

CHIPPERFIELD ADVISORY COMMITTEE

Collation of relevant policies and information pertaining to the Chipperfield Bequest



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1.0 BACKGROUND

Since 2013, advising Trustees on the Chipperfield Bequest – a central part of Southampton City Art Gallery’s designated collection of national importance.

This is a collation of information regarding the Chipperfield Advisory Committee and the Chipperfield Bequest Trust by the Committee.

2.0 THE VISION

Established in 1939, Southampton City Art Gallery is proud to hold one of the most significant collections of art outside of London. It's a world class collection, and it's yours.

The gallery and its wider impact should provide a place of experience and inspiration; a space that is tranquil and reflective; a base for research and revelation; a sense of belonging and relevance for its diverse community: The gallery should be a place that welcomes you through its doors, in person and online and excites you to return.

The jewel in the city’s crown, the vision for the gallery and its collection includes:

- National collaborations and local connections
- Every child in the city to visit
- Every citizen to engage
- Professional staff with an international reputation
- A pride of volunteers

Chipperfield's enduring legacy enables the City to have ambition for its collection, so that it reflects contemporary themes through artists' lens to help make sense of our world now and frames the 'now' for visitors in the future.

3.0 A BRIEF HISTORY

In 2011, Robert Chipperfield left a legacy for ‘*the furtherance and encouragement of Art in the town of my adoption – Southampton*’. That generous gift, which included the completion of an art gallery, ‘free to the public’, continues to benefit the city, more than a hundred years later. Due to a comprehensive and forward thinking acquisition policy, in conjunction with partners at the National Gallery and then the Tate, the collection goes from strength to strength.

In a recent paper, *Crossing Borders to engage People through Art*, Liz Goodall writes:

the Southampton collection has a coherence which is unlike any other – it is in the proper use of the word, unique. The policy was designed to enable the Gallery to reflect the ‘story of art’ in this country showing important foreign influences. The Gallery can mount really informative exhibitions from its own collections as a result. ¹

In the Arts Council England, (2021), Collections List, Southampton City Council’s Designated fine art collection is described as having:

¹ Avery-Quash, , and Goodall, E, (2021) Crossing Borders to engage People through Art: Education and Outreach at Southampton City Art Gallery, 1974–2008. *Journal of Art Historiography* (25). ISSN 2042-4752 at: <https://arthistoriography.wordpress.com/25-dec21/>

particular strengths in 20th century British art before 1914 and since 1970. The policy of collecting art within two years of its creation has resulted in the acquisition of fine examples of work by many Turner Prize winners.²

4.0 TERMS OF REFERENCE

SOUTHAMPTON CITY COUNCIL (“the Council”)

CHIPPERFIELD ADVISORY COMMITTEE (“the Committee”)

TERMS OF REFERENCE RELATING TO THE SOUTHAMPTON CITY ART GALLERY (“the Gallery”)

INTRODUCTION

1. The Committee is an advisory committee to the Council appointed by the Council under section 102(4) of the Local Government Act 1972.
2. The Committee comprises at least 5 members, with a quorum of 3, appointed by the Council for a period of 4 years. In considering the composition of the Committee, reference will be made to the agreed “Skills Audit”. Additionally, the National Adviser to the Gallery may attend Committee meetings in an ex-officio capacity at his/her discretion.
3. The Committee shall meet formally in January and July of every year and informally (if agreed by the Committee) in March, May, September and November in every year. The July meeting shall be followed by the Annual General Meeting.
4. At such Annual General Meeting, the Committee shall consider the Accounts of the Chipperfield Trust (“the Trust”) and make any recommendation to the Council. It will also appoint its chairman for the following year.
5. Where a function or matter within the Committee’s competence has been delegated to an officer, the Committee must exercise that function/matter concurrently with such officer.
6. The exercise of any function or matter within the Committee’s competence is always subject to any relevant requirement of the Council’s constitution, including and special procedure and protocol drawn up and approved by the Head of Legal, HR and Democratic Services in pursuance of the Council’s procedure rules.

TERMS OF REFERENCE

1. To recommend the expenditure of Trust funds in relation to the acquisition of works of art and, when appropriate, in consultation with the National Adviser.
2. To make recommendations to the Council (as trustees), as appropriate, as to insurance of the collection, and as to the physical safety of the collection and its storage, including the risk from climate changes and flooding.
3. To consider and recommend to the Council Collections Development Policy in relation to acquisitions, access and collections care on its renewal every three years.
4. To contribute where necessary to the Accreditation of venues process.
5. To make recommendations as to possible opportunities for fund(raising, donations and other ways of securing funding for the Gallery including, without prejudice to the foregoing, an Ambassador scheme, an Endowment Fund, liaison with Friends of Southampton Museums and Art Galleries (FOSMAG) and any bids resulting from the UK City of Culture 2025 legacy such as the National Lottery Heritage Fund and Arts Council England.

