

# **NATIONAL PORTRAIT GALLERY MANAGEMENT AGREEMENT 2016-2020**

## **Part A: National Portrait Gallery Priorities, Funding and Engagement**

### **1. Secretary of State for Culture, Media and Sport (hereafter known as Secretary of State)'s priorities**

#### **1.1. The Secretary of State's priorities for the National Portrait Gallery are:**

- to ensure that free entry to the permanent collections of the National Portrait Gallery will continue to be made available
- to protect the world-class collections and front-line services of the museum
- to continue to pursue commercial and philanthropic approaches to generating revenue which will complement grant-in-aid funding
- to seek innovative cost sharing solutions with other Arm's Length Bodies
- to take a strategic approach to partnership working and to seek out opportunities to work across the UK with other museums, cultural and third sector partners, including through the loaning of items, touring of exhibitions, and sharing of expertise
- to prioritise access to arts and culture for disadvantaged young people and communities
- to work with DCMS to engage internationally, especially with high priority countries as indicated by Government. For your organisation, this will include making use of and contributing to the GREAT Britain Campaign, helping us to boost tourism, education and business, and
- to give a high priority to supporting the delivery of the outcomes of the Culture White Paper which will set out the direction for arts and culture policy for this Parliament.

#### **1.2. The following priorities are set out in, and support, the DCMS Single Departmental Plan:**

- Maintaining free access to national museums and galleries

### **2. Financial Allocation**

**2.1. The National Portrait Gallery's financial settlement for 2016-20 is as set out in its Spending Review Settlement letter and any further allocation letters.**

### **3. Performance Measures**

### 3.1. Key Performance Indicator/s

1. Charitable giving (donations and sponsorship), comprising:
  - a) the total amount of charitable giving, i.e. gross income from activities which involve seeking financial support from, e.g. sponsors, private benefactors, charitable trusts (DCMS Business Plan impact indicator)
  - b) the ratio of charitable giving to grant-in-aid (DCMS Business Plan input indicator)
2. Number of visits to the NPG excluding virtual visits.

### 3.2. Additional Performance Indicators

- Number of unique website visits
- Number of visits by children under 16
- Number of overseas visits
- Number of facilitated and self-directed visits to the museum by visitors under 18 in formal education.
- Number of instances of visitors under 18 participating in on site organised activities.
- % of visitors who would recommend a visit
- Admissions income (gross income)
- Trading income (net profit)
- Number of UK loan venues

Performance Indicators should be compiled using the DCMS Performance Indicator Guidance document.

## 4. Engagement

- 4.1. The Department and the National Portrait Gallery have agreed an engagement calendar as set out below. This contact will be in addition to routine and policy led contact between the Department and the National Portrait Gallery. The DCMS Finance and HR Teams may agree a separate calendar of engagement with the National Portrait Gallery Finance and HR teams.

Review meeting between the Director of the National Portrait	Annual
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<p>Gallery and the DCMS Head of Museums.</p> <p>Engagement strategy agreed between officials</p> <p>Finance Team and National Portrait Gallery liaison</p>	<p>Bi-annual</p> <p>As defined in the National Portrait Gallery's most recent BODFA letter.</p>
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## Part B: FINANCIAL CONTROLS

### 1. Delegated Financial Limits

All delegations are subject to the requirement that spending proposals falling within Managing Public Money Annex 2.2, box A.2.2C should be referred to DCMS. These are:

- items which are novel, contentious or repercussive, even if within delegated limits
- items which could exceed the agreed budget and Estimate limits
- contractual commitments to significant spending in future years for which plans have not been set
- items requiring primary legislation (e.g. to write off NLF debt or PDC)
- any item which could set a potentially expensive precedent, and
- where Treasury consent is a specific requirement of legislation.

Unlimited (unless otherwise specified)

#### 1.1 Capital Expenditure

Expenditure on new construction, land, extensions of, and alterations to, existing buildings and the purchase of any other fixed assets (e.g. machinery, plant, and vehicles), art works and additions to the collection with an expected working life of more than one year. Also includes exchanges of fixed assets.	Up to £5 million (whole life cost in today's prices)
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#### 1.2 Single Tender Contracts

The delegation for single tender contracts is set at £50,000 for each contract. The National Portrait Gallery must notify DCMS a minimum of 48 hours in advance of its intention to award a single tender contract the value of which exceeds this.

#### 1.3 Gifts

Gifts received by the National Portrait Gallery	Unlimited
In a financial year, any one gift or total of gifts by the the National Portrait Gallery: <ul style="list-style-type: none"><li>• to one person/organisation;</li><li>• to staff.</li></ul> Gifts to staff are also subject to the following Cabinet	£1,000

Office guidance: <a href="http://www.cabinetoffice.gov.uk/resource-library/guidance-civil-servants-receiving-hospitality">http://www.cabinetoffice.gov.uk/resource-library/guidance-civil-servants-receiving-hospitality</a>	
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Proposals for making gifts outside this delegated limit must have the prior approval of DCMS. The National Portrait Gallery must keep a record of gifts given. Details of gifts to one person/organisation should be noted in the annual accounts if individually or collectively, they exceed £1,000.

#### 1.4 Fraud

No delegation. All cases of attempted, suspected or proven fraud, irrespective of the amount involved, must be reported by the the National Portrait Gallery to the Department as soon as it is discovered.

#### 1.5 Non-Statutory Contingent Liabilities

Up to £100,000

#### 1.6 Losses and Special Payments

The write-off of losses or approval of special payments should only be carried out by staff authorised to do so by and on behalf of the National Portrait Gallery's Accounting Officer. The National Portrait Gallery should consult DCMS where cases:

- involve important questions of principle
- raise doubts about the effectiveness of existing systems
- contain lessons which might be of wider interest
- are novel or contentious
- might create a precedent for other departments in similar circumstances, and
- arise because of obscure or ambiguous instructions issued centrally.

