



Department
for Culture,
Media & Sport

Framework Document

NDPB Charity

2025 - 2028

THE NATIONAL GALLERY

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Introduction and background

1 Purpose of document

- 1.1 This framework document (the “Framework Document”) has been agreed between the Department for Culture, Media and Sport (“DCMS”) and the Board of Trustees of the National Gallery (the “National Gallery”) in accordance with HM Treasury's handbook Managing Public Money (“MPM”) (as updated from time to time) and has been approved by HM Treasury.
- 1.2 This Framework Document sets out the broad governance framework within which the National Gallery and the DCMS operate. It sets out the National Gallery's core responsibilities, describes the governance and accountability framework that applies between the roles of the DCMS and National Gallery, and sets out how the day-to-day relationship works in practice, including in relation to governance and financial matters.
- 1.3 The document does not convey any legal powers or responsibilities but both parties agree to operate within its terms. Nothing in this Document shall prevent the National Gallery from carrying out its legal duties under its founding legislation or under any other legislation which impacts on its functions, activities or powers. The expectations set out here sit alongside the National Gallery's statutory and charitable duties expected of staff and trustees. Any perceived conflicts should be brought to the attention of DCMS to discuss an appropriate way forward.
- 1.4 While commercial subsidiaries or trading arms may not be subject to the same requirements as the National Gallery itself, the National Gallery's accounting officers should refer to Managing Public Money guidance which provides guidance on any delegations and oversight required for subsidiaries, if applicable. Prior to the next date for review and updating of this document, there shall be a document setting out the arrangements between the National Gallery and any subsidiaries.
- 1.5 Copies of the document and any subsequent amendments have been placed in the libraries of both Houses of Parliament and made available to members of the public on the National Gallery's website at www.nationalgallery.org.uk.
- 1.6 This Framework Document should be reviewed and updated at least every 3 years unless there are exceptional reasons that render this inappropriate that have been agreed with HM Treasury and the Principal Accounting Officer of the sponsor department. The latest date for review and updating of this document is 11 January 2029.

2 Objectives

- 2.1 DCMS and the National Gallery share the common objective of caring for and preserving museum collections; ensuring that they are exhibited to the public and made available for study and research; and promoting the public's understanding and enjoyment of these collections. To achieve this the National Gallery and DCMS will work together in recognition of each other's roles and areas of expertise, providing an effective environment for the

National Gallery to achieve its charitable objectives through the promotion of partnership and trust and ensuring that the National Gallery also supports the strategic aims and objective of the department and wider government as a whole within its charitable purposes.

3 Classification

- 3.1 The National Gallery has been classified as a central government organisation by HM Treasury Classifications Team.

It has been administratively classified by the Cabinet Office as a non-departmental public body (NDPB).

The National Gallery is an exempt charity whose Principal Regulator is the Secretary of State for Culture, Media and Sport.

- 3.2 The National Gallery is a 'Freedoms Body'. This means that it operates under a set of exemptions from, or modifications to, a specific number of financial and operating requirements. These are detailed at Annex B: Cultural Freedoms Bodies' Freedoms Charter.

Purposes, aims and duties

4 Purposes

- 4.1 The National Gallery was founded in 1824 although it is governed by the Museums and Galleries Act 1992 (the "Act"). Its statutory and charitable purposes are set out in section 2(1) of the Act and are as further described below (5.2)

5 Powers and duties

- 5.1 The National Gallery's powers and duties stem from the Museum and Galleries Act 1992

- 5.2 The National Gallery's statutory duties are to:

- care for, preserve, and add to the works of art and the documents in its collection
- secure that the works of art are exhibited to the public
- secure that the works of art and the documents are available to persons seeking to inspect or study them in connection with study or research and
- generally promote the public's enjoyment and understanding of painting and other fine art both by means of the NG's collection and by such other means as the NG considers appropriate

6 Aims

- 6.1 The National Gallery's strategic aims are as follows:

- The Gallery at 200: a series of capital projects and public engagement to celebrate the Gallery's bicentenary;
- The Gallery Across the Nation: Partnerships with key institutions around the UK and creation of a national learning service;
- The Gallery Across the World: Building a bigger digital audience and greater range of content; and
- Research for Public Benefit: Becoming the World's leading research centre for historic paintings.

