



MINUTES OF THE SPECIAL GENERAL MEETING OF FRIENDS OF DULWICH PICTURE GALLERY held on Wednesday, 9 December 2020 at 9.00pm via Zoom

1. Welcome, Apologies and Declarations of Interest

The Chair, Ian McInnes, welcomed 61 people to the online meeting.

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

Declarations of Interest:

- Ian McInnes is the Chair of the Dulwich Society
- David Beamish is a Committee Member of the Dulwich Society and 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 Special General Meeting online

The Chair reported that the FDPG Trustees had to postpone the SGM scheduled for June due to Government Covid-19 guidelines. Exceptionally the Trustees decided to hold the SGM 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. Questions and vote on the SGM Resolution

The Chair introduced the SGM Resolution that **“it is proposed that the activities and undertakings of the Friends of Dulwich Picture Gallery charitable society (*charity number 803727*) merge with the Dulwich Picture Gallery charitable company (*charity number 1171287*) by way of transfer within 6 calendar months of the date of this SGM on a date to be determined by the Trustees of the Friends.”**

The Chair said that if the Resolution to merge is approved, the aim is to complete the merger by the end of the financial year (31st March 2021).

The Secretary confirmed that the Resolution was proposed by the full Committee.

The Chair opened the discussion by saying that today’s Friends and Gallery organisations are managed in a very different way from how they were run only a few years ago. In the last eight years membership has increased by 25% and income by 150%. Members live in all parts of London, and further afield, reflecting the Gallery’s national and international standing – three quarters of the membership now comes from outside the SE21 and SE22 Post Codes. We have moved from a society whose members joined by filling out a form and paying by cheque or standing order, to one where they can join in moments at the Gallery’s admissions desk or online, paying and renewing by credit/debit card or by Direct Debit. Access to the Gallery is much improved - the new membership cards introduced in 2018 can be scanned electronically, admitting Friends in seconds, and they have also been facilitating the reopening of the Gallery in a Covid-19 secure way.

This has required a huge collaborative effort between FDPG and DPG and investment in the systems to support it. As FDPG alone, we could not have afforded the state-of-the-art, data protection compliant database and the underlying computer network that we now use. Members can be assured that their personal data is secure and that their credit card numbers and bank details are encrypted to industry standards. This has resulted in additional responsibilities and liabilities by our Trustees; for example, ensuring that we meet the requirements of the recent Data Protection Act, under which fines running into seven figures can be imposed for a breach. Also, under the Direct Debit indemnity, we are liable for any error without limit as to time or amount. We could not, on our own, operate our communications with the membership and comply with contact preferences without the use of Gallery systems to reach the approximately 4,500 email addresses we hold.

The Gallery is committed to maintain the current benefits of membership. The Friends will always be a highly valued part of the Gallery's community and the proposed Friends Advisory Panel will make sure their voice is heard. The thriving volunteer programme will remain, as will the off-site visits and music concerts that the Friends currently organise.

Most importantly, membership will continue as now in a seamless fashion - members will still be able to visit the Gallery and special exhibitions as often as they wish, and bring a Family Guest, or Guests, according to their membership level.

It is the unanimous view of the current Board of Trustees of FDPG, and one shared by the Director and Trustees of the Picture Gallery that, in the interest of all present and future members, it is essential to make sure that there is a sustainable future for the Friends' membership programme and that the best way of securing this would be a merger between the two organisations.

The Chair said that a Merger Frequently Asked Questions document had previously been posted on the Gallery website. A number of questions about the merger had been received in advance of the SGM and had been individually answered. Slides were presented summarising the questions received and the response provided by the Committee:

If FDPG is no longer separate from the Gallery, will Friends continue to have a voice and be able to influence the Gallery in developing its strategy and programmes?

Friends will continue to have a voice through the Friends Advisory Panel (FAP). As FDPG does at present, the FAP will be able to discuss a variety of topics with the Gallery. However, FDPG does not direct or control the Gallery which is governed by its own Board of Trustees and staffed by qualified and experienced professionals.

Will the Friends Advisory Panel have any say in how the Gallery spends money raised from membership fees and legacies?

FDPG donates its net income to the Gallery. Those donations are not ring-fenced and the FDPG Committee does not control how the money donated to the Gallery is spent by the Gallery. It is some years since contributions made by FDPG were directed to specific projects.

Will it be possible to leave a legacy to FDPG in future?

FDPG receives very few legacies. Future legacies should be left to the Gallery. However, the nature of a merger means that the Gallery would benefit from future legacies that are left to FDPG (even if/once FDPG ceased to exist).

Will there be an impact on membership numbers and income from membership fees?

As long as the Gallery continues to put on interesting special exhibitions to make membership attractive, there should be no impact on membership numbers or the income received by the Gallery as a result of membership subscriptions.

Do the Gallery Director and Trustees support the merger?

Yes, the Trustees and the Director are in favour of the proposed merger.

How will the relationship between the Friends Advisory Panel and DPG Trustees operate?

The FAP will consist of ten members and meet at least three times a year and a Gallery Trustee would attend. Friends' matters are currently an agenda item at Trustees meetings and FAP matters would be likewise. In terms of recruitment, the Gallery will set out a brief of the skills and experience required on the Panel and will ask for applications. The Gallery Trustees will then select the members of the Panel who will serve for a maximum of two years. Existing FDPG Committee members will not automatically transfer to the Panel, but they would be eligible for selection should they so wish.

The Friends Advisory Panel will have the role of critical friend to the Gallery.

What is meant by the term 'critical friend'?

A critical friend is someone who is supportive while providing honest feedback on the Gallery's decisions and activities.

Will Friends still be able to act as volunteers for the Gallery? How will this be managed?

Yes. The Gallery has used volunteer guides from the Friends for many years and several Friends also volunteer in the "welcome host" role introduced a couple of years ago. The Gallery has a formal training programme and volunteers are covered by the Gallery's Health and Safety policies/provisions. There will still be a variety of events and visits organised by groups of volunteers from both the Friends and the Gallery.

What happens if the SGM votes against a merger? Will the Committee resign en masse?

Having recommended a merger, in the event of a "no" vote, the present Committee members would give notice of their intention to resign. In order to allow the FDPG to continue, they would remain in place until a new committee had been elected. This would take place at a further Special General Meeting which would be called as soon as practicable, probably within three to four weeks.

How much does each edition of In View cost?

Each edition costs approximately £15,000 for 7,000 copies, including design, editing, printing and posting.

Are there any data protection issues concerning membership data if the merger goes ahead?

No, the FDPG and the Gallery currently share a database and are already joint controllers for the purposes of the Data Protection Act 2018.

Will the Friends mailing list be sold to outside parties?

No.

Has the Charity Commission been consulted on the merger?

No. The Committee has taken legal advice on various aspects of the merger. There is no requirement to consult the Charity Commission in advance. The Charity Commission will be notified if the merger resolution is approved at the SGM.

A number of questions were asked via the chat function of Zoom:

- There was a request for the membership statistics to be repeated and for more detail on the breadth of membership geographically and which former year(s) current membership numbers were being compared with.
The Chair replied that membership at the 50th anniversary in 2004 was 3,800. It was 7,536 in March 2019 and 7,786 in March 2020. Remarkably, retention has been approximately 90% since March 2020. 24% of members are resident in SE21 and SE22 with a further 30% (approximately) from surrounding South East London postcodes.
- A member asked whether the Charity Registration numbers of the Friends of Dulwich Picture Gallery charitable society and the Dulwich Picture Gallery charitable company could be added to the Resolution for complete clarity.

The Charity Commission Registration numbers were added to the slide containing the Resolution

- Another member said she had received helpful replies to her emailed questions but was still unsure how programmes of events would be organised if the Committee was disbanded.

The Chair said that existing Committee members have been running music and offsite events and were likely to continue if the Committee no longer exists.

- Several members said they wanted more clarity on the structure for organising events, the principles on which the FAP will operate and how this will differ from current arrangements with the Committee and how often the FAP will meet.

Jennifer Scott responded and said that Friends' events are hugely important and it was essential that the Gallery benefits from the expertise of the FAP to work with volunteers who organize Music, Film and other events and Volunteer Welcome Hosts. She said the Gallery is in the process of formalising its relationship with volunteers so they truly feel part of the Gallery. The Chair said this was a key point to note for the future. He said the future relationship would be collaborative and the structure would be clearer when the requirements for applications for the FAP are issued. He said the FDPG Committee and the Gallery have discussed how the FAP will operate and it will be for the Gallery to recruit members of the Panel if the merger is approved. The current Committee provides feedback to the Gallery and it is

hoped the FAP will represent a wide range of backgrounds and opinion. Jennifer Scott said she anticipated the FAP will meet 3-4 times a year and members will have 2-year terms and appoint their own Chair who could attend DPG Trustees meetings when relevant. The FAP will be advisory and will provide influence, ideas and support to the Gallery. A number of Friends commented that they were reassured by what they had heard.

- A Friend asked if the Gallery will have a member of staff designated as Friends Programme Manager.

Jennifer Scott replied that Felicity Sutherland, Head of Development at the Gallery, has been designated to lead on the FAP and will attend every meeting, with DPG Trustees attending on an occasional basis. Jane Findlay, Head of Programmes, will also work with FAP on events planning and volunteers.

- An 1811 member asked how the proposed merger would affect the 1811 and Desenfans Circle.

The Chair replied that the 1811 and Desenfans Circle would not be affected as they are run by the Gallery anyway.

- A Friend asked whether, if the Resolution was approved, the merger would go ahead or whether there would be a vote by email.

The Chair replied that the merger would proceed if the vote was in favour and that constitutionally, any Dissolution or merger of the Friends must be decided by a two thirds majority vote at an SGM.

The Chair read out the Resolution to merge in full and it was also presented on a slide. The Secretary reminded attendees that only named FDPG cardholders were entitled to vote and those who had placed a Proxy vote with the Secretary should not vote online as their votes had already been placed. She also said that the vote would be subject to validation after the meeting as the votes would need to be checked to ensure that everyone was entitled to vote. The Host reported that 47 Proxy votes had already been received by the Secretary and verified as valid votes.

The online vote took place. The Host reported the provisional results:

- 94 proxy and online votes were cast including some abstentions.
- 87 Friends had voted either in favour of or against the merger of which 79 voted in favour and 8 voted against, representing a 91% vote in favour of the Resolution.
- The Host declared that subject to validation, the Resolution to merge was carried. (See Appendix 1 for validated voting results).

The Chair thanked the Host and the Membership administrator for their support during the meeting and thanked everyone for attending. He looked forward to seeing the Gallery's new exhibition and life returning to normal.

The Chair of DPG Trustees, Evelyn Welch, thanked Ian McInnes and the Committee for their support and looked forward to working with the Advisory Committee. She hoped to see Friends in the Gallery soon.

The meeting ended at 9.35pm