##### 1.6.1 Classification of Losses

Type	Description	Delegation
A.	Losses	
(i)	<u>Cash losses</u> : Physical losses of cash and its equivalents (e.g. banknotes, credit cards, electronic transfers, payable orders)	£100,000
(ii)	<u>Bookkeeping losses</u> :	£100,000

	<ul style="list-style-type: none"> <li>• unvouched or incompletely vouched payments, including missing items;</li> <li>• charges to clear inexplicable or erroneous debit balances.</li> </ul>	
(iii)	<b>Exchange rate fluctuations:</b> Losses due to fluctuations in exchange rates or revaluations of currencies.	£100,000
(iv)	<ul style="list-style-type: none"> <li>• Losses of pay, allowances and superannuation benefits paid to civil servants, members of the armed forces and NDPB employees:</li> </ul>	£100,000
	<ul style="list-style-type: none"> <li>• overpayments due to miscalculation, misinterpretation, or missing information</li> </ul>	£100,000
	<ul style="list-style-type: none"> <li>• unauthorised issues, e.g. inadmissible payments</li> </ul>	£100,000
	<ul style="list-style-type: none"> <li>• losses arising from other causes, e.g. non-disclosure of full facts by the beneficiary, short of proven fraud.</li> </ul>	£100,000
(v)	Losses arising from overpayments of social security benefits, grant, subsidies, etc. arising from miscalculation, misinterpretation or missing information.	£100,000
(vi)	Losses arising from failure to make adequate charges for the use of public property or services.	£100,000
<b>B.</b>	<b>Losses of accountable stores:</b>	
(i)	because of proven or suspected fraud, theft, arson or sabotage, or any other deliberate act (including repairable damage caused maliciously to buildings, stores; etc. even where a legal claim is not possible).	£100,000
(ii)	losses arising from other causes.	£100,000
<b>C.</b>	<b>Fruitless payments and constructive losses</b>	£100,000
<b>D.</b>	<b>Claims waived or abandoned</b>	£100,000

A record of losses should be maintained and if the total of losses or special payments in the year exceeds £100,000, the annual accounts should include a statement, with any individual losses and special payments exceeding £100,000 specifically identified.

### 1.6.2 Special Payments

Special severance payments: There is no delegation for special severance payments (payments made to the employee outside their statutory or contractual entitlement upon termination of their employment contract). Each payment, regardless of value will require HM Treasury approval before an offer can be made.

Redundancy payments: All redundancy payments outside contractual terms, require DCMS and Cabinet Office permission in all cases.

	Special payments:	
(i)	extra-contractual and ex gratia payments to contractors;	£100,000
(ii)	other ex gratia payments;	£100,000
(iii)	compensation payments;	£100,000
(iv)	extra-statutory and extra-regulatory payments.	£100,000

### 1.6.3 Disposal of Assets

The National Portrait Gallery should arrange for the efficient and effective use, maintenance, acquisition and disposal of the assets under its control. The National Portrait Gallery should draw up, and keep up to date, a register of all the tangible and intangible assets it owns and uses, and develop an asset management plan which is reviewed at least annually by the Board.

The National Portrait Gallery should take professional advice when disposing of land and property assets, and take account of the protocol set out in the Managing Public Money Asset Management Annex.

The Museum requires the Secretary of State's approval for any disposal of land.

All assets disposals, regardless of value, should be notified to DCMS through the routine monthly financial reporting processes.

### 1.6.4 Retention of Receipts

The National Portrait Gallery should apply for permission to retain any receipts where the aggregate annual total exceeds the amounts below notified to the Department at the Spending Review.

	2016/17 (£000)	2017/18 (£000)	2018/19 (£000)	2019/20 (£000)
Resource DEL receipts	11,500	12,000	12,500	12,000
Capital DEL receipts	7,600	8,400	1,800	800

## 2. Spend controls

2.1 The National Portrait Gallery is subject to the latest Cabinet Office spend controls set out at

<https://www.gov.uk/government/publications/cabinet-office-controls> and the DCMS thresholds for spend controls, as set out in the latest [DCMS Spend Control Guidance](#).

2.2 All Cabinet Office spend controls apply to the National Portrait Gallery, with the following exceptions:

- advertising and Marketing, and
- property, including facilities management

## 3. Procurement

3.1 The National Portrait Gallery must comply with the Public Contracts Regulations 2015 (PCR) in its procurement activity. Further, as a Central Government Authority as set out at Schedule 1 of the Public Contracts Regulations 2015, the National Portrait Gallery is subject to certain thresholds when tendering for a procurement opportunity, As detailed in Procurement Policy Note - Reforms to make public procurement more accessible to Small and Medium Enterprises (Information Note 03/15) and [www.ojec.com/threshholds.aspx](http://www.ojec.com/threshholds.aspx)

3.2 The National Portrait Gallery shall:

- Acquire goods and services through fair and open competition, using LEAN methodology where appropriate, delivering value for money through



procurement, and operating in line with European law, including restrictions on state aids and current best practice, inclusive of open procurements for requirements under £100,000 where appropriate and restricted use of Pre-Qualification Questionnaires.

- Comply with current requirements on additional spend controls, delegated authorities and authorisations on procurement and leases as notified to them by the Department.
- Support collaborative procurement and commercial efforts across DCMS and its family of other ALBs.
- The ALB has flexibility to opt in or out of central procurement on a case by case basis. However, where possible and appropriate, the ALB shall utilise whichever Crown Commercial Services frameworks are relevant to its needs.

#### 4. Efficiency

4.1 In the Spending Review Settlement Letter, the National Portrait Gallery was asked to find an efficiency saving of at least 1% year-on-year, calculated against its RDEL grant-in-aid funding for that year, across the Spending Review period, which can be recycled into frontline services. The National Portrait Gallery will be required to provide an annual return outlining their efficiency plans, as well as projected and actual savings.

#### 5. Management Information

5.1 The table below sets out the management information that the Department expects the National Portrait Gallery to provide in the course of a 12 month period. These may be subject to change depending on future information requirements.

Timescale	What	How	Purpose
Monthly (9th working day of each month)	Grant-in-Aid requests	Via Finance Partnership Webpage	To get the ALB's latest forecast income and expenditure for reporting to Board and HM Treasury. Also the mechanism for paying GIA to the National Portrait Gallery.