Governance and accountability

7 Governance and accountability

- 7.1 The National Gallery shall operate corporate governance arrangements that, so far as practicable and in the light of the other provisions of this Framework Document, its charitable status, or as otherwise may be mutually agreed, accord with good corporate governance practice and applicable regulatory requirements and expectations.
- 7.2 In particular (but without limitation), the National Gallery should:
- comply with the principles and provisions of the Corporate Governance in Central Government Departments Code of Good Practice (as amended and updated from time to time) to the extent appropriate and in line with its statutory duties or specify and explain any non-compliance in its annual report
 - comply with MPM
 - in line with MPM have regard to the Functional Standards as appropriate and in particular those concerning Finance, Commercial and Counter Fraud
 - take into account the codes of good practice and guidance set out in Annex A of this Framework Document, as they apply to ALBs
 - comply with its duties under charity law.
- 7.3 In line with MPM Annex 3.1 and the Charities Statement of Recommended Practice the National Gallery shall provide an account of corporate governance in its annual governance statement including the Board's assessment of its compliance with the Code with explanations of any material departures. To the extent that the National Gallery intends to materially depart from the Code, the sponsor should be notified in advance.

Role of the department

8 The responsible Minister

- 8.1 The responsible Minister is The Secretary of State for Culture, Media and Sport of the United Kingdom. The Secretary of State and other members of the DCMS Ministerial Team are accountable to Parliament for all matters concerning the National Gallery. For consistency, the Secretary of State will be referred to as 'the responsible Minister' throughout this Framework Document.
- 8.2 The responsible Minister's statutory powers in respect of the National Gallery are set out in the Museum and Galleries Act 1992.

These are:

- To approve land transactions
- To transfer land to governing bodies.

8.3 Appointment of the Director

The Director of the National Gallery is appointed by the Board with the approval of the Prime Minister under paragraph 3(1) of Schedule 1 to the Act.

8.4 Appointments to the Board

The responsible Minister shall have the following appointment and approval rights in relation to the National Gallery's Board:

- The Chair is appointed by the Board pursuant to paragraph 2(1) to Schedule 1 of the Act. This appointment is subject to the Public Appointments Order in Council and as such must comply with the Governance Code on Public Appointments.
- Subject to the paragraph below, Trustees are appointed by the Prime Minister under paragraph 2(1)(b) of Schedule 1 to the Act. This appointment is subject to the Public Appointments Order in Council and as such must comply with the Governance Code on Public Appointments.
- One Trustee shall be appointed by the Tate Gallery Board from among its members in accordance with paragraph 2(1)(a) of Schedule 1 to the Act.
- All such appointments should have regard to the principle that appointments should reflect the diversity of the society in which we live, and appointments should be made taking account of the need to appoint boards which include a balance of skills and backgrounds.

8.5 *Other ministerial powers and responsibilities*

The responsible Minister is also responsible for:

- agreeing the policy framework within which National Gallery operates
- Based on advice of the sponsor team, determining if it is necessary to read and consider the National Gallery's performance framework, strategy and annual Plan. There may be circumstances in which Ministerial approval for certain courses of action is necessary and appropriate.
- matters regarding spending approvals, in line with delegations as set out in the Delegation Letter (as described in paragraph 18.1) and the Museum Freedoms detailed at Annex B.
- such other matters as may be appropriate and proportionate in the interests of the National Gallery.

9 The Principal Accounting Officer

- 9.1 The Principal Accounting Officer ("PAO") is the Permanent Secretary of the department.
- 9.2 The PAO of DCMS designates the Director as the National Gallery's Accounting Officer ("AO") and ensures that they are fully aware of their responsibilities. The PAO issues a letter appointing the AO, setting out their responsibilities and delegated authorities.
- 9.3 The respective responsibilities of the PAO and AOs for ALBs are set out in Chapter 3 of MPM.
- 9.4 The PAO is accountable to Parliament for the issue of any grant-in-aid to the National Gallery.
- 9.5 The PAO is also responsible, usually via the sponsorship team, for advising the responsible Minister on:
- an appropriate framework of objectives and targets for the National Gallery in the light of the department's wider strategic aims and priorities.
 - an appropriate budget for the National Gallery in the light of the sponsor department's overall public expenditure priorities.
 - how well the National Gallery is achieving its strategic objectives and whether it is delivering value for money.
 - the exercise of the Minister's statutory responsibilities concerning the National Gallery as outlined above.
- 9.6 The PAO via the sponsorship team is also responsible for ensuring arrangements are in place in order to:

