



Historic Royal Palaces is the charity that looks after:

Tower of London
Hampton Court Palace
Banqueting House
Kensington Palace
Kew Palace
Hillsborough Castle

We help everyone explore the story of how monarchs and people have shaped society, in some of the greatest palaces ever built.

We raise all our own funds and depend on the support of our visitors, members, donors, sponsors and volunteers.

Minutes

Meeting name: **Board of Trustees**
 Date of meeting: **Wednesday 20 March 2019**
 Location: **New Armouries Meeting Suite, Tower of London**
 Attendees: Rupert Gavin (Chairman)
 Zeinab Badawi
 Bruce Carnegie-Brown
 Ajay Chowdhury
 Lord Houghton
 Jane Kennedy
 Tim Knox
 Carole Souter
 Sir Michael Stevens
 Sue Wilkinson
 Louise Wilson
 Professor Michael Wood
 In attendance: John Barnes, Rachael Gilleard, Sue Hall,
 Tom O'Leary, Adrian Phillips, Dan Wolfe, Simon Daniels
 (items 6&7)
 Apologies: None

1. Opening business

- 1.1 The Chairman welcomed Trustees to the meeting and Professor Michael Wood to the Board of Trustees.
- 1.2 Jane Kennedy reminded the Board that she is a Senior Partner of Purcell. Purcell has been selected as the architect for the build of the Orangery New Building at Kensington Palace. It was also noted that Tim Knox is partner of Todd Longstaffe-Gowan and Secretary of Todd Longstaffe-Gowan Ltd, which provides landscape design services for HRP.
- 1.3 The minutes of the last meeting were reviewed and approved.



2. Monitoring performance

2.1 *Chief Executive's report*

John Barnes informed the Board that HRP was due to exceed 5 million visits by the end of the financial year, a record. The Board congratulated the executive on this achievement.

John Barnes reminded the Board that the Defined Benefits Pension Scheme will close on 31 March 2019. He also drew attention to the appointment of the new Tower Director, Andrew Jackson.

2.2 *Financial management report*

Sue Hall reported that as at February 2019, net contribution to projects is forecasted at £4.2 m, which is ahead of the budgeted figure for the full year. The slight decrease in income is offset by bankable savings, primarily in payroll. Project expenditure is behind plan, but this is only a timing delay. Expenditure on digital is behind plan, mainly as a result of the delay in rolling out Windows 10, which will be caught up. Carry overs are anticipated to be c. £4m.

3. Hillsborough Castle

3.1 Adrian Phillips distributed a summary of the current programme of works to the public opening date. He explained that it was still a challenge to get the right trades resources on site and that all attention was being paid to prioritising work that was necessary for opening. Trustees asked a number of questions about scheduling and prioritisation of works, to assure themselves that resource was being directed appropriately.

Adrian Phillips also presented the current cost position. Ajay Chowdhury and Sir Michael Stevens commented that this included a level of unapproved expenditure. After some discussion about the thresholds after which Trustees' approval for further expenditure should be sought, the Board agreed to receive an out of committee paper stating the original investment decision amount, additions thereafter, and the full additional sum requested (including an assessment of likely claims). The Board also agreed that the executive should review the content of investment decisions, including tolerances for approvals, and the process by which investment decisions are approved and presented back to the Board. Once the project is complete, the executive should conduct a full post-project review, including lessons learned for future work.

4. Banqueting House Whitehall

4.1 The Board received a report on the current ideas for the refurbishment and representation of the interior of the building and the conservation treatment of the Rubens ceiling.



Trustees raised a number of questions and comments, including: whether the driver for the proposal is based on conservation need or financial benefit, the likelihood of securing external funding for a long term conservation programme for the ceiling, the need to consider the merits of investing in this site rather than other HRP locations which generate more income, the opportunity cost of closing the Banqueting House for a period to time and how this work could link into a wider story about the Banqueting House and its place in history. Trustees agreed that they required further assessment of the potential opportunity; to include analysis of this project in the context of the longer term (15 year) plans for HRP as a whole – particularly the Tower of London, the minimum work required to the interiors and an incremental approach to conservation of the ceiling.

5. Beyond the Deepening Shadow: the Tower Remembers

- 5.1 The Board received the post-project review and analysis of lessons learned from the project. Trustees recognised that, as a result of this event, the Tower could confidently play a role in moments of national importance that is distinct from regular commercial activity and other HRP events.

6. Development update and Campaign III

- 6.1 The Board received a paper on the performance of Development in 2018/19 and the current thinking about Campaign III. They agreed the overall profile of the Campaign, noting that this was subject to further discussion by the Campaign Board once the new Campaign Board Chairperson was recruited.

7. The Governance of Historic Royal Palaces Inc.

- 7.1 The Board received a paper on the governance of Historic Royal Palaces Inc (HRP Inc). which responded to questions previously raised by Trustees. It was noted that legal advice would be sought on the relationship between HRP and HRP Inc. Subject to this, the Board agreed to the proposals that the Chairperson of the Campaign Board should be nominated to serve as a director of HRP Inc. and that the Chairperson of HRP Inc. should attend one meeting of the Board of Trustees of HRP each year.

8. Subcommittees

8.1 *Audit and Risk Committee*

The Board received a verbal update from the Chairman of the Audit and Risk Committee. It was noted that the executive Board would discuss risk appetite with the Audit and Risk committee at a future date.



8.1 *Investment Committee*

The Board received a verbal update from the Chairman of the Investment Committee. A paper on HRP's investment policy will be brought to Trustees at a future date.

9. **Procedural matters**

9.1 *Safeguarding*

The Board received an update on safeguarding. It was noted that HRP has robust and thorough safeguarding policies and practice. The Board agreed that one of its number should act as a point of contact with the Safeguarding Sponsor.

9.2 *Register of interest and year-end declarations*

The register of interests and requirements for year-end declarations were noted.

9.2 *Re-appointments*

The Board noted that Carole Souter and Zeinab Badawi had both been re-appointed for a further term of three years and that Ajay Chowdhury would leave the Board on 31 July 2019, at the end of his term.

Next meeting: The next meeting will be at 2.30pm on 20 May at the Tower of London.