Monthly	Consultancy return (including nil returns)	By e-mail to DCMS Procurement and Commercial Team	To enable Cabinet Office to keep track of the number of public sector consultancy contracts.
Monthly	Spend over £25,000	On the ALB's website	Transparency: to inform public how public money is spent
Quarterly	Key metrics (total procurement spend, spend with SMEs and the Voluntary, Community and Social Enterprise sector)	By e-mail to DCMS Procurement and Commercial Team	Benchmarking of procurement spend and provision of data on economic effect of spend by Departments and ALBs
Quarterly	Exchequer funds held in commercial bank accounts	By e-mail to Finance	To supply HM Treasury with details of how much government funding is held outside GBS
Quarterly	Medium Term Financial Model returns	By e-mail to Finance	To get the ALB's latest capital profiles for internal management and reporting to Finance Committee
Six-monthly	Publication of senior salaries and organograms	On the ALB's website or hosted on DCMS website	Transparency: to inform public how public money is spent
Annually	Alignment/WGA	Alignment consolidation packs, WGA transactions and balances exercise	Alignment: to consolidate the ALB's resource accounts within the DCMS resource accounts WGA: to gather counter-party details for consolidation.
Annually	Sustainability data	By e-mail to Finance and DCMS Sustainability Champion	To meet HM Treasury requirement to supply centre with sustainability data

Annual	EU public procurement statutory return (Schedule 1 or Schedule 2 as appropriate)	By e-mail to Cabinet Office	Legal requirement to provide data on number of tenders advertised in the European Journal
Annually - Mid August	Country and Regional analysis data	By e-mail to Finance	HM Treasury requirement - feeds into the Core Tables for the Annual Report and Accounts
Annually	Annual report and accounts	By e-mail to Finance as per timetable (separate guidance is issued on this)	Statutory obligation
Annually	Pay Remit and pay remit outturn	By e-mail to ALB Team	To ensure spend on pay is aligned across Government
Annually	Publication of salaries over £150k	By e-mail to ALB Team (for publication on Cabinet Office website)	Transparency: to inform public how public money is spent
Annually	Sharing of Strategic Risk Register as per paragraph 13.1 of the Governance framework.	At annual performance meeting	Enable timely and appropriate response to risk
Annual	Efficiency Return	Pro-forma	To provide evidence that the 1% target has been met, to demonstrate what measures have been taken to achieve this and to demonstrate how these savings have been recycled back into frontline services.

<b>Ad hoc immediate as required</b>	<b>Completion and updating of e-Pims™ database</b>	<b>Directly into e-Pims™ system</b>	<b>To ensure accurate property and estate information is maintained at all times</b>
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<b>On request</b>	<b>Sharing of audit strategy, periodic audit plans and annual audit report, including the Head of Internal Audit's opinion on risk management, control and governance.</b>	<b>With Finance and Head of, on request</b>	<b>Assurance of financial management</b>
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## **Part C: National Portrait Gallery Governance Framework**

### **1. Introduction**

- 1.1. This agreement has been drawn up by the Department for Culture, Media and Sport ("DCMS") in consultation with the National Portrait Gallery. This document sets out the broad framework within which the National Portrait Gallery will operate. The document does not convey any legal powers or responsibilities. It is signed and dated by DCMS and the National Portrait Gallery. Copies of the document will be placed in the Libraries of both Houses of Parliament and made available to members of the public on the National Portrait Gallery's website, with a link to it on the DCMS site.
- 1.2. The agreement will remain in place until it is superseded by a new agreement. The agreement should be treated as a living document and reviewed by both sides annually in March. Any changes to ministerial priorities, policy requirements and KPIs will be made by exchange of letters between the Minister and the National Portrait Gallery Chair; all other changes will be made by exchange of letter between the DCMS Permanent Secretary and the National Portrait Gallery Chief Executive.
- 1.3. Legislative changes will take precedence over any part of this document. Significant variations will be cleared with the Treasury or the Cabinet Office as appropriate.
- 1.4. Nothing under this agreement shall prevent the National Portrait Gallery from carrying out its legal duties under its founding legislation or under any other legislation which impacts on its functions, activities or powers.

### **2. Governance and accountability**

- 2.1. The statutory and other duties of the National Portrait Gallery derive from the Museums and Galleries Act 1992. The National Portrait Gallery is also an exempt charity and must comply with the relevant regulations.
- 2.2. The Secretary of State and other members of the DCMS ministerial team will account for the National Portrait Gallery's business in Parliament.
- 2.3. The respective responsibilities of the DCMS Principal Accounting Officer and Accounting Officers for NDPBs and other arm's length bodies are set out in Chapter 3 of Managing Public Money which is sent separately to the Accounting Officers on appointment and summarised below.

2.4. The Board will be appointed in accordance with the provision of the Museums and Galleries Act 1992. Where such appointments are made by Ministers, they will comply with the Code of Practice of the Commissioner for Public Appointments. The terms of appointment of the Board members are as set out in the letters which are sent separately on appointment.

2.5. In line with the Museums and Galleries Act 1992 and, where applicable, the Government's Code of Practice on Corporate Governance, the National Portrait Gallery is governed by a Board of 16 Trustees, 14 of whom are appointed by the Prime Minister and 2 of whom are ex officio. The Trustees appoint one of their number to be Chairman.

2.6. The Director is appointed by the Board of the National Portrait Gallery with the approval of the Prime Minister. The Director reports to the Board on the day-to-day running of the organisation and its performance against objectives. In addition to this, they will normally be the Accounting Officer for the National Portrait Gallery and will have specific duties in this regard, which are set out in section 5 below.

### **3. The Secretary of State's role as Principal Regulator**

3.1. The Secretary of State for Culture, Media and Sport will carry out the general duty as "principal regulator" for the National Portrait Gallery, as it is one of the institutions listed in Schedule 3 to the Charities Act 2011 as exempt charities, in so far as it is not a charity already registered with the Charity Commission. This role will also be fulfilled with respect to bodies that are closely connected with the National Portrait Gallery. The general duty is set out in section 26 of the Charities Act 2011 and it is a duty to do all that the Secretary of State reasonably can to promote compliance with charity law (the "compliance objective"). This means promoting compliance by the National Portrait Gallery trustees with their legal obligations in exercising control and management of the administration of the charity.