- monitor the National Gallery's activities and performance.
- address significant problems in the National Gallery, making such interventions as are judged necessary.
- periodically and at such frequency as is proportionate to the level of risk, carry out an assessment of the risks both to the department and the National Gallery's objectives and activities in line with the wider departmental risk assessment process.
- inform the National Gallery of relevant government policy in a timely manner.
- bring ministerial or departmental concerns about the activities of the National Gallery to the full National Gallery's Board, and, as appropriate to the departmental Board, requiring explanations and assurances that appropriate action has been taken.

10 The role of the sponsorship team

- 10.1 The DCMS Museums and Cultural Property Team is the primary contact for the National Gallery. The responsible senior civil servant for this relationship is the Deputy Director for Museums and Cultural Property (or the holders of any subsequent post that takes on the equivalent functions). They are the main source of advice to the responsible Minister on the discharge of their responsibilities in respect of the National Gallery. They also support the PAO on their responsibilities toward the National Gallery.
- 10.2 Officials of the Museums and Cultural Property Team, supported by Finance Business Partners, in the sponsor department will hold quarterly partnership meetings with the National Gallery to review performance against plans, achievement against targets and expenditure against its DEL and AME allocations. The Museums and Cultural Property Team will also take the opportunity to explain wider policy developments that might have an impact on the National Gallery.

11 Resolution of disputes between the National Gallery and department

- 11.1 Any disputes between the department and the National Gallery will be resolved in as timely a manner as possible. The department and the National Gallery will seek to resolve any disputes through an informal process in the first instance. If this is not possible, then a formal process, overseen by the DCMS Director (Culture), will be used to resolve the issue. Failing this, the relevant policy Director General to oversee the dispute. They may then choose to ask the Permanent Secretary to nominate a non-executive member of the department's Board to review the dispute, mediate with both sides and reach an outcome, in consultation with the responsible Minister.

12 Freedom of Information and Other Data Requests

- 12.1 Where a request for information is received by either party under the Freedom of Information Act 2000, or the Data Protection Act 2018, the party receiving the request will

consult with the other party prior to any disclosure of information that may affect the other party's responsibilities.

13 Reporting on legal risk and litigation

- 13.1 The National Gallery shall update sponsors at quarterly partnership meetings on the existence of any active or reasonably anticipated litigation. The parties acknowledge the importance of ensuring that legal risks are communicated appropriately to the sponsor in a timely manner.
- 13.2 In respect of each substantial piece of litigation involving the National Gallery, the parties will agree appropriate and timely reporting on the status of the litigation. The parties will ensure that:
- legally privileged documents and information are clearly marked as such.
 - steps are taken to ensure that legal privilege is not waived, including ensuring any circulation within Government is limited to that which is strictly necessary.

The National Gallery's governance structure

14 The Director

14.1 *Responsibilities of the National Gallery's Director as accounting officer*

The Director as AO is personally responsible for safeguarding the public funds for which they have charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of the National Gallery. In addition, they should ensure that the National 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 of MPM. These responsibilities include the below and those that are set in the AO appointment letter issued by the PAO of the sponsor department.

14.2 *Responsibilities for accounting to Parliament and the public*

Responsibilities to Parliament and the public include:

- 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 any directions issued by the responsible Minister.
- preparing and signing a Governance Statement covering corporate governance, risk management and oversight of any local responsibilities, for inclusion in the annual report and accounts.

