

## Minutes of the Meeting of the Board of Trustees of the Tate Gallery held on Wednesday 1 July 2015 at Tate Britain

Present:	The Lord Browne of Madingley John Akomfrah, OBE Lionel Barber Tom Bloxham, MBE Mala Gaonkar Elisabeth Murdoch Franck Petitgas Hannah Rothschild Monisha Shah Gareth Thomas Stephen Witherford	Chairman
Staff Attendees:	Sir Nicholas Serota Caroline Collier Chris Dercon Samuel Jones Kerstin Mogull Rebecca Williams Stephen Wingfield	Director Director, Partnerships and Programmes Director, Tate Modern Secretary to the Board of Trustees Managing Director Director of Audiences and Development Finance Director
Item 2 only	Christopher Jonas	Chairman, TTM Project Board
Item 2 only	Tony Wall	Stanhope plc
Item 2 only	Rob Watts	Stanhope plc
Item 8 only	Donald Hyslop	Head of Regeneration and Community Partnerships
Items 10.1 and 10.2	Rob Baker Jo Dunnett	Chief Marketing Officer Delivery Director, New Tate Modern

The meeting was preceded by a viewing of the Bloomberg Timeline.

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

### 1. Apologies and Welcome

- a. Maja Hoffmann, Lisa Milroy, Dame Seona Reid and Penelope Curtis had sent their apologies for the meeting. The Chairman welcomed the newly appointed Trustees John Akomfrah and Stephen Witherford to the Board.

### 2. The Tate Modern Project

- a. The Chairman of the Tate Modern Project Board updated Trustees on developments.
- b. Trustees noted risks on the project. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

Trustees were updated on progress on the construction. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

- c. They were informed of progress on the façade and brickwork. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

- d. Trustees were informed that the window contractor is on site. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. Trustees discussed the testing of the windows. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. It was reported that the final work on the brickwork will be integrated with the landscaping. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- g. Trustees were informed of high levels of activity in respect of internal works.
- h. Satisfactory performance on contracts was reported. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- i. Trustees were informed of continuing discussion with the project team in planning the handover of the building. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- j. Trustees were updated on the Project against budget. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>* The spend remaining on construction was noted. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- k. Trustees discussed the commercial contracts in detail. *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 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>* Trustees noted that cover exists for the project, specifying that contingency should be kept and fundraising continue to be prioritised.
- 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. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- p. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- q. Trustees thanked the Chairman and members of the Tate Modern Project Board and Stanhope.

The Chairman of the Tate Modern Project Board and Rob Watts and Tony Wall left the meeting.

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

- a. The minutes of the meeting of Wednesday 20 May 2015 were agreed as a true record.

#### **4. Matters Arising**

- a. Matters arising in the minutes would be covered in the meeting.

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

- a. It was noted that Monisha Shah had been presented by Tate with a print by former Trustee, Bob and Roberta Smith on her retirement as a Trustee.

#### **6. Finance Report**

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

- a. Both the Chairman and Deputy Chairman of the Finance and Operations Committee had sent apologies for the most recent meeting of that Committee and so the Chairman of the Board of Trustees reported on the meeting.
- b. He reported that the Committee had reviewed the financial report for 2014-15 which is in good shape, with savings being carried forward into the present financial year.
- c. It was reported that the Committee had reviewed the Corporate Plan prior to being discussed at this meeting.
- d. Trustees were informed of detailed discussion of the Public Sector Information Directive and its implications; it was decided that these should be considered further by the Finance and Operations Committee with the executive tasked with implementing its recommendations. *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 40(2) of the Freedom of Information Act 2000<sup>3</sup>*
- e. Trustees noted that the Committee had considered the investment report and were informed of strength over the long term. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. It was noted that the Audit Committee had approved all material in respect of the 2014-15 Annual Accounts of the Tate Gallery and the Knapping Fund and recommended to trustees that they authorise that they be laid before Parliament.

##### **6.2 Management Information Pack 2015**

- a. Trustees were informed that the overall budget target for this financial year is currently being met. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. Trustees noted and welcomed the tracking of performance against the agreed objectives. It was thought that this should be considered in detail at each meeting of the Finance and Operations Committee. It was noted that the objectives would be further developed as progress is made against them.

##### **6.3 Annual Report from the Investment Committee and Investment Policy Approval**

- a. Trustees noted the annual report from the Investment Committee and approved the Investment Policy with no change.

- b. Trustees were informed that the Investment Policy had been discussed by the Ethics Committee, which had recommended that investment should be consistent with the present policies on Ethics and Donations and that fund managers be issued with those policies accordingly.

#### **6.4 Approval of Statutory Accounts and Knapping Fund Accounts for 2014-15**

- a. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. Trustees were informed that the accounts have been considered in detail by the Audit Committee, which had recommended approval.
- c. They were informed that they had been reviewed by the National Audit Office, with no significant points raised and no qualifications and modifications. It was noted that the National Audit Office had congratulated Tate on the management of the accounts, and had advised that Trustees should be satisfied that the conduct of affairs is good.
- d. Trustees APPROVED the Statutory Accounts and Knapping Fund Accounts for 2014-15 and AUTHORISED that they be signed by the Chairman of the Board of Trustees and the Director as Accounting Officer and be laid before Parliament.

#### **7. Corporate Plan and budget 2015/16 to 2017/18**

- a. Trustees were presented with the Corporate Plan. They were informed that it is in line with the financial frameworks. *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>*
- c. They noted that budgeting and planning will assume cuts in Grant in Aid of 5% or higher. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>* They noted the challenging parameters that these set.
- d. Trustees were informed that a longer-term plan will be developed in autumn once the results of the Spending Round are known. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup> and Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- f. Trustees were informed that planning for the opening of the New Tate Modern will be finalised once the outcome of the Spending Round is known. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- g. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- h. Trustees discussed the planned increase in exhibition audience targets at Tate Modern. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

- i. Trustees discussed long-term trends in funding and the urgency of responding to this. *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. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- l. Trustees discussed revenues from Tate Enterprises Limited. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>* They discussed the potential of further investment and requested that Tate Enterprises provide an assessment of the levels required for significant growth.
- 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. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- p. Trustees noted the importance of Grant in Aid in maintaining Tate's estate.
- q. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

The Head of Regeneration and Community Partnerships joined the meeting.

- 8.** *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- a. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- b. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. *Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>4</sup>*
- d. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- e. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*

The Head of Regeneration and Community Partnerships left the meeting.

## **9. Gallery Updates**

- a. Trustees were updated on performance and activities at each gallery.

- b. They noted that the future exhibition framework at Tate Britain is currently being settled. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- c. Trustees were informed that the condition audit of the Palais de Danse is underway and that attendance at the Barbara Hepworth Museum is strong. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>* They noted that Tate St Ives will be closed between 29 September 2015 and May 2016 during work on the capital project and that the Terry Frost exhibition will be shown in Leeds and Newlyn.
- d. They noted strong performance at Tate Liverpool.
- e. Trustees were informed of good attendance reports from Tate Modern with strong associated income from members. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>* Trustees were informed of forthcoming exhibitions and noted the strong representation of female artists.

The Delivery Director, New Tate Modern and the Chief Marketing Officer joined the meeting.

## **10. New Tate Modern Opening**

### **10.1 New Tate Modern – Delivery Strategy**

- a. Trustees were updated on plans for the delivery of the new Tate Modern. *Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>4</sup>*
- b. They were updated on the formation of a Delivery Board at executive level, which will meet every three weeks and comprise the leads at director level for all key areas.
- c. Trustees were presented with a project timeline in which milestones are attached to all audience facing activities and behind-scenes activities.
- d. *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>* They were informed that external spaces provide opportunities in respect of temporary events around the opening.
- e. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- f. Trustees advised that a single member of senior management should be made accountable for delivery, with responsibility for making judgement calls if necessary.
- g. Trustees noted the recommendation of the Major Projects Authority. *Information has been exempted under Section 41 of the Freedom of Information Act 2000<sup>4</sup>*
- h. Trustees were informed that a series of previews for key audiences is being developed.
- i. Trustees discussed navigation and were informed of ongoing work with a wayfinding consultant. *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>*

## 10.2 New Tate Modern – Communications Strategy

- a. Trustees were informed of the communications strategy for the New Tate Modern.
- b. They noted the priority of attracting younger, more diverse audiences. It was reported that the aim is to retain the levels of overseas visitors, while increasing the audience share of local visitors.
- c. Trustees were informed that the building will be launched as a whole, and not as a new annexe.
- d. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- e. Trustees noted the need for the campaign to build momentum towards the opening, and to sustain audiences beyond. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- f. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- g. It was reported that brand and media partnerships will be developed to reinforce the democratic nature of the opening. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>* and the campaign building a national moment for the visual arts.
- h. Trustees noted that the Tate Exchange programme will start in earnest in September 2016 and will contribute to sustaining attendance beyond the launch. This will be reinforced by a communications model. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- i. It was noted that KPIs will be established to measure the efficacy of the launch in reaching target audience groups.
- j. *Information has been exempted under Section 22 of the Freedom of Information Act 2000<sup>2</sup>*
- k. Trustees discussed merchandise in the shops that will support the campaign.
- l. They were informed of the national focus of the campaign. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000<sup>1</sup>*
- m. Trustees welcomed the plans and recommended the need for a simple emotive summary of the New Tate Modern and the concept that it represents.

The Delivery Director, New Tate Modern and the Chief Marketing Officer left the meeting.

## 11. Director's Report

### 11.1 Actions from the Away Day

- a. Trustees noted progress against the actions identified.

### 11.2 Trustee Appointments

- a. Trustees were updated on the recruitment of a Trustee to replace Monisha Shah.

### **11.3 Brand Update**

- a. Trustees noted the update and that consultants had been appointed in respect of tone of voice and the use of the visual identity. A fuller report will be given later in the year.

### **11.4 Staff Update**

- a. Trustees were updated on the recruitment of a new Director of Tate Britain and were informed that a large number of expressions of interest had been received. Trustees were content that, if necessary, the process should continue longer than anticipated given the strength of the field.
- b. Trustees noted the percentage of staff performance review returns and stressed the importance of ensuring maximum returns.

### **11.5 Queen's Birthday Honours List**

- a. Trustees were informed of and congratulated individuals close to Tate who had received honours.

### **11.6 Tate Modern update**

- a. Trustees were informed of a protest that had occurred at Tate Modern and thanked the teams involved for the professionalism of their response.

### **11.7 Tate Programme Update**

- a. Trustees noted the Programme Update.

### **11.8 Sponsorships and Donations**

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

### **11.9 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 the report of Tate Americas Foundation.
- b. They were updated on the meeting of Finance and Operations Committee and of its discussion of Tate Exchange.
- c. They were informed that Audit Committee had approved the Health and Safety Policy and had approved the Annual Accounts.
- d. They were informed of a meeting of Tate St Ives Advisory Council at which Tate Enterprises Limited presented.
- e. Trustees were updated on discussion of the Collection Committee and noted that acquisitions would be discussed later in the meeting.
- f. They were informed of a meeting of Tate Britain Advisory Council at which research and the arrangements up until a new director starting were discussed; they noted and endorsed the thanks extended to the outgoing Director by the Advisory Council.



- g. Trustees were updated on discussions at the Board. *Information has been exempted under Section 43(2) of the Freedom of Information Act 2000*<sup>1</sup> Trustees noted the Board of Tate Enterprises Ltd's thanks for the service Victoria Barnsely and Monisha Shah.

The Chairman of the Board and the Executive left the meeting.

### **13. Appointment of a Chairman**

- a. Trustees noted that Lord Browne's current term of office expires on the 31 July 2015, and that the Prime Minister has reappointed him as a Trustee until 31 July 2017.
- b. Trustees noted the requirement that they elect one of their number to Chair the Board of Trustees.
- c. They noted the appraisal of the Chairman's performance.
- d. They agreed to reappoint the Lord Browne of Madingley to serve as Chairman for the duration of his term as a Trustee.

The Executive and The Lord Browne of Madingley re-joined the meeting; Lionel Barber, Mala Gaonkar and Chris Dercon left the meeting.

- e. Trustees congratulated the Lord Browne of Madingley on his re-appointment as Chairman.

### **14. Acquisition Financial Statement**

- a. Trustees noted the Acquisitions Financial Statement.

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

- a. Trustees noted the acquisitions and thanked both Arts Council England and the donors for three works as part of a future bequest under acceptance in lieu.

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

- a. Trustees were presented with two works for acquisition.
- b. They approved in principle and subject to fundraising the acquisition. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>

### **17. Legacy Strategy**

- a. A proposal was made to Trustees in respect of the revision to the acknowledgement of the bequest. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>
- c. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*<sup>1</sup>

- d. Trustees agreed this in principle, and that it could be shared in confidence with the family.
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

## **18. Policy Renewals**

### **18.1 Health and Safety Update and Policy Statement Approval**

- a. Trustees approved the Health and Safety Policy.

