

Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 4 July 2012 at Tate Modern, McAulay Seminar Room, Level 0

Present:	Lord Browne Lionel Barber Tom Bloxham David Ekserdjian Mala Gaonkar Elisabeth Murdoch Monisha Shah Bob & Roberta Smith Gareth Thomas Wolfgang Tillmans	Chairman
Staff present:	Sir Nicholas Serota Alex Beard Caroline Collier Dr Penelope Curtis Chris Dercon Samuel Jones Deirdre Robertson	Director Deputy Director Director, Tate National Director, Tate Britain Director, Tate Modern Secretary to the Board of Trustees Chief Operating Officer
Report 8 only	Mark Osterfield	Executive Director, TSI
Report 8 only	Jamie Fobert	Jamie Fobert Architects
Report 9 only	Kate Sloss	Director of Collection Care
Reports 11-14	Patrizia Ribul	Acquisitions Coordinator

1. Apologies

Trustees noted that apologies had been received from Tomma Abts, Maja Hoffmann, Patricia Lankester, and Franck Petitgas.

2. Confirmation of Minutes

Trustees confirmed the minutes as a true record, and the minutes were signed by the Chairman after the meeting.

3. Matters Arising

There were no matters arising.

4. Conflict of Interest Declarations

- a. Wolfgang Tillmans declared a conflict of interest for the discussion under item 15. It was agreed that he would absent himself from the meeting for this item. Lord Browne declared a conflict of interest for the discussion under item 18 for himself as both a Trustee of the Tate Gallery and the Tate Foundation, and Sir Nicholas Serota as a Trustee of the Tate Foundation. It was agreed that they would not participate in discussion and subsequent decision under this item, and that Mala Gaonkar would take the Chair for this item.

5. Director's Report

5.1 Tate Britain Millbank Project Update

- a. Trustees noted the good progress made in the Tate Britain Millbank Project and were informed that fundraising for the first phase is now complete. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- b. Trustees were informed about recent press coverage of Tate Britain in the Burlington Magazine. Trustees noted the steady change in displays before the introduction of the complete hang in May 2013 will place greater emphasis on the historic collection. It was noted that mixed reactions can be expected as necessary disruption continues during the redevelopment of the galleries but, at the same time, works that people have missed will return to the walls.

5.2 Tate Modern Project Update

- a. Trustees were informed of the reinstallation of one of the cranes.
- b. It was noted that the Tanks will be ready for the Opening on 16 July and that the ticketing desk will open to public on 5 July.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- d. Trustees were informed that there would also be an update on the Project in September 2012. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹

5.3 Update on Tate Strategic Objectives to 2015

- a. Trustees noted progress made in meeting the Strategic Objectives to 2015.

5.4 Update on Vision

- a. Trustees noted progress made in developing the Vision.

5.5 *Information has been exempted under Section 41 of the Freedom of Information Act 2000*²

5.6 Absolute Liability and Forthcoming Collaborations

- a. Trustees were informed of issues in respect of loans requiring absolute liability and noted Tate's position.

5.7 Insurance Provision for Turner: *The Makings of a Master*

- a. Trustees noted the insurance provisions for the forthcoming tour of *Turner: the Makings of a Master* to Japan.

5.8 McKinsey Corporate Fundraising Review

- a. Trustees were updated on the results of a recent review of Tate's position in the corporate fundraising market by McKinsey and noted steps to be taken to implement its findings. They were also updated that the Finance and Operations Committee has requested benchmarking against targets both within the cultural sector and beyond.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

5.9 Memoranda of Understanding

- a. Trustees noted the progress made on developing a number of international museum partnerships.

5.10 National Skills Academy for Creative and Cultural

- a. Trustees were told of the funding grant for a new skills academy initiative for the cultural sector. *Information has been exempted under Section 36 of the Freedom of Information Act 2000³*

5.11 Fair Access to Professional Careers – Tate Case Study

- a. Trustees noted the use of Tate as a case study in Alan Milburn's social mobility report *Opening Doors, Breaking Barriers*.