- ensuring that effective procedures for handling complaints about the National Gallery in accordance with Parliamentary and Health Service Ombudsman's Principles of Good Complaint Handling are established and made widely known within the National Gallery and published on www.nationalgallery.org.uk.
- acting in accordance with the terms of MPM and other instructions and guidance issued from time to time by the department, the Treasury and the Cabinet Office.
- ensuring that as part of the above compliance they are familiar with and act in accordance with:
 - any governing legislation
 - this Framework Document
 - any Delegation Letter issued under paragraph 18.1
 - any elements of any Settlement Letter issued to the sponsor department that is relevant to the operation of the National Gallery
 - any separate Settlement Letter that is issued to the National Gallery from the sponsor department.
- ensuring they have appropriate internal mechanisms for monitoring, governance and external reporting regarding non-compliance with any conditions arising from the above documents.
- giving evidence, normally with the PAO, when summoned before the PAC on the National Gallery's stewardship of public funds.

14.3 ***Responsibilities to DCMS***

Responsibilities to DCMS include:

- Prior to publication, presenting the National Gallery's corporate and business plans to the department to demonstrate these plans reflect the department's wider strategic aims and agreed priorities.
- informing the department of progress in helping to achieve the department's policy objectives which coincide with the National Gallery's charitable purposes 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.

14.4 ***Responsibilities to the Board***

The Director is responsible for:

- advising the Board on the discharge of their responsibilities as set out in this document, in charity law and in compliance with the National Gallery's governing document, the founding legislation and in any other relevant instructions and guidance that may be issued from time to time.
- advising the Board on the National Gallery's performance compared with its aims 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.

14.5 ***Managing conflicts***

The Director should follow the advice and direction of the Board, except in very exceptional circumstances with a clear cut and transparent rationale for not doing so.

- 14.6 If the Board, or its chairperson, is contemplating a course of action involving a transaction which the Director considers would infringe the requirements of propriety or regularity or does not represent prudent or economical administration, efficiency or effectiveness, is of questionable feasibility, or is unethical the Director in their role as AO should reject that course of action and ensure that the Board have a full opportunity to discuss the rationale for that rejection.
- 14.7 If the Chair or Board of the National Gallery is minded to instruct its AO to carry out a course inconsistent with their duties as AO, then the AO should make their reservations clear, preferably in writing. If the Board is still minded to proceed, the National Gallery AO should then:
- ask the PAO of the sponsor department to consider intervening to resolve the difference of view, preferably in writing
 - if the Board's decision stands, seek its written direction to carry it out, asking the sponsor department to inform HM Treasury
 - proceed to implement without delay
 - follow the routine in paragraph 3.6.6 of MPM

15 **The Board of Trustees**

15.1 ***Composition of the Board of Trustees***

National Gallery will have a Board of Trustees as set out in its establishing statute which will act in accordance with guidance within this Framework Document and in line with good standards of corporate governance as set out in Annex A. The role of the Board shall be to ensure the National Gallery fulfils its aims and charitable objectives in accordance with the purposes as set out above, their statutory, regulatory, charity law and common law duties and their responsibilities under this Framework Document and the National Gallery's framework

and any other governing documents. Detailed responsibilities of the Board shall be set out in the Trustees' Handbook.

- 15.2 The Board will consist of not less than twelve nor more than fourteen Trustees (in accordance with Paragraph 2(1) of Schedule 1 to the Act), including the Chair, that have a balance of skills and experience appropriate to directing the National Gallery's business.

Trustees are appointed for a period of four years and shall be eligible for re-appointment in accordance with Paragraph 2(7) of Schedule 1 of the Act.

15.3 ***Board Committees***

The Board may set up such committees as necessary for it to fulfil its functions, as permitted under paragraph 4(2) of Schedule 1 to the Act. In accordance with this Framework Document, at a minimum this should include an Audit and Risk Committee chaired by an appropriately qualified Trustee.

- 15.4 The Board may make use of committees to assist its consideration of appointments, succession, audit, risk and remuneration and anything done by a committee shall, if the arrangements so provide, have effect as if done by the Board, as permitted under paragraph 4(6) of Schedule 1 to the Act. The Chair should ensure that sufficient time is allowed at the Board meetings for committees to report on the nature and content of discussion, on recommendations, and on actions to be taken.

- 15.5 Where there is disagreement between the relevant committee and the Board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement. Where any such disagreement cannot be resolved, the committee concerned should have the right to report the issue to the sponsor team, PAO and responsible Minister. They may also seek to ensure the disagreement or concern is reflected as part of the report on its activities in the annual report.