### **4. DCMS Principal Accounting Officer's responsibilities**

4.1. The DCMS Permanent Secretary, as Principal Accounting Officer for the DCMS family of ALBs, is accountable to Parliament for the issue of any grant-in-aid to the National Portrait Gallery and is also responsible for ensuring arrangements are in place to:

- monitor the National Portrait Gallery's activities on a continuous basis

- address significant problems in the National Portrait Gallery, making such interventions as are judged necessary
- periodically carry out an assessment of the risks both to the department and National Portrait Gallery objectives and activities
- inform the National Portrait Gallery of relevant government policy in a timely manner, and
- bring concerns about the activities of the body to the full National Portrait Gallery Board; requiring explanations and assurances that appropriate action has been taken.

4.2. The Head of Museums, Honours, ALBs and Appointments, or their nominee in DCMS is the primary contact for the National Portrait Gallery within the Department.

## **5. National Portrait Gallery Accounting Officer's responsibilities**

5.1. The DCMS Principal Accounting Officer will normally appoint the permanent head of the National Portrait Gallery, i.e. the Director, to be the Accounting Officer for the body. The duties of the National Portrait Gallery's Accounting Officer are set out in full in the Permanent Secretary's appointment letter to him/her. The Accounting Officer is responsible for accounting to Parliament, DCMS, the National Portrait Gallery's Board and other stakeholders.

5.2. The National Portrait Gallery Accounting Officer is personally responsible for safeguarding the public funds for which he or she has charge; for ensuring propriety and regularity in the handling of those public funds; and, reporting to the Board of the National Portrait Gallery, for the day-to-day operations and management of the National Portrait Gallery and the achievement of its strategic aims. In addition, he or she should ensure that the National Portrait Gallery as a whole is run on the basis of the standards, in terms of governance, decision-making and financial management that are set out in Box 3.1 to Managing Public Money (at the time of writing).

5.3. The key accountabilities are:

- signing the accounts and ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with charity law, Treasury guidance and with any directions issued by the Secretary of State
- signing a Statement of Accounting Officer's responsibilities, for inclusion in the annual report and accounts

- signing a Governance Statement concerning the organisation's management and control of resources during the year and setting out how risk has been managed, for inclusion in the annual report and accounts
- ensuring that effective procedures for handling complaints about the National Portrait Gallery are established and made widely known within the body
- acting in accordance with the terms of this document, Managing Public Money and other instructions and guidance issued from time to time by the Department, the Treasury and the Cabinet Office, and
- giving evidence, normally with the Accounting Officer of the sponsor Department, when summoned before the PAC on the National Portrait Gallery's stewardship of public funds.

**5.4. Particular responsibilities to DCMS are:**

- informing the Department of progress in helping to achieve DCMS's policy objectives as defined in the single Departmental plan and in demonstrating how resources are being used to achieve those objectives
- ensuring that timely forecasts and monitoring information on performance and finance are provided to the Department; that the Department is notified promptly if over or under spends are likely and that corrective action is taken; and that any significant problems whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the Department in a timely fashion, and
- to work collectively with the Department and other members of the DCMS 'family' of arm's length bodies in support of each other and the group as a whole.

**5.5. The duties of the Accounting Officer with respect to the Board of the National Portrait Gallery are:**

- advising the Board on the discharge of its responsibilities as set out under the founding legislation, in this document, and in any other relevant instructions and guidance that may be issued from time to time
- advising the Board on the National Portrait Gallery's performance compared with its aim[s] and objectives
- ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that financial appraisal techniques are followed, and
- taking action as set out in paragraphs 3.8.5 and 3.8.6 of Managing Public Money if the Board, or its Chair, is contemplating a course of



action involving a transaction which the Chief Executive considers would infringe the requirements of propriety or regularity or does not represent prudent or economical administration, efficiency or effectiveness, questionable feasibility, or is unethical.

## **6. The National Portrait Gallery Board**

6.1. The Board should ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control. The Board is expected to assure itself of the effectiveness of the internal control and risk management systems.

6.2. The Board must set up an Audit Committee chaired by a Trustee or, where applicable, a non-executive member. The Audit Committee should support the Board and Accounting Officer by providing advice and assurance on risk management, governance and internal control.

6.3. Where the Board does not consider issues relating to staff remuneration itself, it shall ensure that an effective mechanism for such consideration exists, e.g. a remuneration committee or similar body performing the same purpose.

6.4. The Board is specifically responsible for:

- ensuring that the National Portrait Gallery fulfills the aims and objectives set out in its founding legislation and within the policy and resources framework determined by the Secretary of State
- determining the steps necessary to deal with any developments which are likely to affect the National Portrait Gallery's ability to fulfil its aims and objectives and keeping the responsible DCMS Minister informed if any such developments arise
- ensuring that any statutory or administrative requirements for the use of public funds are complied with; that the Board operates within the limits of its statutory authority, within the resources framework determined by the Secretary of State and any delegated authority agreed with the sponsor department, and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the Board takes into account guidance issued by the sponsor department
- ensuring that the National Portrait Gallery complies with the requirements of charity law where this applies
- ensuring that the Board receives and reviews regular financial information concerning the management of the National Portrait Gallery; is informed in a timely manner about any concerns about the activities of

the National Portrait Gallery; and provides positive assurance to the Department that appropriate action has been taken on such concerns

- demonstrating high standards of corporate governance at all times, including using its Audit Committee to help the Board to address key financial and other risks
- appointing a Director, with the approval of the Secretary of State (and, where required, HM Treasury) for the remuneration package and, in consultation with DCMS, setting remuneration terms linked to performance against objectives, and
- ensuring that any public functions of the National Portrait Gallery are carried out in compliance with statutory duties.

## **7. The Chair's responsibilities**

7.1. The Chair is responsible to the Secretary of State for ensuring that the National Portrait Gallery fulfills its statutory purpose as set out in its founding legislation, that it complies with charity law, that where appropriate the National Portrait Gallery's policies are consistent with those of the Secretary of State, and that the National Portrait Gallery's affairs are conducted with probity. The Chair is also responsible for good governance and for ensuring that the principles set out in the *'DCMS Guidance on Board Appraisal Processes for ALBs'* are followed.