5.12 Impact of Jubilee Celebrations

- a. Trustees noted that Tate's involvement in the Jubilee celebrations had passed successfully and the commercial success of the weekend, principally in catering.

5.13 The Tanks at Tate Modern

- a. Trustees noted the programme for The Tanks at Tate Modern and the schedule for the opening event. They were also informed that the opening has been favourably anticipated in the Press.
- b. It was also discussed that the initial programme will provide useful learning in respect of how to use the space, and will be evaluated in advance of future programming. *Information has been exempted under Section 22 of the Freedom of Information Act 2000⁴*

5.14 Worlds Together Conference

- a. Trustees noted the update on the Worlds Together Conference in 2012.

5.15 19 September Board Meeting: Tate Liverpool

- a. Trustees noted the date of the next Board meeting in Liverpool on 19 September.

5.16 Family Conference 2012

- a. Trustees noted plans for the Family Conference 2013.

5.17 Tate Liverpool Investors in People Award

- a. Trustees noted the award to Tate Liverpool and that it represents continued success.

5.18 Staff Update

- a. Trustees noted the staff update and that the Tate St Ives Review has been concluded and is being implemented. They also noted the Adult Learning Award made to Gary Miles.

5.19 Cap on Tax Relief

- a. Trustees noted the government's reconsideration of this issue and the importance of the alliance made with charities beyond the arts sector.

5.20 Sponsorships and Donations

- a. Trustees noted the papers presented that Tate memberships have now passed 100,000.

5.21 Tate Programme Schedule 2012

- a. Trustees noted the programme schedule.

5.22 Key Papers for Forthcoming Meetings

- a. Trustees noted the papers for forthcoming meetings.

6. Key Points from Minutes of Councils and Committees

- a. Trustees noted the key points.
- b. Trustees noted the gift from the Trustees of the American Patrons of Tate and plans for its display.
- c. Trustees were updated on the recent meeting of Tate St Ives Advisory Council and those who attended were thanked. It was noted that recent bad weather has contributed to increased attendance at Tate St Ives and that attendance at the Alex Katz exhibition has been good.
- d. Trustees were informed that the Director, Tate Britain and Chair of Tate Britain Council attended a meeting of Tate Enterprises Ltd and that the potential for product development and trading had been discussed following the appointment of a new Buying Director.

- e. Trustees were updated on a constructive discussion of the overall Vision at Tate Modern Council. It was commented that much of the discussion that the Board had had in May was reflected at the meeting, particularly in respect of the importance of Tate's public purpose.
- f. Trustees were updated on the meeting of Audit Committee and that a clean audit report had been received.
- g. The key points of the Councils and Committees were summarised, and the question of how decision-making is made between different components of Tate was identified as a focus of the forthcoming Governance Review.

7. Finance Report

7.1 Report from Chair of Finance and Operations Committee

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* Trustees also discussed the need to focus on diversity in respect of the collection, staff and audiences and the need to develop key metrics to measure this.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

7.2 Management Information Pack

- a. Trustees noted that a more recent Management Information Pack had been seen by Finance & Operations Committee subsequent to the issue of the papers for this meeting.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- c. Trustees discussed the annual performance indicators included in the Management Information Pack. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. It was agreed that the Board should discuss diversity in a subsequent meeting and be supplied with details of performance and analysis. Trustees asked to see the progress in relation to the annual figures that Tate reports during the course of the year.
- e. Trustees discussed the importance of diversity in discussing Tate's social ambitions, particularly in respect of bringing experience of art to all.

Mark Osterfield, Jamie Fobert and Kate Sloss joined the meeting.

8. Tate St Ives Phase 2 Project

- a. Trustees were presented with the Tate St Ives Project. They noted the aim to maximise gallery space. They noted that Evans & Shalev, the architects of the

original Tate St Ives, have been engaged to work on the learning spaces in the existing building. They noted that revised designs will be presented to the meeting of Trustees in November.