- 15.6 The Chair should ensure board committees are properly structured with appropriate terms of reference. The terms of each committee should set out its responsibilities and the authority delegated to it by the Board. The Chair should ensure that committee membership is periodically refreshed.

15.7 ***Duties of the Board of Trustees***

The Board of Trustees is specifically responsible for:

- establishing and taking forward the strategic aims and objectives of the National Gallery, consistent with its overall strategic direction, charitable aims, and within the policy and resources framework determined by the responsible Minister.
- providing effective leadership of the National Gallery within a framework of prudent and effective controls which enables risk to be assessed and managed.

- reviewing the management performance of the Director.
- ensuring that the Board receives and reviews regular financial and management information concerning the management of the National Gallery.
- ensuring that the Board is kept informed of any changes which are likely to impact on the strategic direction of the National Gallery or on the attainability of its targets, and determining the steps needed to deal with such changes and where appropriate bringing such matters to the attention of the responsible Minister and PAO via the executive team at the National Gallery, sponsorship team or directly.
- 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 and any delegated authority agreed with the sponsor department, and in accordance with any other conditions relating to the use of public funds.
- ensuring that in reaching decisions, the Board takes into account guidance issued by the sponsor department.
- ensuring that as part of the above compliance they are familiar with:
 - this Framework Document
 - their duties as trustees under charity law
 - any Delegation Letter issued to body as set out in paragraph 18.1
 - any elements of any Settlement Letter issued to the sponsor department that is relevant to the operation of the National Gallery
 - any separate Settlement Letter that is issued to the National Gallery from the sponsor department
 - that they have appropriate internal mechanisms for the monitoring, governance and external reporting regarding any conditions arising from the above documents and ensure that the Director and the National Gallery as a whole act in accordance with their obligations under the above documents.
- demonstrating high standards of corporate governance at all times, including by using external expertise to help the board to address key financial and other risks.
- appointing, with the Prime Minister's approval, a Director, in consultation with the department, set performance objectives and remuneration terms linked to these objectives for the Director which give due weight to the proper management and use and utilisation of public resources.
- cooperating with the DCMS-led annual appraisal of the Chair, including sharing the Board's own effectiveness review.
- determining all such other things which the Board considers ancillary or conducive to the attainment or fulfilment by the National Gallery of its objectives, including its charitable purposes.

- 15.8 The Board should ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control.
- 15.9 The Board should make a strategic choice about the style, shape and quality of risk management and should lead the assessment and management of opportunity and risk. The Board should ensure that effective arrangements are in place to provide assurance over the design and operation of risk management, governance and internal control in line with the Management of Risk – Principles and Concepts (The Orange Book). The Board must set up an Audit and Risk Assurance Committee chaired by a suitably experienced or qualified trustee member / an independent and appropriately qualified non-executive member to provide independent advice and ensure that the department's Audit and Risk Assurance Committee are provided with routine assurances with escalation of any significant limitations or concerns. The Board is expected to assure itself of the adequacy and effectiveness of the risk management framework and the operation of internal control.

16 The Chair's role and responsibilities

- 16.1 The Chair is responsible for leading the Board in the delivery of its responsibilities. Such responsibility should be exercised in the light of their duties and responsibilities as set out in their appointment letter, the priorities in the Chair's letter issued to the National Gallery by the sponsor team, the statutory authority governing the National Gallery, the National Gallery's governing documents, charity law, this Framework Document and the documents and guidance referred to within this Framework Document.
- 16.2 Communications between the National Gallery's Board and the responsible Minister should normally be from the Chair through the Board.
- 16.3 The Chair is bound by the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life.
- 16.4 In addition, the Chair is responsible for:
- ensuring including by monitoring and engaging with appropriate governance arrangements that the National Gallery's affairs are conducted with probity.
 - ensuring that policies and actions support the responsible Minister's wider strategic policies and where appropriate, these policies and actions should be clearly communicated and disseminated throughout the National Gallery.
- 16.5 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.
 - promoting the efficient and effective use of staff and other resources.

- delivering high standards of regularity and propriety.
- representing the views of the Board to the general public.

