

Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 20 November 2013 in the Grand Saloon, Tate Britain at 9 am

Present	The Lord Browne of Madingley Tomma Abts Lionel Barber Lisa Milroy Elisabeth Murdoch Seona Reid Hannah Rothschild Monisha Shah Gareth Thomas Wolfgang Tillmans	Chairman
Staff Attendees:	Sir Nicholas Serota Penelope Curtis Samuel Jones Sian Williams Stephen Wingfield	Director Director, Tate Britain Secretary to the Board of Trustees Interim Director of Resources Finance Director
Observing:	Kerstin Mogull	Managing Director (commencing January 2014)

1. Apologies

- a. Apologies were received from Tom Bloxham, Mala Gaonkar, Franck Petitgas, Caroline Collier and Chris Dercon.

2. Confirmation of Minutes

- a. The Minutes of the Meeting held on Wednesday 18 September 2013 were confirmed as a true record.

3. Matters Arising

- a. Trustees welcomed Kerstin Mogull, observing the meeting prior to taking up her position as Managing Director in January 2014. There were no other matters arising.

4. Conflict of Interest Declarations

- a. No conflicts of interest were declared for this meeting.

5. Director's Report

5.1/2 Tate Britain Millbank Project and Opening

- a. Trustees congratulated the team on the completion of the project and a very successful opening.
- b. They congratulated the development team on a successful fundraising campaign.
- c. It was thought that the launch provides a good platform to reach a wider audience. Trustees noted that the age range of visitors at the opening event was broad and that 10,000 were expected for the housewarming. They were informed of a further event for local residents and neighbours.
- d. They were informed of ongoing discussions as to how the success might be marked for staff.

5.3 Tate St Ives 2 Project

- a. Trustees noted the commencement of enabling works and the signing of relevant leases. They were informed of an OJEU process underway for the main construction contract. The chosen tender will be brought for approval in January.

5.4 Turner Prize 2013

- a. Trustees noted the launch in Derry-Londonderry which was attended by the Director of Tate Britain. They were informed of details of the award ceremony to be held in December.
- b. They were informed that the exhibition looks very well in the space. It was noted that the success of the Turner Prize in Derry- Londonderry, and the year of culture overall sets a good platform from which to build a legacy.
- c. Trustees discussed the potential for the ongoing use of the Ebrington Barracks as an art gallery and were informed that Tate would encourage any discussion of this nature.
- d. Trustees noted the announcement that the UK City of Culture in 2017 will be Hull.
- e. They also noted the context of wider debate about cultural funding in regions and reiterated Tate's commitment to support colleagues through partnerships.

5.5 Meeting with Permanent Secretary

- a. *Information has been exempted under Section 36 of the Freedom of Information Act 2000²*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹ and Information has been exempted under Section 36 of the Freedom of Information Act 2000²*

5.6 The Space/BBC

- a. Trustees noted Tate's contribution to the pilot of The Space in 2013, and were informed that Tate will be a contributor to the three-year project announced in November 2013. Tate will provide employee time and facilities, and not match-funding.

5.7 Tate Family Conference 2013

- a. Trustees noted the forthcoming Family Conference and contributions by Tate Collective and the Director-General of the BBC.

5.8 Staff Forums

- a. Trustees noted the annual staff forums held in October and the communication of the governance review and progress in respect of pay.

5.9 Staff Update

- a. Trustees noted that Rosemary Lynch has started in role as Director of Collection Care.
- b. They noted the retirement of Piers Townshend and thanked him for his thirty-three years of service to Tate, and his contribution to the conservation sector during that time.
- c. They were updated on progress in recruiting a new Artistic Director in Tate St Ives.
- d. They were updated on negotiations with unions in respect of pay. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

5.10 Tate Managing Director

- a. Trustees noted the appointment of Kerstin Mogull as Managing Director.

5.11 Sponsorships and Donations

- a. Trustees noted a report on sponsorships and donations.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹ and Information has been exempted under Section 22 of the Freedom of Information Act 2000³ and Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000⁴*
- c. Trustees were informed that a policy in dealing with legacies will be brought to the Board in January.

5.12 Tate Programme Update

- a. Trustees noted the programme update.

5.13 Dates of the Chairman's Dinners and Away Day in 2014 for Trustees

- a. Trustees noted the dates.