- b. Trustees were updated on the existing funding package. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- c. Trustees were informed that the additional costs of the new galleries will be offset by increases in self-generated income. Trustees noted the high level of local support for the project and very positive comments on the bid from ACE.
- d. Trustees were presented with the architectural plans for the project thus far, including landscaping. They were informed that one of the challenges currently faced by Tate St Ives is that the gallery has to close for six weeks a year during periods of rehang and that the redesign will allow it to stay open continuously.
- e. Trustees discussed lighting options for the galleries and noted the importance of natural lighting in the context of the heritage of the artistic colony in the town.
- f. Trustees noted that the new galleries would allow greater opportunity to show the St Ives modernists and the Tate collection.
- g. Trustees noted the good relationship with Cornwall Council and the work of the Executive Director, Tate St Ives in this regard. They were updated on the Council's enthusiasm for the project and the recognition of the economic benefit that it would bring to the region. Trustees noted that the Council has ringfenced the money allocated to Tate St Ives as a priority.
- h. Trustees APPROVED proposals, and AGREED the drawdown of funds for the commencement and delivery of Stage D.

Mark Osterfield and Jamie Fobert left the meeting.

Patrizia Ribul joined the meeting.

9. Policy for Care of the Collections

- a. Trustees were presented with an update of the strategy for care of the collections.
- b. Trustees noted the long-term shift in conservation from restorative to preventive work with a focus on the environments in which art is kept. They were informed of the challenges involved in conservation, and of the need to ensure that members of staff across a wide range of areas are aware of the requirements of collection care. Trustees noted that decisions about how to treat the same artwork may differ according to where it is to be displayed and therefore that the policy needs to be highly specific.
- c. Trustees discussed specific examples of collection care, for example packing work for transit to different locations and the different kinds of packing used.

- d. Trustees discussed comparisons with other organisations and noted that Tate does more with the collection than most other art museums. It was also noted that Tate has a good reputation for looking after the collection and mitigating risks.
- e. Trustees discussed the potential of Tate's reputation for collections care, and the example of strength in this area leading to collaboration with the Sector Skills Council in respect of providing apprenticeships, careers advice and guidance.
- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- g. Trustees discussed measuring success in Collections Care. In part, this will be a matter of being more efficient in respect to staff time. *Information has been exempted under Section 31 of the Freedom of Information Act 2000⁵* Trustees were informed that extensive metrics are kept on damage rates, noting that this is a particular focus of Freedom of Information requests and that Tate's ability to answer these satisfactorily is a proxy measure of success in this area. Trustees suggested that Tate might establish long term measures of care and the use of occurrence and levels of incident comparable to RIDDOR ratings in health and safety matters.

Kate Sloss left the meeting.

10. 2013-16 Corporate Plan, Budget Approval and Performance Monitoring

- a. Trustees were informed of the status of budgets set for the period 2013-16.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
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- d. Trustees were also informed that there was a risk of further funding cuts in the next Spending Review. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* It was reported that although a modest allowance had been made for pay inflation, Tate remains subject to a cap on the amount that it is allowed to pay staff.
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- g. Trustees noted the strong performance this year and noted the concurrence of three blockbusters. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

- h. Trustees discussed options available to address reductions in funding.
Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹
- i. Trustees advised that Tate should look at the worst case scenario and present impact scenarios to the Board.
- j. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000¹*
- k. It was noted that the Tate Enterprises Board has asked for a report on the extent to which sales can be increased through online channels.
- l. Trustees asked that the message be reinforced within the organisation that income should be maximised at every opportunity.
- m. Trustees also discussed that it is becoming standard practise that artists are asked to make limited editions for sale at shows in museums and that this is not standard at Tate. It was, however, noted that the experience has been that production costs are not always offset by sales: some do very well, others do not. It was thought that overall, more shows should be accompanied by sales of limited editions and that these could be pushed through online sales.
- n. Trustees APPROVED the Budget Framework for 2013/14 and 2014/15 and noted work in progress in respect of balancing the 2015/16 position.

