

HISTORIC ROYAL PALACES

Minutes

Meeting name: Board of Trustees

Time and Date of meeting: 9.30am, 18th November 2020

Location: Apt 39, HCP and Microsoft Teams

Attendees: Rupert Gavin (Chairman), Zeinab Badawi, Lord Houghton, Sarah Jenkins, Jane Kennedy, Tim Knox, Robert Swannell, Dr Jo Twist (left the meeting after item 6), Sue Wilkinson, Professor Michael Wood, Carole Souter, Sir Michael Stevens.

In attendance: John Barnes (JB), Jane Crowther (JC), Sue Hall (SH), Tom O'Leary (TO'L), Dan Wolfe (DW), Nicola Andrews, Andrew Jackson, Adrian Phillips, Lorna Hudson, Rosie Baines

1. Opening Business

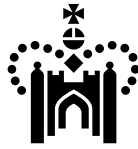
1.1 The Chairman welcomed Trustees and the Executive to the meeting. Regarding conflicts of interest, Jane Kennedy is a Senior Partner of Purcell. Purcell has been selected as the architect for the build of the Orangery Learning Centre at Kensington Palace. Tim Knox is partner of Todd Longstaffe-Gowan 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 and is chairing the Oxford University Oriel College Commission into the Rhodes legacy, of which Zeinab Badawi is a member. Robert Swannell is Chairman of UK Government Investments.

1.2 The minutes of the meeting of 1st October were approved.

2. Monitoring Performance

2.1 Operational Position: John Barnes introduced the item – paper was taken as read

2.1.1 Rachel Gilleard (Head of Governance) and Gina George (Retail & Catering Director) have now both left the organisation.

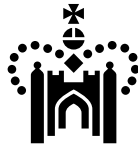


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- 2.1.2 Amendment to item 13 in paper 2a: figure for application to Cultural Recovery Fund for NI should read 'over' 250k, not 'up to' 250k. We have applied for 555k.
- 2.1.3 Fundraising update: we are hoping to confirm various large donations, including one relating specifically to HCG. We are seeking to complete our own due diligence on this.
- 2.1.4 Trustees questioned whether this development success could impact on our application to the Cultural Recovery Fund. It was confirmed that the CRF application should not be negatively affected by our receipt of large donations. Trustees agreed however that optics will need to be managed if our CRF application is successful, to guard against the perspective that the loan will negate the need for further development successes.
- 2.1.5 Campaign board update: two new members are due to join the Campaign Board – Pim Baxter (former Deputy Director of the National Portrait Gallery), and Lucinda Holmes (former Chair of Governing Body – Rugby School).
- 2.2 Financial position: Sue Hall introduced the item – paper was taken as read
 - 2.2.1 SH highlighted that we are tracking against the forecast that was agreed in August. We are now looking more likely to end the year closer to the forecast agreed in June, which was slightly more positive. This is largely due to the income being received from HRP's continued use of the government's furlough scheme.

3. Restructuring Consultation

- 3.1 Jane Crowther introduced item – paper was taken as read
- 3.2 The restructuring consultation is now in its implementation stage, meaning selections for compulsory redundancy are underway. Decisions will be made in early December. Voluntary Redundancy has been taken by an additional 60 members of staff. This makes 235 in total and means that compulsory redundancies are now not necessary in some parts of the organisation. Trade Unions are being balloted in mid-November regarding the proposals.
- 3.3 The Trustees considered that there are still tensions between staff and management, particularly regarding changes to Terms & Conditions, and



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perceived inequalities highlighted by the consultation process. All agreed that the 'reset' moment is therefore crucial in bringing the organisation back to 'One HRP' and needs as much energy put into it as in the current consultation. The timing of the reset moment will need to be carefully considered given the continuing financial uncertainty. Trustees offered their assistance when needed, given that many have been through similar processes in other organisations.