5.14 Key Papers for Forthcoming Meetings

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

6. Key Points from Minutes of Councils and Committees

- a. Trustees were updated on a meeting of the Ethics Committee in which the annual review of corporate donors was reviewed and no issues were raised. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹
- b. Trustees were informed that the Tate Modern Advisory Council has responded well to changes implemented after the Governance Review and that councillors' terms will come forward to the Governance and People Committee in January.
- c. Trustees were updated on visitor research presented to the Tate St Ives Advisory Council and noted the context of declining tourist numbers in Cornwall generally. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. Trustees were updated on the annual extended meeting of Tate Enterprises Board in which priorities and challenges are discussed. They noted that new appointments within Tate Enterprises will provide a good platform from which to address digital challenges.
- e. Trustees noted the report of the Collection Committee. They noted the update of the loan policy, delegated to Loans Committee. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000⁴* and *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. Trustees were informed of discussion at Tate Britain Advisory Council of the media strategy for the new Tate Britain. *Information has been exempted under Section 36 of the Freedom of Information Act 2000²* *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- g. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- h. Trustees noted that the full list of Council and Committee Members has been added to the website.

7. Finance Report

7.1 Report from Chair of Finance and Operations Committee

- a. Standing in for the chair of the Finance and Operations Committee, Lionel Barber reported on the meeting.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

- c. *Information has been exempted under Section 36 of the Freedom of Information Act 2000²*
- d. Trustees noted that further clarity is required in the relationship between Finance and Operations Committee and Governance and People Committee in the area of Human Resources and People.
- e. They noted that the Committee has prioritised three areas for future discussion. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. *Information has been exempted under Section 36 of the Freedom of Information Act 2000² and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- g. It was noted that the Governance and People Committee will focus initially on appointments and succession rather than broader HR policies which will remain with Finance and Operations.

7.2 Management Information Pack

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. Trustees noted the significant impact of increase utilities costs.
- e. Trustees discussed delivery against targets set in fundraising after the McKinsey report into the corporate sector. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹ Information has been exempted under Section 22 of the Freedom of Information Act 2000³ Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. Trustees discussed models used in forecasting, and were informed that while a degree of uncertainty is inherent, Tate will keep abreast of the latest technologies in this regard.
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹ and Information has been exempted under Section 22 of the Freedom of Information Act 2000³ They also discussed the importance of targets that are not simply financial.*

8. Update on the Treatment of Rothko's *Black on Maroon* T01170

- a. *Information has been exempted under Section 22³ of the Freedom of Information Act 2000³*

The Interim Chairman of the Tate Modern Project Board and the Director of Capital Programmes joined the meeting.

9. The Tate Modern Project

- a. Trustees thanked Keith Salway for standing in as Chairman of the Tate Modern Project Board during Christopher Jonas' absence.
- b. Trustees noted the exceptional complexity of the project. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. It was noted that Seele has started work on the roof structures and glazing in the switch house.
- g. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000⁴ and Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- h. Trustees were updated on regular weekly meetings with the project managers, Gardiner and Theobald, the Director of Capital Projects and the top four principals from the key professional firms. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- i. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- j. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- k. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- l. Trustees thanked the Chairman of the Tate Modern Project Board for the thoroughness of the report. They noted the risk in over-simplifying the project further.
- m. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- n. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- o. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

The Interim Chairman of the Tate Modern Project Board and the Director of Capital Programmes left the meeting; the Director of Learning and the Head of Membership and Ticketing joined the meeting.

10. Tate Members Strategy 2013-2017

- a. The Head of Membership and Ticketing updated Trustees on membership and future strategy.
- b. Trustees noted a rise in members. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹ and Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- c. Trustees noted the strong retention rate of 80% members, with a solid loyalty base. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* They were informed that Tate has the largest arts membership scheme in Europe.
- d. Trustees noted growth potential. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- e. They were informed that income from membership (excluding additional income from members' use of Catering and Enterprises) has grown over the past few years and that this is projected to continue. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- f. Trustees were informed of new product development. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- g. Trustees noted ongoing work communicating the importance of membership as philanthropic support as well as a benefit. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- h. They noted that the developing membership strategy will be integrated and aligned with other strategies, such as learning.
- i. Trustees discussed younger audiences. It was noted that while there are offers in relation to families, work is being done with the audiences and learning teams to provide for the 16-21 age group. It was thought that the 26-30 age bracket should also be addressed.
- j. Trustees discussed digital membership and noted that initiatives have been developed in other galleries.. *Information has been exempted under Section 40 (2) of the Freedom of Information Act 2000⁴*
- k. Trustees discussed BME representation amongst members and were informed that ambitions in this respect are aligned to Tate's wider aims in this area.
- l. Trustees were updated on work on CRM and journey-mapping. It was noted that operational teams are at liberty to undertake small-scale trials, which provides R&D and systems development on a low-cost basis.
- m. Trustees discussed membership amongst art students and were informed that discounts in the bookshops carry appeal in this area.
- n. Trustees welcomed progress made and requested accelerating further developments in this area.