11. Approval of Statutory Accounts

- a. Trustees noted the clean audit report by the National Audit Office and the excellent work of the Financial Controller and Finance team in this regard.
- b. Trustees APPROVED the Statutory Accounts, subject to an explanatory note being added in respect of key performance indicators.

12. Acquisitions Financial Statement

- a. Trustees noted the Acquisitions Financial Statement, that it has also been seen by the Collection Committee and that Tate is not overcommitted for this year.

13. Acquisitions for Decision

- a. *Information has been exempted under Section 22 of the Freedom of Information Act 2000⁴*

14. Acquisitions for Noting

- a. Trustees RATIFIED the recommendations of staff and Collections Committee.

- b. Trustees noted that this includes the gift by Ian and Mercedes Stoutzker, which had been announced with good coverage in the press. They were informed that the gift will be shown in October. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*⁴
- c. It was AGREED that in the case of gifts, the Board should thank the donors as a formal piece of minuted business. The Board Secretary was asked to note this resolution of thanks as a matter of public record.

*Information has been exempted under Section 43(2) of the Freedom of Information Act 2000*¹

15. Approval of Trustee Benefit

Wolfgang Tillmans declared a Conflict of Interest and left the meeting.

- a. Trustees were informed that a standard licensing fee had been paid to Wolfgang Tillmans in respect of his work, *Peas*, which is neither owned nor was commissioned by Tate for its use by Tate Media in collaboration with Channel 4 on the production of a series of films. These were funded by Channel 4, but produced by Tate.
- b. Trustees noted that Wolfgang Tillmans had fully declared the matter but that Charity Commission clearance should have been obtained in advance. When informed of the administrative error Wolfgang Tillmans offered to unwind the transaction.
- c. Trustees AGREED that, once this process is complete Tate should seek authorisation from the Charity Commission for payment.
- d. Trustees discussed issues of compliance in respect of conflict of interest and noted the plans to strengthen compliance awareness to staff across the organisation.

Wolfgang Tillmans rejoined the meeting.

16. Policy on Trustee and Committee Member Conflict of Interest Management

- a. Trustees APPROVED the policy on Trustee and Committee Member Conflict of Interest Management.

17. Diversity Goals

- a. Trustees discussed the need to streamline reporting on key performance indicators and to increase frequency of reporting.
- b. Trustees stressed the importance of diversity measures in meeting Tate's commitment to delivering social value; it was also noted that the effect on the diversity of audiences should inform decision-making in the future.

- c. Trustees noted that the application of diversity requirements should be proportionate, particularly in respect of Tate's SME suppliers.

18. Grant Agreements with Tate Foundation

- a. The Chairman and Sir Nicholas Serota declared a conflict of interest for this item. Mala Gaonkar took the Chair.
- b. Trustees noted that the funds for the Tate St Ives Project would be received from Tate Foundation.

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Lord Browne resumed the Chair.

19. ARTIST ROOMS

Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹

20. Tate Enterprises Warehouse Lease Approval

- a. Trustees APPROVED the lease of the warehouse as outlined in the report.

21. Tate Enterprises Bank Mandate Approval

- a. Trustees APPROVED the opening of a special reserve account and AUTHORISED the Deputy Director as a signatory on the account.

22. Minutes from Councils and Committees

- a. Trustees noted the minutes from Councils and Committees.

23. Any Other Business

- a. Trustees noted Tate's commitment to give a 2% pay rise to staff over the next two years, the maximum possible under the restrictions imposed by government. They noted the retention and recruitment problems that these conditions create. They were informed that Tate has proposed to the Unions that 1% be applied across the board and the Unions' response that Tate should join them in making the argument to DCMS that Tate is a special case because it had acted to freeze pay internally before present conditions were imposed. Trustees were informed of Tate's agreement to make parallel but not joint representation to DCMS.

24. Date of Next Meeting

Wednesday 19 September, Tate Liverpool, Fourth Floor, 11 am

Endnotes

¹ **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).*

² **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.*

³ **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*

⁴ **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).*

⁵ **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*