in July 2010. It was noted that the Human Resources (HR) team has been restructured in order to align to the strands of the strategy, and that progress has been made against the three strands of the strategy, as set out in the report.
- b. Trustees were updated on the Resourcing strand. It was reported that the introduction of an online recruitment system has transformed recruitment at Tate, particularly as the data of applicants can be analysed. It was reported that this data analysis can assist with the move towards workforce diversification as well with helping Tate to attract the people required to secure future success.
- c. Trustees were updated on the Engagement and Recognition strand. It was reported that this strand has focused around implementing actions arising from the 2010 Employee Survey, overseen by the Employee Survey Steering Group. It was reported that reward was the largest single challenge in relation to this strand, given the two-year pay freeze for all staff, three-year pay freeze for higher-paid staff and subsequent pay cap. It was reported that reward particularly affects both attraction of staff in terms of market rate, and retention of staff in terms of motivation and commitment.
- d. Trustees were updated on the Organisational Development strand. It was reported that the restructuring of the HR team had laid important groundwork for the future, that divisional reviews would continue to be undertaken and that a more detailed plan would be put in place over the next year to develop in line with the relevant strategic objectives within the People Strategy.

- e. It was reported that there is still work to be done in order for Tate to measure its success and show progress and improvement in this area. It was noted that People issues need to be placed higher on Tate's agenda in order to ensure that Tate's overall strategic objectives can be achieved.
- f. Trustees noted that the four key areas where attention should be concentrated were: pay and reward; leadership and organisational development; career development and succession planning; and collaboration.
- g. Trustees discussed the availability of resources to drive internal change. It was noted that whilst the new structure of the HR team has already started to drive this, the responsibility is not only held within HR and there is still a need for capability to be developed within the wider leadership team. It was noted that there is appetite for change although this presents a challenge.
- h. Trustees discussed initiatives to improve collaboration across Tate. It was reported that the situation is improving on the whole but some barriers remain e.g. physical building barriers. Trustees were informed that a strand of the Employee Survey Steering Group activity specifically relates to collaboration and is addressing accommodation, systems and project integration across Tate.
- i. Trustees expressed their concern that Tate has staff who are hugely talented and motivated but comparatively low-paid, and that the situation with pay and reward is a major risk. Trustees discussed potential action to address this situation. It was reported that an assessment of the areas of highest pressure and risk is being carried out across the organisation, and that the potential and means for recognising changes in responsibility will be investigated. It was noted that the intention will be to invest the 1% pay increase wisely. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹⁰
- j. Trustees noted that, although pay and reward are strong motivators for staff, other factors such as responsibility, career development, training opportunities, flexibility and peripheral benefits e.g. retail discounts are also important. It was reported that the Employee Survey will be repeated in autumn 2012 and the results subsequently reported to the Board.
- k. Trustees discussed leadership and management development, and the need for staff to invest in management skills as well as the technical job role. It was noted that this need was particularly relevant for staff who manage teams.
- l. Trustees noted that the situation concerning Tate's ability to pay its staff commensurately has now become critical, and fully endorsed actions to be taken in order to regularise the pay situation as rapidly as possible from Tate's own resources. Trustees noted that Tate's pay structure means that, in addition to a pay freeze and cap, there is currently no incremental progression for staff, that this represents a discrepancy with some parts of

¹⁰ *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).*

the wider public sector (those where incremental progression is contractual) and that therefore there is no facility in the pay structure to reward experience or loyalty. Trustees specifically requested that this part of the discussion should be made public record.

- m. Trustees stressed that action on pay should be the first priority, and additionally Trustees recommended that action should be prioritised in the areas of organisational development, leadership skills, systematic individual and career development, and collaborative working. Trustees discussed the level of engagement with performance discussions.
- n. Staff turnover was discussed. It was reported that staff turnover had started to increase in the last four months, and that issues around pay and reward also led to an impact on the discretionary effort of staff. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹¹ Trustees also noted the risk of losing staff to the private sector.
- o. It was agreed that regular short reports on People issues would be given to Trustees.

14. Beyond Good Intentions: Tate for All 2012-2015 Action Plan

- a. It was reported that the Action Plan established a framework for Tate to accelerate the pace of change on diversity issues at Tate, to build internal pressure and to break down existing organisational and cultural barriers.
- b. Trustees noted that Diversity Milestones will be agreed with Directors by March 2012. It was agreed that these Diversity Milestones would be brought back to Trustees at the Board meeting in March 2012 for approval. It was noted that Tate should always seek to be ahead of sector benchmarks in this area.
- c. Trustees discussed the effects of marketing and programming on the diversification of audiences, and noted that Tate sites function as destinations and social spaces as well as venues to appreciate art.
- d. Subject to approving the Diversity Milestones at the Board meeting in March 2012, Trustees APPROVED the Tate for All 2012-2015 Action Plan.

Caroline Collier and Cheryl Richardson left the meeting.

15. Acquisitions Financial Statement

Trustees NOTED the Acquisitions Financial Statement.

¹¹ *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).*

16. Acquisition for Decision

- a. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*¹²

17. Acquisitions for Noting

- a. It was noted that the works in the report had been considered by the Collection Committee. It was noted that all works except one were now recommended for acquisition.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹³
- c. Trustees

NOTED the remaining acquisitions.

*Information has been exempted under Section 22 of the Freedom of Information Act 2000*¹¹

18. Commitments to Donors

- a. Trustees noted the report.

19. Tate St Ives Phase 2 Capital Project

Trustees:

- a. APPROVED the delegation of the appointment of the Design Team to Gareth Thomas, Tate Trustee, and Alex Beard, Deputy Director;
- b. APPROVED commencement of RIBA Stage C; and
- c. APPROVED the budget for RIBA Stage C Outline Proposals.

¹² *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).*

¹³ *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).*

20. Whistleblowing Policy

- a. Trustees APPROVED the revised Whistleblowing Policy and AGREED its addition to the Board-level Policy Framework.
- b. Trustees noted that the policy had been updated to incorporate changes following the implementation of the Bribery Act 2010, and noted the arrangements in place for reporting on and reviewing the Whistleblowing Policy as outlined in the report.

21. Transfer of Reserves

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹⁴
- b. Trustees APPROVED the transfer of reserves to the Tate Foundation as outlined in the report.

22. Appointments to Councils and Committees

- a. Trustees noted that Gareth Thomas had declined the invitation to join the Audit Committee.
- b. Trustees

APPROVED all other appointments to Councils and Committees as outlined in the report.

23. Minutes from Councils and Committees

- a. Trustees

NOTED the minutes from the meetings of the Councils and Committees.

24. Any Other Business

- a. There was no other business.

25. Date of Next Meeting

Wednesday 21 March 2012, Tate Modern, 9 am

¹⁴ *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).*