The Head of Membership and Ticketing left the meeting; the Director of Information Systems joined the meeting.

11. Learning Projects

- a. The Director of Learning introduced Trustees to a project in development. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*³
- b. Trustees were informed that this reflects the themes of the Vision by championing art in the social realm, extending art to a range of publics and deepening the relationship with the public, especially through digital formats.
- c. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*³
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- e. Trustees noted that a range of different outputs is envisaged. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*³
- f. Trustees discussed the distinctiveness of the project. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*³
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- h. Trustees expressed excitement about the project. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- i. The idea will be brought back to Trustees as it reaches fuller expression.

The Director of Learning left the meeting.

12. Information Systems Strategy 2013 to 2015

- a. The Director of IS presented the strategy.
- b. Trustees noted the distinction between the IS department as providing the services, and Tate Media and Audiences as leading on digital working. They noted the close cooperation between the two.
- c. Trustees were updated on work with Collection and Programme management and the development of a system of publishing research content online.
- d. They noted work on relationship management, specifically e-bulletins and the online shop. They noted positive impact on planning and budget-management. They were informed of the use of cloud-based servers, which has made compliance in respect of payment cards more effective and cost-efficient.
- e. Trustees were updated on effective working across Tate and specific steps that have improved sustainability, such as green printing. Centralised control of printing

defaults has decreased the use of paper; new servers and equipment has reduced power use by 80%. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹

- f. Trustees noted that some infrastructure requires updating and that growing expectations of mobile-working and Wi-Fi must be met.
- g. Trustees noted the impact of the governmentally-imposed pay freeze on recruitment and staff-retention in IS. They noted the importance of staff development and were updated on a move to cross-gallery working.
- h. Trustees were updated on the scope of the TASK programme, which includes upgrades to operating systems, the email system, skills development, IP telephones, WiFi and Tatenet.
- i. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- j. Trustees discussed funding for IS projects in the current financial position. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- k. Trustees were informed that the software is robust and upgradeable.

The Director of IS left the meeting.

13. Governance Review: Executive

- a. Trustees noted the outcomes of the Governance Review and that an update on its implementation will be given in six months.
- b. They noted that People issues will be represented at Executive Group by the Managing Director.
- c. It was agreed that Director of Development will in the future attend meetings of the Board.

The Director of Capital Programmes re-joined the meeting.

14. Estate Optimisation

- a. Trustees were informed of options in respect of the future management of the London estate. They noted the priority of office accommodation.
- b. It was agreed that a tour of the QAMH site should be organised for Trustees.
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹ and *Information has been exempted under Section 36 of the Freedom of Information Act 2000*²
- d. *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 2000¹ and Information has been exempted under Section 36 of the Freedom of Information Act 2000²*

15. Acquisitions Financial Statement

- a. Trustees noted the Acquisitions Financial Statement.

16. Acquisitions for Noting

- a. Trustees noted the acquisitions.

17. Acquisitions for Decision

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

- 18. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*

19. Tate Loans Policy

- a. Trustees noted changes to the policy to reflect loans to commercial galleries in so far as this is legitimate, scholarly and in the public interest. They noted that the number of loans has nearly doubled in five years, reflecting increased activity around ARTIST ROOMS. They noted the resource implications for Collection Care and discussed the sustainability of such activity going forward.
- b. Trustees APPROVED the policy.

20. Data Protection Policy

- a. Trustees Noted and APPROVED the Data Protection Policy.

- 21. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*

- a. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

22. Appointments to Councils and Committees

- a. Trustees RATIFIED the following appointments:
- b. the reappointment of Jules Sher and Helen Alexander to the Ethics Committee;

- c. the reappointment Paul McHale to the Finance and Operations Committee;
- d. the appointment of Paul McHale to the Governance and People Committee;
- e. the appointment of Hannah Rothschild and Lisa Milroy to the Collection Committee;
- f. the reappointment of Ryan Gander to the Tate Modern Advisory Council;
- g. the reappointment of Patricia Lankester, Edward Harley and Andy Hobsbawm and the appointment of Lisa Milroy, Hannah Rothschild and Jeremy King to the Tate Britain Advisory Council. In addition, the Board is asked to ratify the appointment of Seona Reid to the Council and appoint her as its Chair;
- h. the appointment of Wendy Simon to the Tate Liverpool Advisory Council;
- i. the appointment of Gabrielle Hase and Kerstin Mogull as directors of Tate Enterprises Ltd.

23. Any Other Business

- a. There was no other business.

24. Date of Next Meeting

The next meeting will take place on Wednesday 15 January 2014 in the East Room at Tate Modern.

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 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 of 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.*

³ **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).*

⁴ **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*