² https://www.artscouncil.org.uk/sites/default/files/download-file/Collections_List_Jan_2021_1.pdf

6. To work collaboratively with the Council and stakeholders to develop and sustain a vision for the future of the Gallery.
7. To provide reports to the Council (as Trustees) as necessary and at least annually in relation to the use of the Trust's collection, patronage, use of works loaned to other organisations, details of purchases made and generally.
8. To take advice from Council officers as necessary and have recourse to any Council facilities or resources necessary for the performance of its duties, other than in cases where a conflict of interest or other reason exists that renders use of such resources inappropriate, whereupon the Committee will be entitled to seek its own independent advice.
9. To identify, manage and resolve any conflicts of interest (whether actual or perceived) occurring as a result of the Council's dual role as a corporate body and trustee to the Chipperfield Bequest, with recommendations to the Council as to an appropriate course of action in the particular circumstances.
10. To comply with the agreed 'Conflicts of Interest Policy'. Conflicts of Interest are matters including but not limited to:
 - a. Determining which of those items acquired since the Gallery was established belong to the Trust or to the Council, taking into account the circumstances and/or the intentions of the donors or the source of any purchase monies required.
 - b. Determining whether any particular potential acquisition should be acquired by the Trust or the Council, assuming that the Council may be interested in making acquisitions of its own rather than as trustee;
 - c. The apportionment of expenses of running, insuring and repairing the Gallery between the Trust and the Council (if not entirely funded by the Council);
 - d. The use of admission fees charged for access to special exhibitions;
 - e. The ownership and exploitation of any intellectual property rights arising out of any publications associated with the Gallery or its collection;
 - f. Questions as to whether the Trust should (for example) seek a scheme removing its existing obligations.
11. To conduct any investigation or enquiry necessary in furtherance of its functions under these Terms of Reference and make recommendations to the Council as to an appropriate course of action in the circumstances.

5.0 NOTES FOR TRUSTEES ON GOVERNANCE

DEFINITION OF CHARITY

Under the Charities Act, 2011

Under the Charities Act 2011, a charity is defined as an institution which is established for charitable purposes. "Charitable Purposes" in so far as relevant for Chipperfield Bequest Trust:

- Advancement of Education
- Advancement of citizenship or community benefit
- Advancement of art, culture, heritage or science
- AND is for the public benefit

"public benefit" is not defined by the Act and left to the Charity Commission and the Courts.

LEGAL DUTY OF TRUSTEES

General, under Trust law:

- Act gratuitously remuneration expressly authorised
- No personal benefit
- Avoid conflicts of interest
- Observe terms of the Trust
- Avoid needless expense
- Keep proper records
- No politics
- Act reasonably and prudently
- Protect all the charity's assets
- Accountable for solvency and effectiveness of charity
- Obtain skilled advice as to any investment

Statutory, under statute:

- Proper registration
- Produce annual accounts
- File accounts and returns with Charity Commission

GOOD GOVERNANCE

The Code prepared for Voluntary and Community Organisations contains the following basic principles:

- Trustees must accept ultimate responsibility for directing the affairs of their organisation and setting its strategic direction
- Trustees must ensure full compliance of its constitution and all regulatory matters and review regularly its internal controls including review of its risks
- Trustees must make most effective use of their time and have a range of skills
- Trustees should regularly review its performance as well as the organisation's work. It must have a strategy for its own renewal
- Trustees should ensure effective delegation and regularly monitor all delegated activities
- Trustees should act according to high ethical standards
- Trustees should be open, responsive and accountable to all its stakeholders

SPECIFIC TO CHIPPERFIELD BEQUEST TRUST

- Trustees should act as such and not as Councillors
- Trustees should not use Chipperfield Bequest Trust as a means of carrying out the policies or directions of the City Council
- Where possible conflict of interest arises, appropriate advice must be sought from legal advisors or the Charity Commission
- In all cases where fundamental decisions are to be made, the views of the Chipperfield Advisory Committee must be sought

The Charities' Commission issue a [Councillor's Guide on a Council's role as Charity Trustee](#) and have also updated their [Guide to Trustees](#).