### **18.2 Review of Policy on Trustee and Committee Member Conflict of Interests**

- a. Trustees approved the Policy on Trustee and Committee Member Conflict of Interest.

## **19. Public Sector Information Directive**

- a. Trustees noted the implications of the Public Sector Information Directive.
- b. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000<sup>1</sup>*

## **20. Appointments to Councils and Committees**

- a. Trustees RATIFIED the appointments of David Dibosa and Jane Buttigeig to Tate Britain Advisory Council.
- b. They RATIFIED the appointment of Lynette Yiadom-Boakye to Tate Modern Advisory Council.
- c. They RATIFIED the appointment of Cathy Elliott to Tate Liverpool Advisory Council.
- d. They RATIFIED the appointment of John Akomfrah to the Collections Committee for four years.
- e. They RATIFIED the appointment of Tom Bloxham to Governance and People Committee for the duration of his term as a Trustee.
- f. They RATIFIED the appointment of Dame Seona Reid to the Freedom of Information Appeals Committee for the duration of her term as Trustee.
- g. They were informed the appointment of Duncan Ackery, Elisabeth Murdoch and David Young to the Board of Tate Enterprises Ltd.
- h. They noted the retirement of Monisha Shah from the FOI Appeals Committee, the Ethics Committee and Tate Enterprises Ltd and thanked her for her service to these committees; they noted the retirement of Victoria Barnsley from the Board of Tate Enterprises Ltd and thanked her for her service; they noted the retirement of Natassja Georgiadou-White from Tate St Ives Advisory Council and thanked her for her service.

- i. They noted the resignation of Paul McHale from Finance and Operations Committee and Governance and People Committee in light of his commitments overseas.
- j. Trustees RECOMMENDED Lisa Milroy to the Board of the Trustees of the National Gallery as Liaison Trustee from the Board of Trustees of the Tate Gallery.

**21. Tenancy Agreement: Studio 5, Porthmeor Studios**

- a. Trustees APPROVED the signing of the lease agreement.

**22. Tenancy Agreement: Meadow Flats**

- a. Trustees APPROVED the signing of the lease agreement.

**23. Bank Mandates: Approval of Additional Signatories**

- a. Trustees APPROVED the additional signatories to all Trustees of the Tate Gallery bank mandates and AUTHORISED Nicholas Serota, Kerstin Mogull and Stephen Wingfield to sign all relevant documentation.

**24. Any Other Business**

- a. There was no other business.

**25. Date of Next Meeting**

Trustees noted the date of the next meeting as being Wednesday 23 September at Tate Liverpool.

## End Notes

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<sup>1</sup> **Section 43 (2)** of the Freedom of Information Act provides that: *Information is exempt information if its disclosure under this Act would, or would likely to, prejudice the commercial interests of any person (including the public authority holding it).*

<sup>2</sup> **Section 22** of the Freedom of Information Act provides that:

- (1) *Information is exempt information if –*
  - (a) *the information is held by the public authority with a view to its publication, by the authority or any other person, at some future date (whether determined or not),*
  - (b) *the information was already held with a view to such publication at the time when the request for information was made, and*
  - (c) *it is reasonable in all the circumstances that the information should be withheld from disclosure until the date referred to in paragraph (a).*
- (2) *The duty to confirm or deny does not arise if, or to the extent that, compliance with section 1(1)(a) would involve the disclosure of any information (whether or not already recorded) which falls within subsection (1).*

<sup>3</sup> **Section 40(2)** of the Freedom of Information Act provides that: *Information is exempt where either:*

- 1) *disclosure would contravene the Data Protection principles, or would be likely to cause damage or distress, or*
- 2) *the data subject would not have a right of access/right to know under the Data Protection Act*

<sup>4</sup> **Section 41** of the Freedom of Information Act provides that:

- (1) *Information is exempt information if—*
  - (a) *it was obtained by the public authority from any other person (including another public authority), and*
  - (b) *the disclosure of the information to the public (otherwise than under this Act) by the public authority holding it would constitute a breach of confidence actionable by that or any other person.*
- (2) *The duty to confirm or deny does not arise if, or to the extent that, the confirmation or denial that would have to be given to comply with section 1(1)(a) would (apart from this Act) constitute an actionable breach of confidence.*