7.2. In addition, the Chair has the following leadership responsibilities:

- formulating the Board's strategy for discharging its statutory duties
- ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the responsible minister or the Department
- ensuring that the Board, in reaching decisions, takes proper account of the requirements of charity law
- supporting the Accounting Officer in promoting the efficient and effective use of staff and other resources
- supporting the Accounting Officer in delivering high standards of regularity and propriety, and
- representing the views of the Board to the general public.

7.3. The Chair also has an obligation to ensure that:

- the performance of the Board and its individual members are reviewed annually and operate effectively and to instigate remedial action should this not be the case

- the Board has a balance of skills appropriate to directing the National Portrait Gallery business, as set out in the Government Code of Good Practice on Corporate Governance
- Board members are fully briefed and understand their terms of appointment, duties, rights and responsibilities
- when required, he or she, together with the other Board members, receives appropriate training on financial management and reporting requirements and on any differences that may exist between private and public sector practice
- the responsible minister is advised of National Portrait Gallery needs when Board vacancies arise
- he or she assesses the performance of individual Board members when being considered for re-appointment, and
- there is a code of practice for Board members in place consistent with the Cabinet Office Code of Conduct for Board Members of Public Bodies.

## **8. Individual Board members' responsibilities**

### **8.1. Individual Board members should:**

- comply at all times with the Board Members' Code of Practice and with the rules relating to the use of public funds and to conflicts of interest
- not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations
- comply with the Board's rules on conflicts of interest and the acceptance of gifts and hospitality, and
- act in good faith and in the best interests of the National Portrait Gallery.

## **9. Publications and information strategy**

9.1. The National Portrait Gallery will have responsibility for contributing to the Government's system of democratic accountability by making information available to the public on the quality and productivity of its services, value for money, performance and progress on delivery. The National Portrait Gallery will:

- provide timely and accurate information required for Parliamentary Questions, responses by Chief Executives to Parliamentary Questions and contributions to Ministerial and public correspondence. The

National Portrait Gallery will be responsible for responding to requests under the Freedom of Information Act within the statutory time limit

- publish, or cause to be published, an annual report of its activities together with its audited resource accounts after the end of each financial year. The National Portrait Gallery shall provide the Department with its finalised (audited) accounts in accordance with the annual guidance produced by DCMS, and
- publish other information as required by the Department in the interests of transparency and as communicated from time to time.

**9.2. The annual report must:**

- cover any corporate, subsidiary or joint ventures under its control
- comply with the Treasury's Financial Reporting Manual (FReM) where this does not conflict with charitable accounting requirements in the Statement of Recommended Practice (SORP)
- contain a governance statement, setting out the ways in which the Accounting Officer has managed and controlled the resources used in the organisation during the course of the year, demonstrating how well the organisation is managing risks to the achievement of its aims and objectives, and
- outline main activities and performance during the previous financial year and set out in summary form forward plans.

**9.3. The report and accounts shall be laid in Parliament and made available on the National Portrait Gallery's website and GOV.UK, in accordance with the guidance in the Government Financial Reporting Manual (FReM) and the Statement of Recommended Practice (SORP). The National Portrait Gallery should aim to submit a draft of the report to the Department in May/early June. The final version should be submitted for Ministerial approval at least three weeks before the proposed publication date. The accounts should be prepared in accordance with the relevant statutes and specific accounts direction issued by the Department as well as the FReM and SORP.**

**9.4. Additionally the National Portrait Gallery will be expected to publish information relating to the delivery of its services and policies. In particular this should include information that will help the public to: (i) see progress against activity which the National Portrait Gallery has made a public commitment to deliver; (ii) judge if the services and/or outputs offer value for money; and (iii) consider whether the way in which the body operates gives rise to any issues around fairness.**

9.5. Where the National Portrait Gallery conducts or commissions social or economic research, relevant professional standards should be applied to ensure that research is impartial, of sufficient quality, legal and ethical. The National Portrait Gallery should nominate a lead contact for research of this type and share their programme of planned and published research with the Head of the DCMS Evidence and Analysis Unit for information purposes. Further guidance on conducting research can also be obtained from the DCMS Evidence and Analysis Unit.

## **10. Internal Audit**

10.1. The National Portrait Gallery shall:

- establish and maintain arrangements for internal audit in accordance with the Treasury's Government Internal Audit Agency (GIAA)
- ensure DCMS is satisfied with the competence and qualifications of the Head of Internal Audit and the requirements for approving appointments in accordance with GIAA
- set up an Audit Committee of its Board in accordance with the Cabinet Office's Guidance on Code of Practice for Public Bodies and the Audit Committee Handbook
- forward the audit strategy, periodic audit plans and annual audit report, including the National Portrait Gallery Head of Internal Audit's opinion on risk management, control and governance to the sponsor department on request
- have effective controls to prevent fraud and theft, and
- report all cases of attempted, suspected or proven fraud, irrespective of the amount involved, and notify the Department of any unusual, novel or major incidents as soon as they are discovered, irrespective of the amount involved.

10.2. DCMS's internal audit service has a right of access to all documents prepared by the National Portrait Gallery internal auditor, including where the service is contracted out, for the purpose of obtaining assurance as to the National Portrait Gallery's handling of public funds and effectiveness of financial controls.

## **11. External Audit**

11.1. The Comptroller & Auditor General (C&AG) audits the National Portrait Gallery annual accounts. Ministerial approval must be given before the C&AG can sign off the accounts.

11.2. In the event that the National Portrait Gallery has set up and controls subsidiary companies:

- the National Portrait Gallery will ask (or will have asked) HM Treasury to designate the company as either profit making or non-profit making
- where HM Treasury determines that the company is non-profit making, it will be (or will have been) included in a Government Resources and Accounts Act Order, which will make (or will have made) the C&AG its statutory auditor. The company should appoint the C&AG as auditor by agreement until such time as the GRAA Order is issued, and
- where HM Treasury determines that the company is profit making, it should either appoint the C&AG when its audit contract next comes up for renewal or, where they are required to go out to tender for audit services, the C&AG should be invited to compete. Where the C&AG is not appointed, the company must clearly explain the reasons for selecting a different auditor to DCMS.

