

**Minutes for the Board of Trustees of the Tate Gallery Wednesday 3 July 2013,
09.00-13.00 Tate Britain, Block 12, Board Room**

Present:	Lord Browne Tomma Abts Lionel Barber Tom Bloxham David Ekserdjian Mala Gaonkar Monisha Shah Bob and Roberta Smith Gareth Thomas	Chairman
	Sir Nicholas Serota Alex Beard Caroline Collier Penelope Curtis Chris Dercon Samuel Jones Stephen Wingfield Sian Williams	Director Deputy Director Director, Tate National Director, Tate Britain Director, Tate Modern Secretary to the Board of Trustees Finance Director Observer
Report 15 only	Martin Myrone	Lead Curator, pre 1800 British Art
Report 15 only	Alison Smith	Lead Curator, 19th Century British Art

The Chairman of the Tate Modern Project Board joined the meeting. The Capital Programme Project Director joined the meeting.

1. Tate Modern Project

- a. The Chairman of the Tate Modern Project Board updated Trustees on the project. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- b. He updated Trustees on progress against budget. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- c. The Chairman of the Tate Modern Project Board reported that the senior partners of project managers are engaged. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* Trustees were informed that independent construction programme experts RPM have confirmed that the renewed programme has been put together very thoroughly. *Information has been exempted under Section 22 of the Freedom of Information Act 2000²* *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. Trustees noted that contractor performance is being monitored. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

- f. Trustees discussed risk associated with the brickwork façade. They were informed that it has been extensively prototyped and tested in extreme conditions. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* They noted that the building will be watertight before the brickwork is installed.
- g. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- h. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- i. Trustees were informed of contingencies built into the project. *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. Trustees were updated on fundraising. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- l. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

Monisha Shah joined the meeting.

2. Apologies

- a. Apologies were received from Maja Hoffmann, Elisabeth Murdoch; Franck Petitgas, Seona Reid and Wolfgang Tillmans.

3. Confirmation of Minutes

- a. The minutes of the meeting of Wednesday 15 May 2013 were confirmed as a true record.

4. Matters Arising

- a. There were no matters arising.

5. Conflict of Interest Declarations

- a. There were no conflicts of interest to declare for this meeting.

6. Director's Report

- a. The Director introduced Sian Williams, who will serve as Interim Director of Resources prior to the permanent appointment of a Managing Director.

6.1 Tate Britain Millbank Project and Tate Britain Rehang

- a. Trustees congratulated the Director of Tate Britain and her team on the successful opening. They noted favourable critical and public response.
- b. They noted that the project board has conducted a week by week review of the final phase of the programme. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- c. Trustees were informed of two artist commissions. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. Trustees were informed that full analysis of audience response will be undertaken after the building has been fully opened.
- e. *Information has been exempted under Section 31 of the Freedom of Information Act 2000³*

6.2 QAMH Office Accommodation and Staff Café

- a. Trustees were updated on plans for light touch refurbishment of office accommodation.

6.3 Tate Liverpool 25th Anniversary

- a. Trustees noted the success of celebrations at Tate Liverpool, which were attended by Sir Alan Bowness and Lord Heseltine. They were informed of the warmth expressed by the community towards Tate Liverpool and congratulated the Executive Director and her team on the strength of the relationship with the city and local partners.

6.4 Incident at Tate St Ives

- a. Trustees noted that a minor fire had occurred in the kitchens at Tate St Ives and had been managed successfully and professionally by staff.

6.5 Royal Visit, Tate St Ives, 17 May 2013

- a. Trustees noted the visit of HM Queen Elizabeth and the Duke of Edinburgh to Tate St Ives.

6.6 Spending Round and Operational Freedoms

- a. Trustees noted the outcome of the Spending Round, the progress on securing operational freedoms and the cut of 5%; they were informed that it is understood that the cut is in real terms.
- b. They noted that Tate has yet to hear formally about operational freedoms.
- c. They welcomed freedoms to be granted in respect of pay. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

- d. Trustees noted that, while the settlement for the Department for Culture, Media and Sport was better than expected in the circumstances, pressure on the arts in general remains because of settlements for Local Authorities and developments in respect of the Departments of Education and Business, Innovation and Skills.
- e. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*

6.7 Diligence in respect of works in the Collection

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

6.8 Art Everywhere

- a. Trustees were informed of Tate's collaboration with Richard Reed and the Art Fund on *Art Everywhere*.

6.9 Cultural Forum: *Global Citizenship*

- a. Trustees were informed of the success of the Global Citizenship events held by the Zamyn Foundation at Tate Modern in May and June.

6.10 Tate Shots Update

- a. Trustees were informed that Tate's Youtube Channel has reached 3.6m views and that Tate has a growing international audience online.

6.11 The Gallery of Lost Art – Interactive Design Prize

- a. Trustees congratulated Tate Media and Tate Research on awards won by *The Gallery of Lost Art*, which reached 100,000 people from 160 countries.

6.12 TASK Programme

- a. Trustees were updated on ongoing work to enhance IS capabilities and IS equipment.

6.13 Embedding the Vision

- a. Trustees were informed that over the following six months, the vision will be embedded in working across Tate. Trustees will be updated as this continues.

6.14 Wednesday 18 September 2013 Board meeting: Tate Liverpool

- a. Trustees noted the details and that Hannah Rothschild will observe prior to her first meeting in November as the National Gallery Liaison Trustee.

6.15 Tate Family Conference 2013

- a. Trustees noted the date and plans for the Family Conference.

6.16 People and Organisational Development

- a. Trustees noted and welcomed work on staff recognition and development.
- b. It was noted that the importance set on these areas will be further reflected within the committee structure.

6.17 Staff Update

- a. Trustees were updated on the process of recruiting an Artistic Director to succeed Martin Clark at Tate St Ives; they noted that the role will report to the Executive Director of Tate St Ives.
- b. Trustees noted the conclusion of the review in Collection Care.
- c. They were updated on recommendations made in appointing an Artist Trustee.

6.18 Sponsorships and Donations

- a. Trustees noted sponsorships and donations received.

6.19 Tate Programme Update

- a. Trustees noted the Programme Update.

6.20 Key Papers for Forthcoming Meetings

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

7. Key Points from Minutes of Councils and Committees

- a. The Chairman of the Finance and Operations Committee informed Trustees that discussion of the Tate Modern Project had been covered in the earlier item. Trustees noted discussion of the process of recruiting Alex Beard's successor, and of the Governance Review. Trustees noted the discussion of the budget for 2016-17. They were also informed of the Committee's advice to benchmark certain salaries, and examine possibilities in respect of addressing pay.
- b. The Chairman of the Audit Committee informed Trustees that the statutory accounts had been approved.
- c. Trustees were updated that the Finance and Investment Committee of the Tate America's Foundation is now called the Executive Committee; they noted that the name change to the Tate Americas Foundation had been welcomed.
- d. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- e. Trustees noted the report of Nominations and Governance Committee and the appointment of Franck Petitgas as Senior Trustee. They also noted the appointment of Lionel Barber as Chairman of the Ethics Committee after written

agreement had been received by Trustees outwith the meeting. It was noted that further appointments would be revisited in light of the Governance Review.

- f. Trustees noted Tate St Ives Council's discussion of the capital project and that the gallery will close between February and May 2014 to enable building work. They thanked retiring Council members, in particular Alan Livingston who served as Chairman prior to the appointment of Gareth Thomas.
- g. Trustees were updated on the discussion of three donor prospects by the Ethics Committee. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* They were informed of the Committee's approval of Tate's approach to dealing with work of a potentially sensitive nature.
- h. It was noted that Elisabeth Murdoch had attended the recent meeting of Tate Liverpool Council. The Chairman of Tate Liverpool Council updated Trustees on discussion of Tate Liverpool's role in regenerating the dock area, and noted that Tate Liverpool Council is functioning well.
- i. Trustees were informed of discussion at Tate Enterprise Board of developments at Tate Britain. They noted that the Board had discussed plans for catering in the new building in depth, and that the Chief Executive of Tate Enterprise is working to bolster online sales.
- j. Trustees were given a verbal update on a report to Collection Committee. *Information has been exempted under Section 22 of the Freedom of Information Act 2000²*
- k. Trustees were given a verbal update on a recent meeting of Tate Modern Council in advance of a full report by the Chairman in September. The Director of Tate Modern reported a discussion of enterprises and fundraising opportunities. It was agreed that he should present this to the Board.

8. Finance Report

8.1 Report from Chair of Finance and Operations Committee

- a. This item was covered above.

8.2 Management Information Pack

- a. Trustees noted that budgets will be reforecast in early July. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹* They were informed that the operational freedoms granted in the Spending Round will allow clearer reporting in the future.
- b. Trustees agreed that they would discuss benchmarks on a six-monthly basis.

8.3 2014-2017 Budgets

- a. Trustees noted that the paper was presented by way of update and assumes cuts at the mid-point of the range that had been indicated, at 10%. It will be updated in light of the Spending Round announcement of a 5% cut.

- b. Trustees were informed that the budgets for 2014/15 are balanced. The budget for future years will be brought to Finance and Operations Committee and Trustees in January.
- c. Trustees noted the clarity provided by separating the operating costs of Tate Modern 2 from the rest of the budget. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000¹*
- d. Trustees discussed admissions in 2016/17 and advised that more ambitious targets be set.

The Capital Programme Project Director left the meeting.

9. Governance Project, Recommendations

- a. The Head of the Director's Office presented the interim findings of a recent review of governance.

Non-Executive

- b. *Information has been exempted under Section 36 of the Freedom of Information Act 2000⁴*
- c. Trustees welcomed the simplification of the committee structure proposed.
- d. The role of Trustees in Councils was discussed. It was thought that a Trustee should chair the Council, ensuring relay to the Board and vice versa.
- e. It was discussed that the addition of a Governance and People Committee would provide an important support to Trustees' commitment to staff.
- f. Terms of Reference for the Committees will be written and reviewed at the September Board. This report will clarify the role and expectations of site Councils and their relationship to the Board.
- g. Trustees advised that a broad range of voices should be represented on Councils, and that they incorporate members of the Finance and Operations Committee.
- h. Trustees noted that, for Councils to be effective in an advisory capacity, business should come to Councils early enough for them to have an influence on it.
- i. Trustees recommended that the agendas of Council meetings should ensure that the Director of a site should report back to the Council on actions taken following advice given in the last meeting.
- j. Trustees noted the importance of local councillors sitting on the Councils of Tate Liverpool and Tate St Ives in connecting to a broader range of agenda.

Executive

- a. Trustees were informed of the principal recommendation of the review that, in light of the Deputy Director's departure, the senior structure underneath the director be clarified and responsibilities delineated.
- b. It was discussed that Tate Britain and Tate Modern are discrete units, while many departments work across all four sites. Trustees noted that operations will be the responsibility of the new post of Managing Director as successor to the Deputy Director. A senior team will comprise the Managing Director, the Director of Tate Britain, the Director of Tate Modern, and the Director of Programmes and Partnerships, (currently the Director of Tate National), the title of which remains to be confirmed.
- c. Trustees were informed that the report highlighted the difficulty of marrying particular objectives on sites and those that cut across, for example learning. They noted the strong recommendation that there is a need to identify more precisely who takes ultimate responsibility for certain aspects of the operation of sites. Trustees were also informed of the need to clarify decision rights and avoid unnecessary escalation to the Director and very senior levels of management. The executive will develop clear recommendations in these areas that will be reported at the September Board.
- d. Trustees also noted the recommendation to clarify the roles and responsibilities of Executive Group and Directors Group and the frequency of meetings. Plans in this area will also be brought back to Trustees in September.

10. Approval of Statutory Accounts and Tate Knapping Fund Accounts 2012-2013

- a. Trustees APPROVED the Statutory Accounts and the Tate Knapping Fund Accounts 2012-13, noting the annual report of the Audit Committee to Trustees.

11. Compliance with DCMS Management Agreement

- a. Trustees noted Tate's compliance with the provisions in the draft Management Agreement. A final version, reflecting the outcome of the Spending Round is expected from the Department for Culture, Media and Sport.

12. Forward Currency Exchange Facility

- a. Trustees APPROVED the proposal to set up a Forward Foreign Exchange Facility in Tate Gallery, and authorised the Deputy Director and Finance Director to sign the Facility Agreement letter and book a forward deal.

13. Safety, Health and Environmental Policy

- a. Trustees APPROVED the Health and Safety Policy Statement and the Environmental Policy, each was signed by the Chairman at the conclusion of the meeting. Trustees noted the Health and Safety Accident Statement Report 2012.

14. Acquisitions Financial Statement

- a. Trustees noted the Acquisitions Financial Statement.

15. Acquisitions for Noting

- a. Trustees noted the Acquisitions.

The Lead Curator, pre-1800 British Art, Martin Myrone and the Lead Curator 19th Century British Art, Alison Smith, joined the meeting.

16. Collecting British Art 1500-1900

- a. The Lead Curator, pre-1800 British Art and the Lead Curator 19th Century British Art presented the strategy for collecting British Art pre-1900.
- b. Trustees noted that this work in this area had been postponed pending the arrival of the Director of Tate Britain and the development of the new curatorial team.
- c. The Chairman of the Collection Committee noted that the list of desired acquisitions is realistic in respect of the availability of work and identifies where the strategy to acquire particularly desirable works are long-term.
- d. Trustees were informed of the relationship between collecting and the current research and display programmes. They also noted and welcomed a focus on identifying rarely displayed works in the collection, bringing work in store but in poor condition to greater prominence. It was thought that this has potential value in communicating Tate's work on British art.
- e. Trustees were informed of three areas of the strategy. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- f. Trustees noted that the Curatorial team is working more closely with the Development team to build links with collectors and patrons who through gifts or loans can help Tate realise its collecting ambitions.
- g. Trustees noted that the focus on diversity and global connection complements the modern and contemporary strategies. They were informed that the strategy gives curators the freedom to work through the market at different levels.
- h. Trustees discussed the relationship with other national collections and were updated on memoranda of understanding and less formal collaborations that ensure that collections do not duplicate, and that institutions work together. By way of example, they discussed the relationship with the V&A in 19th century photography or pastels, in which the V&A collects as a medium, and Tate focuses on the significance of individual works based on its mission. They were informed of long-loans and noted the example Hans Holbein's *Lady with a Squirrel and a Starling*, currently on long-loan from the National Gallery.
- i. Trustees were informed of the growing relationship between acquisition and display noting that not all works acquired will immediately be seen on the gallery walls. *Information has been exempted under Section 43 (2) of the*

*Freedom of Information Act 2000*¹ They noted that acquisitions are made in the context of awareness of other scholars and work in the field and where a work can go on loan. They also noted that chronological display allows work on display to be changed more regularly and individually because rooms are not so fixed by given schools or themes.

17. Tate St Ives 2, Permission to Proceed

- a. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*² It was noted that procurement for enabling works is underway.
- b. Trustees noted that the enabling phase necessarily carries variables and that Tate has been advised on the parameters of this by the cost consultant.
- c. Trustees AUTHORISED Tate to begin the project by appointing the enabling works contractor.
- d. Trustees DELEGATED authority to the Senior Reporting Officer to conclude contractor negotiations against the estimated budget. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000*¹
- e. Trustees APPROVED the adoption of a new 5 year lease for essential off-site temporary office accommodation for TSI staff.

18. Appointment of a director of two subsidiary companies

- a. Trustees APPROVED the appointment of Stephen Wingfield as a director of Tate Gallery Projects Ltd and Tate Gallery Publishing Ltd and APPOINTED Sir Nicholas Serota as its representative to sign the appointment letters.

19. *Information has been exempted under Section 22 of the Freedom of Information Act 2000*²

20. Appointments to Councils and Committees

- a. Trustees RATFIED the extension of terms for Christopher Jonas, Keith Salway, Roger Madelin and Paul Morrell until the completion of the Tate Modern Project. They noted the appointment of Franck Petitgas as Senior Trustee. Other appointments will be revisited in light of the Governance Review.

21. Any Other Business

- a. It was noted that the next meeting would be the first attended by the incoming Trustee, Seona Reid.
- b. It was also noted that this was the last meeting that would be attended by Bob and Roberta Smith as a Trustee, and Alex Beard. Thanks were given to both.

Alex Beard thanked the Trustees with whom he has worked during his time at Tate and the Trustees thanked him for the contribution he has made.

- c. *Information has been exempted under Section 22 of the Freedom of Information Act 2000²*

22. Date of Next Meeting

- a. Trustees noted the details of the next meeting as being Wednesday 18 September 2013 at Tate Liverpool.

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 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).*

³ **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*

⁴ **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*