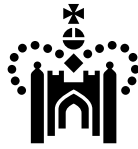
- 3.4 The Trustees sought reassurance that any PR risk from the consultation is being mitigated. JC confirmed that our PR team is ready to respond on the subject, but that in the current climate it is unlikely that this would be considered newsworthy.

4. Cultural Recovery Fund

- 4.1 John Barnes confirmed that HRP has been offered a £40m borrowing facility as part of the Cultural Recovery fund. This will be an agreement with the Secretary of State, with Arts Council England as a named party.
- 4.2 JB confirmed that loan funds will be made available as one lump sum amount and receivable before the end of the financial year.

5. Tower Moat

- 5.1 Tom O'Leary presented the updated concept for the Tower Moat project in 2022.
- 5.2 All Trustees expressed support for the updated plan, agreeing that it was now more sympathetic and proportionate, and sensitive to the reality of our forecast financial recovery. It was agreed that a key strength of the new proposal is its simplicity – we should be wary of diluting this by adding complexity through further messaging or agendas.
- 5.3 Sustainability: Trustees agreed that sustainability would need to be carefully considered, visible and well communicated. With an increasing emphasis on environmental impacts, and the sympathetic interaction of urban/natural heritage, it would be jarring to have a moment at the end of the programme where everything is suddenly removed from the Moat. The Trustees asked TO'L to consider a way that something could be permanently left behind in the



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Moat from the project, and/or ‘dispersed’ more widely afterwards. This perspective will be important not only for HRP, but also e.g. for potential sponsors.

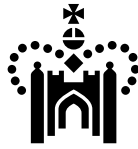
- 5.4 Trustees also asked TO’L to consider whether/how the Commonwealth should be referenced – e.g. involving Commonwealth stakeholders for ideas and input.

6. Inclusivity

- 6.1 Tom O’Leary introduced item – paper was taken as read
- 6.2 Ambitions to move this forward continue with our anticipated appointment of a Curator for Inclusive History, which Trustees note has been well-received in relevant professional circles.
- 6.3 External communication of our plans will be delayed, given recent incorrect reporting in the media. While this has been managed successfully, it was agreed that the timing shift is sensible given the sensitivity of the subject, and its significance for HRP going forward.
- 6.4 Trustees considered the importance of this moment for HRP, reflecting that we must clearly define both the issues, and what success will look like. All agreed that it was crucial for the scale and nature of our ambitions to be effectively communicated, both internally and publicly. The scope of the plans was discussed, with consensus that this extends to all areas of the business, not only our engagement with the public. It was noted that work could be done on the role of intangible heritage in being able to elevate diverse perspectives.

7. Organisation & Governance

- 7.1 Rupert Gavin introduced item – paper was taken as read
- 7.2 Succession Plan: Nominations committee has met to review/propose Succession Plan. Jane Kennedy’s term concludes in May 2021, and the search for new Trustee is being discussed with the DCMS. Trustees approved the plan.



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- 7.3 Trustees discussed proposals for amendments to HRP governance, which have been put forward as a reflection of HRP's changing circumstances and reduction in size. Trustees noted that less frequent main board meetings could lead to members becoming disengaged in between meetings, although this could be mitigated by informal catch-ups to 'bridge gaps'. It was also questioned whether relying on sub committees more heavily could lead to increased burden on the executive. Trustees agreed that more discussion was needed on this aspect, and the issue will go back to Nominations committee.
- 7.4 The Chair's term is due to end in May. We are waiting to hear whether an extension will be approved. Most of the proposals under discussion would be reversible if there was a new chair who wished to make changes.
- 7.5 The register of interests was confirmed.
- 7.6 Ratification of previous minutes of 17th June and 15th July - an amendment was agreed to section 4 of minutes from 15th July. Minutes were ratified and will be published.

8. AOB

- 8.1 Trustees extended their appreciation to JB and the Executive Board for all their work, especially regarding the CRF news and the Tower Moat proposal.

Next meeting: Wednesday 13th January, 9.30