11.3. The C&AG:

- will consult the Department and the National Portrait Gallery on whom – the National Audit Office or a commercial auditor – shall undertake the audit(s) on his behalf, though the final decision rests with the C&AG
- has a statutory right of access to relevant documents, including by virtue of section 25(8) of the Government Resources and Accounts Act 2000, held by another party in receipt of payments or grants from the National Portrait Gallery
- will share with DCMS information identified during the audit process and the audit report (together with any other outputs) at the end of the audit, in particular on issues impacting on the Department's responsibilities in relation to financial systems within the National Portrait Gallery, and
- will, where asked, provide departments and other relevant bodies with Regulatory Compliance Reports and other similar reports which departments may request at the commencement of the audit and which are compatible with the independent auditor's role.

11.4. The C&AG may carry out examinations into the economy, efficiency and effectiveness with which the National Portrait Gallery has used its resources in discharging its functions. For the purpose of these examinations the C&AG has statutory access to documents as provided for under section 8 of the National Audit Act 1983. In addition, the National Portrait Gallery shall provide, in conditions to grants and contracts, for the C&AG to exercise such access to documents held by grant recipients and contractors and sub-contractors as may be required for these examinations; and shall use its

best endeavours to secure access for the C&AG to any other documents required by the C&AG which are held by other bodies.

## **12. Right of access**

12.1. Subject to any overriding legal rights or obligations, the National Portrait Gallery will provide access to the Department to all the National Portrait Gallery's records and personnel for all purposes including, for example, operational investigations.

## **13. Managing Public Money and other government-wide corporate guidance and instructions**

13.1. Unless agreed by the Department and (as necessary) HM Treasury, the National Portrait Gallery shall follow the principles, rules, guidance and advice in Managing Public Money, referring any difficulties or potential bids for exceptions to DCMS in the first instance. A list of guidance and instructions with which the National Portrait Gallery should comply is in Annex A.

13.2. Once the overall budget has been allocated by DCMS and subject to any restrictions imposed by statute, the responsible minister's instructions and this document, the National Portrait Gallery shall have authority to incur expenditure approved in the budget without further reference to the Department, on the following conditions:

- the National Portrait Gallery shall comply with the delegated financial limits agreed with the Department. These delegations shall not be altered without the prior agreement of DCMS
- the National Portrait Gallery shall comply with Managing Public Money regarding novel, contentious or repercussive proposals
- inclusion of any planned and approved expenditure in the budget shall not remove the need to seek formal departmental approval where any proposed expenditure is outside the delegated limits
- the National Portrait Gallery shall provide DCMS with such information about its operations, performance individual projects or other expenditure as the sponsor department may reasonably require, and
- the National Portrait Gallery shall comply with any additional requirements notified to them by the Department, for instance on spending controls or delegated authorities subject to the Trustees' obligation to fulfil their primary charitable duties.

## **14. Risk management**

14.1. The National Portrait Gallery shall ensure that the risks that it faces are dealt with in an appropriate manner, in accordance with relevant aspects of best practice in corporate governance, and develop a risk management strategy, in accordance with Treasury guidance. It should adopt and implement policies and practices to safeguard itself against fraud and theft, in line with the Treasury's guide: "Managing the Risk of Fraud". It should also take all reasonable steps to appraise the financial standing of any firm or other body with which it intends to enter into a contract or to give grant or grant-in-aid.

## **15. Business Planning**

15.1. To operate its business effectively, the National Portrait Gallery should produce management planning and information documents covering at least three financial years ahead. These may take the form of strategic or corporate plans (for three years ahead), and should include a business plan (one year ahead). The first year of the planning document can include the business plan incorporated as a single document.

15.2. The Department should be sent copies of each of the completed planning documents. These plans should be made available to the public, via the internet if possible.

15.3. The business plan should include a forecast of income and expenditure suitably classified by activity and key objectives, taking account of guidance on resource assumptions and policies provided by the Department at the beginning of the planning round. These forecasts should represent the National Portrait Gallery's best estimate of its available income, including any grant or grant in aid or any other funding within the National Portrait Gallery.

## **16. National Portrait Gallery staff**

16.1. Within the arrangements approved by the responsible minister, the National Portrait Gallery will have responsibility for the recruitment, retention and motivation of its staff. The broad responsibilities toward its staff are to ensure that:

- the rules for recruitment and management of staff create an inclusive culture in which diversity is fully valued; appointment and advancement is based on merit: there is no discrimination on grounds of gender,



marital status, sexual orientation, race, colour, ethnic or national origin, religion, disability, community background or age, and

- the level and structure of its staffing, including grading and staff numbers, are appropriate to its functions and the requirements of economy, efficiency and effectiveness.

16.2. The National Portrait Gallery has the freedom to opt out of the Principal Civil Service Pension Scheme (PCSPS) for new staff. To take advantage of this freedom, the National Portrait Gallery needs to submit the rationale for the opt out to DCMS, as set out in the relevant guidance.

16.3. To pay any redundancy or compensation for loss of office under the Civil Service Compensation Scheme or an analogous scheme, requires the prior approval of the Cabinet Office. Proposals on severance must comply with the rules in chapter 4 of Managing Public Money and will require Treasury approval. The National Portrait Gallery must follow the processes set out in the DCMS "Guidance on Staff Exits".

16.4. The National Portrait Gallery will determine the terms and conditions of employment of its staff in line with the current Civil Service pay policy guidelines issued by HM Treasury. The National Portrait Gallery will submit an annual pay remit to DCMS for approval although this is no longer subject to a 1% cap on pay increase. Pay increases are at the discretion of the National Portrait Gallery Board but are expected to be affordable, realistic and responsible.

16.5. The National Portrait Gallery shall operate pay restraint, particularly in terms of senior salaries. The National Portrait Gallery shall be subject to the terms issued each year by the Cabinet Office and the Review Body on Senior Salaries. For senior pay and bonuses above the thresholds set out in the 'Guidance for Approval of Senior Pay', the National Portrait Gallery must seek approval from the Secretary of State and the Chief Secretary of the Treasury.

16.6. The National Portrait Gallery is subject to the Procurement Policy Note 08/15 – Tax Arrangements of Public Appointees, and any guidance that may supersede it. The National Portrait Gallery shall not remunerate employees via special purpose companies or by means of any other tax avoidance devices. Senior staff with significant financial responsibility must be on the payroll, unless there are exceptional temporary circumstances, which must be agreed by the National Portrait Gallery Accounting Officer and not exceed a period of six months. The National Portrait Gallery is also responsible for ensuring that any temporary off-payroll workers employed are meeting their tax obligations.

## **17. Review**

17.1. The National Portrait Gallery may be reviewed periodically, by DCMS in accordance with:

- the business needs of DCMS and of the National Portrait Gallery, and
- Cabinet Office guidance.

## **18. Budgets and Grant-in-Aid**

18.1. Expenditure against resource and capital budgets must be recorded and monitored by the National Portrait Gallery in accordance with HM Treasury's Consolidated Budgeting Guidance (or its successor). These are the net expenditure limits for the National Portrait Gallery in each year - including any use of reserves for which budgetary cover has been given - and must be adhered to. Net expenditure above these limits may not be committed until or unless a revised budget has been agreed in writing by the Department.

18.2. The National Portrait Gallery may not breach the component parts of the capital and resource budgets (e.g. core capital). Approval must be sought in advance and in writing if the National Portrait Gallery wishes to spend more in one category and less in another. In all these matters, the Department may be required to refer a decision to HM Treasury before granting approval.

18.3. Grant in Aid is the amount payable by the Department to the National Portrait Gallery in each year and is independent of the budget figures, although derived from them. It does not include depreciation or any budgetary cover allocated by the Department for the National Portrait Gallery's use of its own reserves.

## **19. Grant-in-aid and any ring-fenced grants**

19.1. Both the grant-in-aid provided by the Department and the overall budgets set by it for the year in question will be voted in the Department's Supply Estimate and be subject to Parliamentary control.

19.2. The grant-in-aid will normally be paid in monthly instalments on the basis of written applications showing evidence of need. The National Portrait Gallery will comply with the general principle, that there is no payment in advance of need. Cash balances accumulated during the course of the year

from grant-in-aid or other Exchequer funds shall be kept to a minimum level consistent with the efficient operation of the National Portrait Gallery. Grant-in-aid not drawn down by the end of the financial year shall lapse. Subject to approval by Parliament of the relevant Estimates provision, where grant-in-aid is delayed to avoid excess cash balances at the year-end, the Department will make available in the next financial year any such grant-in-aid that is required to meet any liabilities at the year end, such as creditors.

19.3. As a minimum, the National Portrait Gallery shall continue to provide the Department with monthly information via its grant-in-aid claims that will enable the Department satisfactorily to monitor:

- o the National Portrait Gallery's cash management
- o its draw-down of grant-in-aid
- o forecast outturn, and
- o other data required for the Treasury's Combined On-line Information System (COINS) or its successor.

## **20. Investing non grant income**

20.1. The National Portrait Gallery is free to invest non grant income in line with the relevant Charity Commission guidance on investments.

## **21. Reporting performance to the Department**

21.1. The National Portrait Gallery shall operate management information and accounting systems that enable it to review in a timely and effective manner its financial and non-financial performance against the budgets and targets set out in the corporate and business plans. The National Portrait Gallery's performance shall be reviewed by the Department periodically in accordance with the engagement strategy. The certificate of exemption from Employers' Liability Insurance issued in September 2002 remains valid.

## **22. Delegated authorities**

22.1. The National Portrait Gallery shall obtain the Department's prior written approval before:

- entering into any undertaking to incur any expenditure that falls outside the delegations or which is not provided for in the National Portrait Gallery's annual budget as approved by the Department

- incurring expenditure for any purpose that is or might be considered novel or contentious, or which has or could have significant future cost implications
- making any significant change in the scale of operation or funding of any initiative or particular scheme previously approved by the Department
- redirecting funding provided by the Department for one purpose to other purposes
- making any change of policy or practice which has wider financial implications that might prove repercussive or which might significantly affect the future level of resources required, and/or
- carrying out policies that go against the principles, rules, guidance and advice in Managing Public Money.

### **23. Exemption from using the Government Banking Service**

23.1. The National Portrait Gallery has been exempted from the requirement to use the Government Banking Service (GBS).

23.2. The National Portrait Gallery will continue to provide DCMS Finance Team with monthly forecasts including the amount of cash held in its bank accounts. The National Portrait Gallery may open non-GBS accounts, but must inform the DCMS Finance Team when they do so. The National Portrait Gallery should seek help and guidance from GBS to help negotiate value for money banking contracts.

23.3. The National Portrait Gallery is required by DCMS to provide balances held in these accounts at the end of each quarter.

### **24. Borrowing - Voted Loans**

24.1. The National Portrait Gallery will provide DCMS with a written application for borrowing needs for the financial year prior to the Main Estimate. These applications will be subject to DCMS's borrowing appraisal processes and will be subject to approval by the DCMS Finance Committee.

24.2. When making the case for loan applications, the National Portrait Gallery is expected to follow the process and complete the template set out in the *Guidance on Voted Loans for Financial Directors* provided by DCMS.

24.3. The National Portrait Gallery must adhere to the conditions set out in the Borrowing Agreement for any loans received and ensure prompt repayment of principal and interest as set out in the Borrowing agreement.

24.4. Any requests to vary the terms of the loan, including changes to the timing of the drawdowns or repayments, must be made formally to the Department, and will require approval by the Finance Committee. Drawdowns cannot be deferred from one year to the next without approval of the Finance Committee.

## **25. Capital projects**

25.1. All capital projects, whether already underway or beginning during this period, are subject to the Department's investment appraisal processes. Any capital expenditure that exceeds the National Portrait Gallery's delegated capital limit must be referred to the DCMS Finance Committee for approval at three stages of development, as set out in guidance issued by the Department. The figure used in calculating whether the costs exceed the delegated limit is the lifetime cost of the capital project, including non-exchequer funding and any increased running costs ensuing from it.

25.2. Where projects are reliant on donations or sponsorship that have yet to be confirmed, demonstration of a staggered approach to completion (i.e. that takes account of the funds secured to date before proceeding with each stage) will be more likely to receive approval to proceed.

25.3. When considering the case for capital projects, the National Portrait Gallery is expected to use the Treasury's Green Book methodology (or its successor), as modified or enhanced by guidance from DCMS. This is the case for evaluating a capital project regardless of whether the project requires DCMS Finance Committee approval. The Department reserves the right to receive copies of business cases for projects below the National Portrait Gallery's delegated limit or elements of it, such as the Net Present Value calculation.

## **26. Compliance with the Equality Act 2010**

26.1. In exercising public functions the National Portrait Gallery is subject to the public sector equality duty in section 149 of the Equality Act 2010, requiring the National Portrait Gallery to have due regard to the need to:

- eliminate unlawful discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Equality Act 2010
- advance equality of opportunity between people who share a relevant protected characteristic (age; disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex, sexual orientation) and people who do not, and

- foster good relations between people who share a relevant protected characteristic and people who do not.

## 27. Cyber Security

27.1. As part of its approach to risk management and information assurance the National Portrait Gallery should ensure the robustness of its cyber security to protect itself against data breaches, service disruption, loss and reputational damage. The level of provision should be proportionate to the National Portrait Gallery's size and the level of risk it carries in terms of cyber vulnerability. A range of relevant Government advice and guidance can be found at

<https://www.gov.uk/government/collections/cyber-security-guidance-for-business>.

27.2. As a minimum, the National Portrait Gallery should take steps to ensure it has basic cyber security controls in place. These should be at least at the level set out in the Cyber Essentials scheme. Further details of this scheme can be found at [www.cyberstreetwise.co.uk/cyberessentials](http://www.cyberstreetwise.co.uk/cyberessentials).

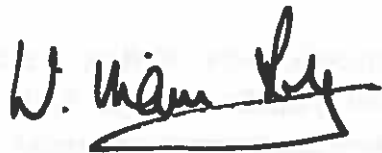
Departmental officials can offer further guidance and support.

Signed by:



Secretary of State for Culture, Media and Sport

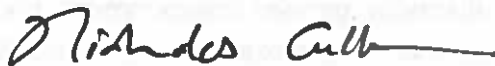
Date: 11/1/17



Chair of the National Portrait Gallery

1.2.17

Date:



Accounting Officer of the National Portrait Gallery

7/3/17

Date:

## **Annex A: Compliance with guidance and instructions**

The National Portrait Gallery shall be aware of and, where necessary, comply with the following general guidance documents and instructions:

- Appropriate adaptations of sections of the Corporate Governance Code for Central Government Departments;  
[http://www.hm-treasury.gov.uk/psr\\_governance\\_corporate.htm](http://www.hm-treasury.gov.uk/psr_governance_corporate.htm)
- Managing Public Money (MPM);  
[http://www.hm-treasury.gov.uk/psr\\_mpm\\_index.htm](http://www.hm-treasury.gov.uk/psr_mpm_index.htm)
- Consolidated Budgeting Guidance (issued annually);
- Government Internal Audit Standards;  
<https://www.gov.uk/government/publications/public-sector-internal-audit-standards>
- Appropriate adaptations of the Audit Committee Handbook;  
[http://www.hm-treasury.gov.uk/audit\\_committee\\_handbook.htm](http://www.hm-treasury.gov.uk/audit_committee_handbook.htm)
- Management of Risk: Principles and Concepts;  
[http://www.hm-treasury.gov.uk/d/orange\\_book.pdf](http://www.hm-treasury.gov.uk/d/orange_book.pdf)
- Government Financial Reporting Manual (FReM);  
[http://www.hm-treasury.gov.uk/frem\\_index.htm](http://www.hm-treasury.gov.uk/frem_index.htm)
- If applicable, the Charities SORP;  
[http://www.charitycommission.gov.uk/Charity\\_requirements\\_guidance/Accounting\\_and\\_reporting/Preparing\\_charity\\_accounts/sorpfront.aspx](http://www.charitycommission.gov.uk/Charity_requirements_guidance/Accounting_and_reporting/Preparing_charity_accounts/sorpfront.aspx)
- Fees and Charges Guide, Chapter 6 of MPM;  
[http://www.hm-treasury.gov.uk/d/mpm\\_ch6.pdf](http://www.hm-treasury.gov.uk/d/mpm_ch6.pdf)
- Banking guidance, annex 5.6 of MPM;  
[http://www.hm-treasury.gov.uk/d/mpm\\_annex5.7.pdf](http://www.hm-treasury.gov.uk/d/mpm_annex5.7.pdf)
- Relevant Dear Accounting Officer letters;  
<https://www.gov.uk/government/collections/dao-letters>
- The Parliamentary Ombudsman's Principles of Good Administration;  
<http://www.ombudsman.org.uk/improving-public-service/ombudsmansprinciples/principles-of-good-administration>
- Consolidation Officer Memorandum, and relevant DCO letters;
- Relevant Freedom of Information Act guidance and instructions;  
<https://ico.org.uk/for-organisations/guide-to-freedom-of-information/>
- Model Code for Staff of Executive Non-departmental Public Bodies: Chapter 5 (Annex A) of Public Bodies: A Guide for Departments (Cabinet Office);  
[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/80082/PublicBodiesGuide2006\\_5\\_public\\_body\\_staffv2\\_0.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/80082/PublicBodiesGuide2006_5_public_body_staffv2_0.pdf)
- Other relevant guidance and instructions issued by the Treasury in respect of Whole of Government Accounts;  
<https://www.gov.uk/government/collections/whole-of-government-accounts>

- **Guidance on major projects issues by the Major Projects Authority;**  
<http://www.cabinetoffice.gov.uk/content/major-projects-authority>
- **The Statistics and Registration Services Act 2007;**  
<http://www.legislation.gov.uk/ukpga/2007/18/contents>
- **The Code of Practice for Official Statistics;**  
[https://www.statisticsauthority.gov.uk/wp-content/uploads/2015/12/images-c odeofpracticeforofficialstatisticsjanuary2009\\_tcm97-25306.pdf](https://www.statisticsauthority.gov.uk/wp-content/uploads/2015/12/images-c odeofpracticeforofficialstatisticsjanuary2009_tcm97-25306.pdf)
- **Procurement Policy Note 08/15 – Tax Arrangements of Public Appointees**  
[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/418726/PPN\\_08-15\\_Tax\\_arrangements\\_for\\_public\\_appointees.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/418726/PPN_08-15_Tax_arrangements_for_public_appointees.pdf)
- **Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and relevant to the National Portrait Gallery.**