



HISTORIC ROYAL PALACES

Minutes

Meeting name: Board of Trustees

Time and Date of meeting: 9.30am, 12th April 2022

Location: Tower of London, New Armouries Meeting Suite
Microsoft Teams

Attendees: Rupert Gavin (Chair), Lisa Burger (LB), Lord Houghton, Sarah Jenkins, Tim Knox, Carole Souter, Sir Michael Stevens, Robert Swannell, Jo Twist, Sue Wilkinson, Michael Wood

In attendance (HRP): John Barnes, Nicola Andrews, Howard Beeston, Jane Crowther, Andrew Jackson, Antonia Newman, Tom O’Leary (TO’L), Adrian Phillips, Dan Wolfe, Lorna Hudson, Rosie Baines (minutes)

Apologies: Camilla Finlay

1. Opening Business

1.1 Board appointments:

- 1.1.1 RG welcomed Lisa Burger, who was appointed as a Queen’s Trustee on 1st April, replacing Zeinab Badawi.
- 1.1.2 General Sir Gordon Messenger has been appointed to succeed Lord Houghton as Constable of the Tower of London from August 1st 2022.
- 1.1.3 Carole Souter’s second term as Trustee will be extended to October 30th 2022.
- 1.1.4 Panel interviews took place w/c 4th April for the position of Chair. Recommendations to ministers are being prepared, and we expect to hear the final outcome by the end of May. Separately, a request has been made to DCMS to extend RG’s Chairmanship until July.
- 1.1 Regarding conflicts of interest, Tim Knox is partner of Todd Longstaffe-Gowan and Secretary of Todd Longstaffe-Gowan Ltd, which provides landscape design services for HRP. Todd Longstaffe-Gowan is also an Honorary Patron of HRP. Carole Souter is Chair of the National Trust/University of Oxford Partnership Board.



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- 1.2 The minutes of 19th January 2022 were approved with minor amendments.
- 1.3 It was noted that all actions from 19th January 2022 have been completed.

2. Monitoring Performance

2.1 CEO Report February 2022

- 2.1.1 The paper was taken as read
- 2.1.2 While the ZSL procurement partnership has ended, the Executive confirmed that this will not have any negative impact on HRP's procurement resource.
- 2.1.3 Trustees discussed the high-profile appearance of Hampton Court Palace on the TV series Bridgerton. TO'L confirmed that we are working on ways to promote this to visitors, as well as developing our filming capabilities more generally.

2.2 CEO Report April 2022

- 2.2.1 Trustees noted our success in applying for CDAs, which cover topics HRP is committed to exploring. The Board thanked various Trustees who have given assistance in setting up relationships which will facilitate this research.
- 2.2.2 Trustees noted that the contract renewal for Immediate Media has come to the Board as it exceeds financial delegation limits. The contract followed our STA procedure and took into account sustainability considerations. Trustees approved the contract renewal.
- 2.2.3 The recent decision on a pay award for staff was well received, with both unions recommending and members voting in approval.
- 2.2.4 Trustees discussed the road to a 'new normal' and asked that a summary of the Executive's thinking on this be provided at July's Trustee meeting.

2.3 Year-End review against budget

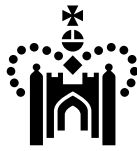


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- 2.3.1 Actual YE results will be ready by the end of April. The figures in this paper reflect February actual results.
- 2.3.2 Our year-to-date actuals reflect a more positive performance than expected, with a £17m improvement in our bottom line. The main variances reflect higher income, lower OpEx and strong accomplishments in gaining project grants.
- 2.3.3 Trustees sought clarity on the large amount of Major Project spend in March. The Executive confirmed that the spend can largely be attributed to the need to spend some grant monies before the end of the year.
- 2.3.4 Trustees requested that in the future, figures showing our cash position should reference HRP's CRF loan.

3. Ratification of Operating Plan and Budget

- 3.1 This paper represents the finalised Operating Plan and Budget which was considered in draft form by Trustees in January. The final version is recommended to Trustees by the Audit & Risk Committee for approval.
- 3.2 The paper was taken as read.
- 3.3 Trustees discussed HRP's record in delivering positively against budget, noting that it would be useful to understand levers that can be pulled in these scenarios to effectively take advantage of good performance.
- 3.4 Trustees sought confirmation of the status and monitoring of HRP's CRF loan. Our observer from ACE is Francis Runacre who has begun attending Finance & Investment Committee meetings. There are no concerns from ACE considering our treatment of the loan.
- 3.5 Trustees asked HB and his team to consider how our wider focus on IS and digital across the organisation can be better represented in documents such as this – it is important to show the whole picture including staff resource as well as financials.
- 3.6 Trustees noted that our current trajectory following from the pandemic and restructure represents a significant achievement, and thanked the Executive and their teams for all their work to reach this point.
- 3.7 JB will collate responses to Trustees' queries and circulate out of committee.



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4. Project Spirit (Jewel House re-presentation) Investment Decision

- 4.1 The paper was taken as read. AJ gave a presentation on the Jewel House plans, noting that the investment request covers the engagement of the base and exhibition contractors, and exterior door security. This follows our usual process of bringing a project to Trustees for an investment decision at the point of tendering for main contractors.
- 4.2 It was noted that expenditure had already been committed on this project pre-business case approval. Although expenditure is below the level reserved for the Board to approve, the overall case exceeds it. The Matters Reserved for the Board document is to be reviewed at the next Board of Trustees.
- 4.3 Trustees considered the merits of the new scheme in terms of visitor flow and engagement. They asked for further information to be provided on the visitor flow analysis delivered by external consultants. Whilst the presentation is an improvement on the current display, based on the designs shows, it seems to lack the necessary initial ‘wow’ factor, or visitor impact that one would hope to deliver for this amount of expenditure. The team agreed to look at this.
- 4.4 RS noted the development potential of projects such as the Jewel House, and asked that the project team be in touch to discuss this.
- 4.5 Trustees noted that a 5% contingency seems relatively small for a project of this nature, and asked that this be increased to 10%.
- 4.6 The investment was approved, with an increase from 5% to 10% contingency.

