

National Galleries of Scotland Board of Trustees

Minute of the meeting of the Board of Trustees held in the Boardroom, The Dean Gallery, Belford Road, Edinburgh on Monday 3 August 2009 at 1400 hrs.

Present:	Ben Thomson, Chairman	
	Ian Barr	Herbert Coutts
	James Dawnay	Anne Bonnar
	Professor Richard Thomson	Alasdair Morton
	Ruth Wishart	Richard Burns
	James Knox	Marc Ellington
In Attendance:	John Leighton, Director-General	
	Nicola Catterall	Simon Groom
	James Holloway	Catrin Tilley
	Jacqueline Ridge	Christopher Baker
Apologies:	Ray MacFarlane	
	Michael Clarke	
Secretariat:	Elaine Anderson	

		Action
1	Chairman's Business	
	The Chairman welcomed colleagues to the meeting and outlined the key items on the agenda for discussion: the Commercial Review; the Public Services Reform Bill; and the Portrait Gallery project.	
2	Minutes	
	Colleagues discussed a number of amendments to the minutes. It was concluded that future minutes should be more concise and focus on the conclusions reached rather than the detail of the discussions.	EA
	It was also agreed to recast the public minute from the last meeting in this style and re-seek approval at the next meeting.	EA
3	Matters Arising	
	3.1 Strategy Meeting	
	Date for January 2010 to be revised to ensure full	EA

attendance.

3.2 **Visitor Figures**

Visitor figures for the last three years had been included in the Development and Communications report.

4 **Director-General's Report**

Mr Leighton congratulated Mr Clarke on his recent CBE.

Colleagues noted the high number of Freedom of Information requests over the previous six months, particularly from journalists. One of the requests, the response to which had reached appeal stage with the Scottish Information Commissioner, had been received from a former employee. The process for managing FOI requests and NGS's legal obligations were noted.

Visitor figures across the galleries were strong and people were spending more. The NG Complex was doing particularly well.

Mr Leighton explained in detail the recent Business Review and the objective to achieve greater efficiency across the organisation.

Open Business

5 **Corporate Plan 2009-11**

Colleagues discussed the latest draft of the Corporate Plan 2009-11. In relation to performance measures, it was agreed that calculating the number of visits to NGS touring shows would be desirable. It was noted that staff were currently discussing how this information could best be captured.

The Plan was approved on the understanding that some additional work was being done on performance measures.

6 **Board of Trustees Sub Committees: Review of Terms of Reference & Membership**

6.1 **Audit & Risk Committee**

Colleagues approved Alasdair Morton as the new Chair of the Audit & Risk Committee and Ray MacFarlane as a new member. Thanks were offered to James

Dawnay for his Chairmanship over the previous two years. He was stepping down from the Committee. Richard Burns remained a member of the committee.

It was noted that the Major Capital Projects Committee had been disbanded and the Audit Committee would take responsibility for monitoring the financial aspects of the PG project.

The Board asked the Committee to discuss its draft terms of reference and report back to the Board to seek final approval. AM/EA

6.2 Remuneration Committee

Colleagues approved Ian Barr as the new Chair of the Remuneration Committee and Anne Bonnar and Alasdair Morton as members. Marc Ellington remained a member of the committee.

It was agreed that this committee should take responsibility for monitoring trustee expense claims.

The Board asked the Committee to discuss its draft terms of reference and report back to the Board to seek final approval. IB/EA

6.3 Board Review Committee

The Chairman explained that this was a new committee set up to look at trustee appointments. Two trustees were due for re-appointment and there would be four retirements in the next 12 months. The committee would be considering the skills set of the Board and what skills would be required of the new appointees.

The establishment and membership of the committee was approved, with Ben Thomson as Chair and James Dawnay and Richard Burns as members.

The Board asked the Committee to discuss its draft terms of reference and report back to the Board to seek final approval. BT/EA

7 Gallery and Department Reports

7.1 National Gallery

Mr Baker outlined the report. Colleagues noted the new contract for the NG Complex restaurant and congratulated Mr Baker on the latest exhibition at the RSA building.

7.2 **Portrait Gallery**

Mr Holloway reported that PG staff were in the process of moving out of the building. Colleagues were encouraged to visit the Rough Cut Nation exhibition, a graffiti project taking place in the empty gallery during the course of the Edinburgh Festival.

7.3 **Gallery of Modern Art**

Mr Groom asked colleagues to note the success of European leg of the Tracey Emin exhibition. He reported on two exhibitions opening later that week at the Dean and GMA: Enlightenments and Agnes Martin.

7.4 **Development & Communications**

Ms Tilley outlined the report. It was noted that the Head of Marketing had resigned. The Marketing brief had been taken over temporarily by the Head of Press and the departments combined.

7.4.1 Visitor Figures

Noted.

7.4.2 Public Programme 2009-11

Noted.

8 **Meeting Dates 2010**

Colleagues were asked to let Ms Anderson know if they were unable to attend any of the meeting dates proposed for 2010. It was noted that the January date would have to be moved. All

9 **Any Other Business**

There was no other business.

10 **Date of Next Meeting**

Monday 5 October 2009