6.0 SKILLS REQUIRED FOR COMMITTEE MEMBERS AND TRUSTEES

ADVICE ON ART COLLECTION POLICY AND PURCHASES

- Some knowledge of Southampton's designated art collection and its strengths
- Some knowledge of other art collections
- Knowledge of art market and prices
- Some knowledge of needs and strengths of local communities and the distinctive qualities of the local area

ADVICE ON SAFEKEEPING OF ART COLLECTIONS INCLUDING INSURANCES

- Knowledge of collection care and conservation importance of specialist knowledge
- Knowledge of insurance and safekeeping of art collections

ADVICE ON GALLERY ACTIVITIES AND DEVELOPMENTS

- Ability to scrutinise drafts of policy documents in the light of national guidance and make recommendations for improvement
- Knowledge of Cultural activities in the area
- Some knowledge of successful cultural activities, locally, nationally and internationally
- Some knowledge of communities in Southampton, access and audience development including around Equity, Diversity and Inclusion
- Ability to scrutinise access to the collections in the light of local needs and international good practice

ADVICE FOR FUNDRAISING OPPORTUNITIES

- Ability to liaise closely with the Southampton Forward (Culture Trust), FOSMAG and other relevant organisations
- Knowledge of and contacts with local leaders in business, cultural activity, and other relevant organisations

ADVICE TO TRUSTEES CONCERNING CONFLICTS OF INTEREST WITH COUNCIL DECISION MAKING

- Working knowledge of charity commission requirements of trustees
- Ability to provide advice on trusts and trustees.
- Understanding of Council decision making processes
- Experience of Leadership and Governance.
- Board and/ or Trustee experience

7.0 CONFLICT OF INTEREST POLICY

SOUTHAMPTON CITY COUNCIL ("the Council")

CONFLICT OF INTEREST POLICY RELATING TO THE SOUTHAMPTON CITY ART GALLERY ("the Gallery")

CHIPPERFIELD BEQUEST - SOUTHAMPTON ART GALLERY ("the charitable trust")

All Trustees, staff, volunteers, and Advisory Committee members of the Chipperfield Bequest charitable trust, will strive to avoid any conflict of interest between the interests of the charitable trust, on the one hand, and personal, professional, and business interests on the other. This may include the business of the Trustor; the Council.

This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purposes of this policy is to protect the integrity of the charitable trust's decision-making process, to enable stakeholders to have confidence in the organisation's integrity, and to protect the integrity and reputation of volunteers, staff and Trustees.

For the purpose of the charitable trust, all City of Southampton Councillors are Trustees for the duration of their elected mandate. This policy highlights some of the potential conflicts of interest that may arise from being an Elected Member and the responsibility towards the Art Gallery and its collections, as a Trustee for the charitable trust.

In relation to the charitable trust, Trustees should act as such and not as Councillors.

A conflict of interest may arise where:

1. A Trustee uses the charitable trust as a means of carrying out the policies or directions of the Council
2. A Trustee, who is also responsible for the Council expenditure, may be faced with a decision in a committee meeting which impacts on planned changes to Art Gallery income and expenditure and vice versa.
For example;
 - a) Determining which of those items acquired since the Gallery was established belong to the Trust or to the Council, taking into account the circumstances and/or the intentions of the donors or the source of any purchase monies required.
 - b) Determining whether any particular potential acquisition should be acquired by the Trust or the Council, assuming that the Council may be interested in making acquisitions of its own rather than as trustee;
 - c) The apportionment of expenses of running, insuring and repairing the Gallery between the Trust and the Council (if not entirely funded by the Council);
 - d) The use of admission fees charged for access to special exhibitions;
 - e) The ownership and exploitation of any intellectual property rights arising out of any publications associated with the Gallery or its collection;
 - f) Questions as to whether the Trust should (for example) seek a scheme removing its existing obligations.
3. A Trustee who is also on the committee of another organisation that is competing for the same funding.
4. A Trustee who has shares in a business that may be awarded a contract to do work or provide services for the organisation or is a director, partner or employee or related to someone who is awarded a contract*.

Upon appointment each Trustee will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually or as appropriate.

In the course of meetings or activities, Trustees will disclose any interests in a transaction or decision where there may be a conflict between the Chipperfield Bequest charitable trust's best interests and the Trustee's best interests or a conflict between the best interests of two organisations that the Trustee is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

In the case of a conflict of interests arising for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the memorandum or the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- I. The Charity Commission's permission is sought before a benefit for a trustee may be authorised that isn't otherwise authorised in the Memorandum of Articles or already authorised in writing from the Commission.
- II. The Trustee who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- III. The Trustee who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- IV. The other Trustees who have no conflict of interest in this matter consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- V. Any such disclosure and the subsequent actions taken will be noted in the minutes.

For all other potential conflicts of interest, the advice of the Charity Commission and legal advice where appropriate, will be sought and the advice recorded in the minutes. All steps taken to follow the advice will be recorded.

To reduce the likelihood of any conflicts of interest, in all cases where fundamental decisions are to be made, the views of the Chipperfield Advisory Committee must be sought

This policy is meant to supplement good judgment, and staff, volunteers and Trustees should respect its spirit as well as its wording.

This policy is read in conjunction with the Council's principles of decision making; declaration of disposable personal interests and the Chipperfield Advisory Committee's Terms of Reference.

Date adopted:

Date reviewed:

* A relative may be a child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner'