



## MINUTES OF THE ANNUAL GENERAL MEETING OF FRIENDS OF DULWICH PICTURE GALLERY held on Wednesday, 9 December 2020 at 8.00pm via Zoom

### 1. Welcome, Apologies, Declarations of Interest

The Chair, Ian McInnes, welcomed 61 people to the online meeting and explained that the Special General Meeting would follow immediately after the Annual General Meeting. He introduced the Independent Host, Sue Badman, and outlined the ground rules for the Zoom meeting:

- all participants should type their full name and FDPG membership number on their screen so that eligibility to attend and vote can be checked
- all participants will be muted by the Host unless called on to speak
- the AGM and SGM will be recorded
- questions can be asked via the Chat function or Participants "Raise Hand"
- some Friends have already voted by Proxy
- a two thirds majority is required for the approval of the Resolution for the proposed merger

Apologies were received from Marilyn Harper, Michael Scott, David Carpenter, Matthew Chipping and Alison Newbold. 45 people had cast Proxy votes with the Secretary and 2 had appointed a Proxy to vote online. Some of these members may be in attendance. It was noted that those who had registered Proxy votes should not also vote online. All votes are subject to validation.

Declarations of Interest were received as follows:

- Ian McInnes is the Chair of the Dulwich Society
- David Beamish is a Committee Member of Dulwich Society & Dulwich & District U3A
- Jennifer Scott is employed by Dulwich Picture Gallery as Director
- Chantelle Culshaw is employed by Dulwich Picture Gallery as Deputy Director
- Felicity Sutherland is employed by Dulwich Picture Gallery as Head of Development
- Evelyn Welch is Chair of Trustees, Dulwich Picture Gallery
- Stefan Turnbull is Deputy Chair of Trustees, Dulwich Picture Gallery
- Sian Williams is a Trustee of Dulwich Picture Gallery
- Benedict Brogan is a Trustee of Dulwich Picture Gallery

- Crispin Southgate is a Trustee of Dulwich Picture Gallery
- Nicole Jacob, works for Art Admin, a contractor of Friends of Dulwich Picture Gallery
- Paul Greenwood is Finance Director of the Dulwich Estate

## **2) Record of the decision to hold the Annual General Meeting online**

The Chair reported that the FDPG Trustees had to postpone the AGM scheduled for June due to Government Covid-19 guidelines. Exceptionally, the Trustees decided to hold the AGM digitally in December via Zoom as it was not possible to hold a normal meeting due to Government guidelines. This is in line with the Charity Commission guidelines for Covid-19 and has been done to demonstrate good governance of the Charity.

## **3) Minutes of AGM 2019**

These had been made available on the website or from the Secretary. There were no comments or questions regarding the Minutes of the 2019 AGM.

The motion to accept the Minutes of the 2019 AGM was proposed by Colin Smith and seconded by Marilyn Harper.

There were 64 votes in favour of the motion (27 proxy and 37 online) and 13 abstentions (2 proxy and 11 online). (See Appendix 1 for validated voting results). The Minutes of the 2019 AGM were accepted as a true record.

## **4) Chair's Report**

The Chair said that the objective of the Friends is to advance the education of the public by the preservation, promotion, support, assistance and improvement of the Gallery and its collection through the activities of the Friends. This is achieved through the Membership scheme and fundraising events. The Friends donate their free cash flow to the Gallery.

In 2019-20, the Friends donated £385,000 to the Gallery - this compares with £410,000 in 2018-19. £295,000 has been donated for the year 2020-21 to date. The pandemic lockdowns and the Gallery's closure will lead to a significant adverse impact on income.

Total memberships at March 2020 were 6,093 compared to 5,813 at March 2019. The total number of Friends at March 2020 was 7,786 compared to 7,536 at March 2019. At October 2020, membership stood at 5,399 (6,976 Friends). The Chair said the Friends and the Gallery were extremely grateful for the loyalty of so many Friends who had renewed their membership during the Gallery's closure due to the pandemic.

The Chair reported on Friends' events which had taken place during 2019/20, including:

- Three private views
- Music Concerts

- Michael Petrov & Erdem Misirlioglu in recital organised by Virginia Harding -10 April 2019
- Onyx brass organized by Alpha Hopkins (Dulwich Festival) - 14 May 2019
- Allegri String Quartet organized by Marilyn Harper - 27 November 2019
- Charles Daniels & Timothy Roberts in recital organized by Marilyn Harper - 15 January 2020
- Organ Recitals organized by Marilyn Harper - 15 September, 13 October & 10 November 2019
- Off-site visits
  - House of Dreams tour – 10 April & 6 November 2019
  - Soane Museum – 3 May 2019
  - Camille Pissarro in Dulwich & Sydenham – 20 June 2019
  - Southwark Cathedral Tour – 29 October 2019
- Galleryfilm  
Annie Hall, The Red Shoes, Shakespeare in Love, Amelie, The Sting, Shadowlands, LA Confidential, Chicago
- Puppet Shows
- Lunchtime Concert series

## 5) Resolution that existing Officers and Committee Members remain in post pending the

### outcome of the SGM Resolution

The Chair said this Resolution had been proposed so that the existing committee could remain in place to oversee the outcome of the Resolution to merge. The Proposer was Chrissy Yeates and the Seconder Peter Roseveare. The existing Committee Members and Officers are:

#### Officers

Chairman: Ian McInnes  
 Vice Chairman: Paul Butler  
 Hon. Secretary: Heather Stubbs  
 Hon. Treasurer: Colin Smith  
 Hon. Membership Secretary: Polly Watts

#### Ordinary members

David Beamish  
 Marilyn Harper  
 Peter Roseveare  
 Ivan Stone  
 Steve Viney  
 Carolyn Woodward  
 Chrissy Yeates

There were 73 votes in favour of the motion (28 proxy and 45 online) and 3 abstentions (2 proxy 1 online). (See Appendix 1 for validated voting results). The Resolution was carried.

## 6) Report by Jennifer Scott, Sackler Director of the Gallery

The talk was illustrated by slides showing the refurbished areas of the Gallery. Jennifer Scott said the AGM was well-timed as the Gallery had re-opened to the public the day before. Much positive feedback had been received on the appearance of the Gallery and the new exhibition. After a difficult year, the Gallery was finally able to look forward to the future.

In order to achieve something good from the closure, the Trustees had decided to fast forward essential maintenance work and undertook emergency fundraising to carry out works to the fabric of the building, install a new security system and new lighting in the Gallery and grounds and upgrade the plant. They also took the opportunity to refresh the internal spaces, including a new look Covid-safe Welcome Hall designed by Sinta Tantra, and a re-hang of the Collection by the curatorial team. Jennifer said she was very grateful to the team, the Trustees and the Friends for their support throughout this period.

Jennifer reminded the meeting of the Gallery's vision to unlock personal perspectives and enable visitors to "find themselves in art". The Gallery's history goes back 203 years.

She said the Gallery's finances had been affected by Covid. Typically, income from admissions accounts for 30%, commercial activities such as the shop and cafe 20%, investments 20% and fund-raising 30%. All of these areas have been adversely affected by the pandemic and the closure, so the £400,000 donated by the Friends Committee had been invaluable. She considered that 90% retention of members was extraordinary at a time when people could not visit the Gallery.

The Gallery does not receive regular government funding so applied to the DCMS and Arts Council for funding from the Cultural Recovery Fund. It was awarded £1.3 million in order to get the Gallery back on its feet after a closure of 8.5 months. Many very positive messages were received the day the funding was announced.

Future exhibitions following on from "Unearthed: Photography's Roots" are "Woman in the Window" and Helen Frankenthaler, the American Abstract expressionist. In 2022 there will be a Berthe Morisot exhibition and a long overdue Peter Paul Rubens exhibition.

Jennifer said the Gallery has organised a variety of online events during lockdown which have been made available exclusively to Friends in the first instance and will continue alongside other real life events. She hoped to soon hear the Gallery ringing with music from concerts.

The local communities of Lewisham, Lambeth and Southwark have really missed the Gallery during closure and Jennifer was delighted that the Gallery had been selected to partner the Tessa Jowell Health Centre thus strengthening the links between health, wellbeing and art.

Jennifer said she was surprised and pleased when the Friends approached her concerning a merger with the Gallery. The Friends Committee and Chair have always worked very closely with the Gallery in an advisory function and they have similar aims. If the Resolution to merge is approved, she looked forward to working with Friends in developing a new Friends Advisory Panel (FAP), whose role would be to continue in the spirit of the Friends Committee, to influence, to share ideas and support fund-raising so that together we can see the Gallery through the next 200 years.

Jennifer handed over to Evelyn Welch, the Chair of DPG Trustees. Evelyn said it had been an enormous privilege to be Chair of the DPG Trustees for the last 4.5 years and to see the Gallery through times of transformation and turbulence. She paid tribute to Ian McInnes for making sure the voice of the Friends was heard. Evelyn said she was both a Friend and a DPG Trustee and that the Friends and the Gallery want the same things and have a sense of mutual success. She said that 4 other DPG Trustees were in attendance: Stefan Turnbull, (Deputy Chair); Crispin Southgate; Sian Williams (Honorary Treasurer and Chair of the Audit Committee) and Benedict Brogan.

Evelyn said the Trustees had attended en masse to show their support for the merger. It would be the continuation of an extraordinary collaborative relationship. The very high renewal rate amongst Friends when the Gallery was closed showed that being a Friend was about more than financial benefits. It was about coming together to ensure the next 203 years are as successful as the last 203. The FAP will be about influence, ideas and support.

Evelyn thanked those attending for the seriousness with which they were taking the motion to merge. Their attendance showed a wish to be partners. She said the Friends and the Gallery need each other and want a relationship going forward.

Ian thanked Jennifer Scott and Evelyn Welch.

## **7) Presentation of Accounts for year ending 31 March 2020**

The Treasurer, Colin Smith reported that the Friends donated £380,000 to the Gallery in the year to 31 March 2020. He said the financial objective of the Friends is to donate its free cash flow to the Gallery whilst retaining £20,000 for its own expenses.

He took the meeting through a summary of income and expenditure, showing that subscriptions were up on the previous year, whilst Gift Aid was down as more members paid without Gift Aid. Both income and expenditure from events were down as more events had been organised by the Gallery in the year to 31 March 2020. Operating expenses had remained consistent between 2019/20 and 2018/19.

There were no questions on the Accounts. The motion to accept the Accounts was proposed by Polly Watts and seconded by Steve Viney. The results were 75 Votes for the motion (including 29 Proxy votes) and 3 Abstentions (2 Proxy and 1 online). As all the votes cast were in favour, the Annual Report and Accounts for the year ended 31 March 2020 were approved. (See Appendix 1 for validated voting results).

## **8. Appointment of Independent Examiner**

A motion re-appointing Sally-Anne Jeffries as Independent Examiner was proposed by Paul Butler and seconded by Ivan Stone. The Chair said that Sally-Anne Jeffries audits the accounts of several local charities. The results of the vote were 71 for the motion (including 26 Proxy votes) and 4 Abstentions (3 proxy and 1 online). As all the votes were in favour, the motion to re-appoint Sally-Anne Jeffries as Independent Examiner was approved. (See Appendix 1 for validated voting results).

## **9) Questions relating to Agenda items**

The Chair asked for any questions relating to AGM agenda items. The Host reported that no questions had been posted on Chat or the Participants list but that a number of comments had been made on Chat mainly in response to Jennifer Scott's presentation, congratulating her and the Gallery on the refresh and on the exciting current and future programmes. A comment was also received that the virtual meeting was well-conducted.

The AGM ended at 8.55pm