5. Superbloom Landform Contract – Investment Decision

- 5.1 Trustees noted that approval was necessary for this contract award, given its value of over £750k. The contract was awarded following a full competitive tender, and does not require any additional budget ask.
- 5.2 Trustees confirmed their retrospective approval for the investment.

6. People Report



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- 6.1 The paper was taken as read.
- 6.2 Trustees discussed the measurement of staff engagement, given the importance of data to measure our delivery of the Cause. Previously, surveys were carried out every two years - it was suggested that the Executive consider lighter touch surveys more regularly.
- 6.3 Trustees noted that investment in staff has been lower since the pandemic, and that the required future investment in training going forward should be considered.

7. Update from Campaign Boards and Development

- 7.1 The paper was taken as read.
- 7.2 The Campaign Board is active and engaged in reaching its goals. Superbloom is proving a useful example of how HRP can develop its fundraising activities in the future.
- 7.3 Trustees noted that culturally, now is the time for a change in terms of how we embed development goals throughout the organisation, reaching all staff and all activities.
- 7.4 AN will circulate documents which can assist Trustees in utilising their own relationships to promote development.

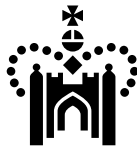
8. Governance Matters

8.1 Update and Minutes from FIC

- 8.1.1 A range of subjects have been covered by FIC in recent meetings, including fixed asset useful life, a review into the HRP/HRPe service charge, and ESG aspects of investment.

8.2 Update from the Audit & Risk Committee:

- 8.2.1 At the most recent meeting, the Committee covered the risks associated with HRP's ticketing system, HRP's Fraud and Bribery profile, and the wider Risk Register.



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8.2.2 The Annual Report and Opinion was returned with an overall Moderate assessment. This means that we have an effective scheme but with some improvements which could be made. ARC recognises that as the organisation returns to greater levels of activity, there will be pressure on resource in providing assurance.

8.2.3 This year the HRPe accounts should be signed off before summer recess, with HRP accounts being signed afterwards. In future years, we will aim to return to signing both concurrently.

8.2.4 ARC recently undertook an effectiveness self-assessment and will be considering which actions to take forward as a result.

8.3 Update from the Nominations & Governance Committee:

8.3.1 Lisa Burger has been appointed as the new Queen's Trustee

8.3.2 General Sir Gordon Messenger has been appointed as the new Constable of the Tower of London, to take up post in August.

8.3.3 RG will conduct a Board Effectiveness review over the summer – calls with each Trustee will be set up to facilitate this.

8.3.4 JB is moving forward with the process of amending our Royal Charter. Changes now also have to be approved by ACE.

8.4 Update from the Digital & Technology Working Group

8.4.1 Trustees noted the need to invest in people and not technology alone, invigorating staff with a vision of how technology can affect all of our activities.

8.5 Update from the Research Strategy Board

8.5.1 Trustees noted the updates from the Research Strategy Board given in item 2.2.1 (April 2022 CEO Report).



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8.6 Update and Minutes from the Inclusivity Working Group

- 8.6.1 The most recent meeting of the Inclusivity Network was held by the three newly-elected chairs, and included a presentation from Sarah Jenkins. The Working Group recognises that the Chairs of the network have taken on great responsibility, and need to be supported in this.
- 8.6.2 Comments are being collated on a draft revision to our Research Strategy, with the intention to bring this to the Board in July.
- 8.6.3 The staff DIE review has now come to a close. One of the outcomes from the review was the creation of mandatory Microaggressions Training for staff, which will be passed on to Trustees for their information.

8.7 Update and Minutes from the Superbloom Working Group

- 8.7.1 The project is on budget, has hit our development targets, and has already exceeded targets on schools recruitment and volunteer sign-ups.
- 8.7.2 We are in discussion with Historic England regarding the Legacy Project.

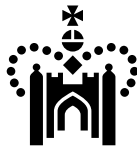
9. Any Other Business

- 9.1 Trustees confirmed the election of JB to the Board of HRPe
- 9.2 Trustees noted that Henry Davis would become a Trustee of the HRPPS Pension scheme.
- 9.3 Trustees noted that the Tower Vaults experience would open on May 18th 2022.

Next meeting: 20th July 2022, location tbc

Meeting Actions

Item	Action	Whom	Status
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2.2.4	Roadmap to new normal to be on agenda for July Trustee meeting	JB	Complete
2.3.4	HB to amend formatting of finance papers to ensure CRF loan is clear to Trustees.	HB	
3.5	HB to consider how digital investment can be better represented as a whole in Operating Plan going forward	HB	
3.7	JB to provide responses to Trustee comments on Operating Plan and Budget	JB	
4.2	Jewel House visitor flow analysis headlines to be provided to Trustees	AJ	Complete
4.3	Jewel House project team to discuss development potential with RS.	AJ/TOL	
7.4	AN to circulate development documents	AN	Complete
8.6.3	Microaggressions Training to be provided to Trustees	JC	Complete