

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF THE TATE GALLERY HELD
ON WEDNESDAY 20 NOVEMBER 2019 AT TATE BRITAIN

Present: Lionel Barber Chairman
John Booth
Farooq Chaudhry, OBE
Tim Davie, CBE
Dame Moya Greene, DBE
Katrín Henkel
Anna Lowe
Michael Lynton
Dame Seona Reid, DBE
Roland Rudd
Jane Wilson

Staff Attendees: Dr Maria Balshaw, CBE Director
Vicky Cheetham Chief Operating Officer
Ciara Eastell Consultant (People and Culture)
Alex Farquharson Director, Tate Britain
Samuel Jones Secretary to the Board of Trustees
Helen Legg Director, Tate Liverpool
Stephen Wingfield Director of Finance & Estates

Observer: Prue Skene

Additional staff attendees:

Item 6 Claire Gylphé Director of Development

1. WELCOME AND APOLOGIES & DECLARATIONS OF INTEREST

- a. Apologies were received from James Timpson, Jayne-Anne Gadhia, John Akomfrah, Anne Barlow and Frances Morris.
- b. Trustees welcomed Vicky Cheetham, the incoming Chief Operating Officer.

2. MINUTES OF THE MEETING HELD ON 18 SEPTEMBER 2019 & MATTERS ARISING

- a. The minutes of the meeting of 18 September 2019 were approved as a true record.

3. UPDATE ON REVIEW OF NON-EXECUTIVE GOVERNANCE

- a. Prue Skene updated Trustees on the review of non-executive governance she is conducting.
- b. Interviews with all Trustees are nearly complete; stakeholders around Tate have also been interviewed.
- c. A report will be given at the next Board.

4. DIRECTOR'S REPORT

- a. Trustees noted the success of the Year 3 project, congratulating teams involved.
- b. They were updated on measures Tate has taken in respect of environmental impact and welcomed the commitment to be a net zero emitter by 2030.
- c. Trustees were updated on strong exhibition performance across all four sites, matched by commercial performance. They congratulated teams on this success.
- d. The Estates Strategy will be considered in January 2020. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹. Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- e. The Director informed Trustees of discussion at the recent meeting of the Bizot Group.
- f. Trustees welcomed the continued success of Tate Collective, noting the significant number of Tate Collective visitors to exhibitions.
- g. They welcomed an update on collaboration with the National Gallery.

5. TATE BRITAIN UPDATE

- a. The Director, Tate Britain updated Trustees on work to plan the next few years. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- b. They were informed of recent audience research. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- c. They noted maintenance work on the building. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- d. The displays were discussed in detail; research has shown that the chronological order is welcome, helping visitors orientate themselves within the gallery. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
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- g. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- h. Trustees welcomed the ambition to move the profile of Tate Britain towards a family friendly and experiential or experimental gallery.
- i. They discussed recent audience success and the diversity of the programme, noting that this balance will continue with major historic shows sitting alongside more focused or contemporary programme. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²* It will be crucial to build on the success of Year 3.

- j. It was reported that Tate's overall editorial themes would be woven into the displays and programme, climate emergency already being an example of this in Cooking Sections and Anne Hardy's winter commission.
- k. The gardens will be used in external programming and strategies for activation.
- l. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹ and Section 43 (3) of the Freedom of Information Act 2000²*
- m. They welcomed the themes warmly, noting the potential to inspire teachers, connecting the collection and programme to schools. They advised close work with the media to tell the story of the displays.

The Director of Development joined the meeting.

6. FUNDRAISING

- a. Trustees were updated on progress made since discussions in the summer.
- b. They were informed of the development of a narrative, building on feedback from circles close to Tate. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³ and Section 43 (2) of the Freedom of Information Act 2000². Information has been exempted under Section 22 of the Freedom of Information Act 2000³ and Section 43 (2) of the Freedom of Information Act 2000²*
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- e. Trustees were updated on discussions with DCMS. *Information has been exempted under Section 43 (2) of the Freedom of Information Act 2000²*
- f. They noted that Tate's investment model is being developed with Tate Foundation and the Investment Committee.
- g. They were briefed on the appointment of a consultant and approved the recommendation.
- h. Updates on progress will be given at each meeting.

The Director of Development left the meeting.

7. ACQUISITIONS REPORT

- a. The Director presented a list works for approval and ratification.
- b. The Trustees approved these, noting and thanking donors for major gifts.

8. PEOPLE AND CULTURE

- a. The Consultant, People and Culture presented Trustees with an overview of work undertaken.

- b. Trustees were updated on the results of the recent tracker survey, noting strong responses in relation to commitment, going the extra mile and Tate being a good place to work. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- c. Trustees noted problems that arise with the working environment of the QAMH site, which will be addressed in greater detail in the Estates Strategy.
- d. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- e. It was noted that, while staff feel strongly that they want a say in decision-making, there is also a need to retain clarity in relation to accountabilities.
- f. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- g. Technologies present opportunities to include colleagues across sites and reduce travel.
- h. Trustees noted that themes observed were common to large purpose and creative led organisations.
- i. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹* Recruitment for a Director of HR is underway. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- j. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹* They were informed of coaching in place for senior managers and a more positive relationship with the Trade Unions.
- k. Trustees were presented with a proposal for a transformation programme to address culture change including ways of working, diversity and inclusion, leadership and change management. They were informed of the proposal to appoint a Director of Transformation. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- l. Trustees recommended the importance of symbolic change. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- m. Trustees discussed talent development and the clarity of expectation for staff coming into role. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³*
- n. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*

9. POLICIES

- a. Updates to the Animal Welfare Statement and Due Diligence Policy had been approved prior to the meeting.
- b. Trustees were informed that the Safeguarding Policy had been refreshed in preparation for the Year 3 project. They approved the policy, noting the appointment of John Booth and Anna Lowe as Safeguarding Trustees. A safeguarding report will henceforth be included in management information.

- c. They noted and approved the Whistleblowing Policy.

10. FINANCE REPORT

- a. The Chair of the Finance and Operations and Audit Committees summarised discussions at the last meetings. Trustees noted that the Pudong project had been scrutinised prior to the summary presented at this Board. They were informed of the forthcoming consideration of the Estates Strategy. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹ and Section 43 (2) of the Freedom of Information Act 2000²* Trustees were informed of a strong financial position and projected surplus. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*
- b. The Director of Finance and Estates summarised the financial position for trustees, noting good exhibition and commercial performance. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹* It was noted that the budget round has begun and a bottom-up approach has been adopted.
- c. Trustees discussed the wider context of corporate support. *Information has been exempted under Section 36 of the Freedom of Information Act 2000¹*

11. PUDONG

- a. Trustees considered a summary of progress on the Pudong contract, noting a satisfactory conclusion to discussion of reputational clauses.
- b. They approved signature in the terms outlined in the paper.

12. TATE ENTERPRISES LTD ARTICLES OF ASSOCIATION

- a. Trustees were presented with the following documents:
 - the draft new articles of association of Tate Enterprises Ltd in substitution for Tate Enterprises Ltd 's existing articles of association (the 'New Articles'); and
 - a written resolution of the Member of TEL to adopt the New Articles (the 'Written Resolution').
- b. It was noted that the New Articles have been drafted so as to be in line with the provisions of the Companies Act 2006 and contain updated objects and provisions which reflect Tate Enterprises Ltd 's position as a wholly owned subsidiary of a charity.
- c. It was noted that the Member was the sole shareholder of TEL.
- d. The New Articles and the terms of the Written Resolution were carefully considered and it was resolved that the Written Resolution be and hereby is approved; and that the Chairman, Lionel Barber, be and hereby is authorised to sign the Written Resolution on behalf of the Member and return it to the board of Tate Enterprises Ltd.

13. KEY POINTS FROM MINUTES OF COUNCILS AND COMMITTEES

- a. Trustees noted updates from Tate Members Council and the project to overhaul the Single View of Customer system.
- b. They were informed of the discussion of Collections Committee.

- c. It was noted that Tate Enterprises Ltd Board had scrutinised the Pudong project contract. Trustees welcomed the appointment of David Crichton-Miller.
- d. Trustees noted Tate Foundation's discussion and the review of the Articles of Association. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³ and Section 36 of the Freedom of Information Act 2000¹*
- e. They noted discussion of future programme and Tate's work on the climate emergency at Tate Modern Advisory Council.
- f. They noted planning for a reciprocal visit by Tate St Ives Advisory Council to Tate Liverpool.
- g. They noted a discussion of programme, displays and marketing at Tate Britain Advisory Council.
- h. They noted discussion of prospects by the Ethics Committee. *Information has been exempted under Section 22 of the Freedom of Information Act 2000³ and Section 36 of the Freedom of Information Act 2000¹*

14. ANY OTHER BUSINESS

- a. There was no other business to discuss.

15. DATE OF NEXT MEETING

Wednesday 15 January 2020, Tate Modern, 09.00 – 13.00

Endnotes

¹ **Section 36** of the *Freedom of Information Act 2000* provides that:
Information is exempt 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*

² **Section 43 (2)** of the *Freedom of Information Act 2000* provides that:
Information is exempt if its disclosure under this Act would, or would be likely to, prejudice the commercial interests of any person (including the public authority holding it)

³ **Section 22** of the *Freedom of Information Act 2000* provides that:

- (1) *Information is exempt 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 a 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)*

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).