16.6 The Chair also has an obligation to ensure that:

- the work of the Trustees is reviewed and is effective including ongoing assessment of the performance of individual Trustees with an informal two-yearly evaluation and a formal in-depth assessment of the performance of the Trustees when being considered for re-appointment.
- in conducting assessments that the views of relevant stakeholders including employees and the sponsorship team are sought and considered.
- that the Board has a balance of skills appropriate to directing the National Gallery's business, and that all Trustees (including the Chair) continually update their skills, knowledge and familiarity with the National Gallery to fulfil their role both on the Board and committees. This will include but not be limited to skills and training in relation to financial management and reporting requirements, risk management and the requirements of board membership within the public sector.
- Trustees are fully briefed on terms of appointment, duties, rights and responsibilities.
- they, together with the other Trustees, receive 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 the National Gallery's needs when Board vacancies arise.
- there is a code of practice for Trustees in place, consistent with the Cabinet Office Code of Conduct for Board Members of Public Bodies
- the Trustee Handbook sets out the role and responsibilities of the Board consistent with the Government Code of Good Practice for Corporate Governance,

17 Trustees' responsibilities

17.1 Trustees should:

- comply at all times with the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life as well as rules relating to the use of public funds and to conflicts of interest.
- demonstrate adherence to the 12 Principles of Governance for all Public Body Non-Executive Directors as appropriate.

- 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 the acceptance of gifts and hospitality, and of business appointments.
- act in good faith and in the best interests of the National Gallery.
- ensure they are familiar with any applicable guidance on the role of public sector non-executive directors and boards that may be issued from time to time by the Cabinet Office, HM Treasury or wider government.
- ensure that they are familiar with guidance on the duties of trustees under charity law.
- comply with the National Gallery's governing document.

18 Delegated authorities

- 18.1 The National Gallery's delegated authorities and limits are set out in the delegation letter issued annually at the start of a new Financial Year (the "Delegation Letter"). This Delegation Letter may be updated and superseded by later versions which may be issued by the sponsor department in agreement with HM Treasury in which case DCMS shall notify the National Gallery as soon as it is aware of any update or proposed update. Contingent liabilities are, in the context of Managing Public Money (MPM) and HM Treasury spending control, commitments to use public funds if uncertain future events occur. This is a wider definition than the accounting definition of contingent liabilities, as set out in IAS 37.
- 18.2 In line with MPM Annex 2.2 these delegations will be reviewed on an annual basis.
- 18.3 The National Gallery shall obtain the department's and where appropriate HM Treasury'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 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.
 - 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.

- carrying out policies that go against the principles, rules, guidance and advice in MPM.

19 Spending authority

- 19.1 Once the budget allocation has been approved by the sponsor department and subject to any restrictions imposed by statute, the responsible Minister's instructions, this document, HM Treasury settlement or the Delegation Letter, the National Gallery shall have authority to incur expenditure approved in the budget and in line with their Freedoms without further reference to the sponsor department, on the following conditions:
- the National Gallery shall comply with the delegations set out in the Delegation Letter. These delegations shall not be altered without the prior agreement of the sponsor department and as agreed by HM Treasury and Cabinet Office as appropriate.
 - the National Gallery shall comply with MPM 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 or is for new schemes deviating significantly from activities and expenditure anticipated in the Corporate and/or Strategic Plan.
 - the National Gallery shall provide the sponsor department with such information about its operations, performance, individual projects or other expenditure as the sponsor department may reasonably require.

20 Banking and managing cash

- 20.1 As a Freedoms Body, the National Gallery does not need explicit approval from DCMS to change banking provider, but should provide written notification to DCMS upon doing so.
- 20.2 The AO is responsible for ensuring the National Gallery has a banking policy as set out in MPM and ensuring that policy is complied with.

21 Procurement

- 21.1 As a Freedoms Body the National Gallery has the flexibility to opt in and out of central procurement and is exempt from a number of other spend controls see Annex B for details. Nonetheless, the following standards of good practice apply.
- 21.2 The National Gallery will ensure that its procurement policies are aligned with and comply with any relevant UK or other international procurement rules and in particular the current Public Procurement Regulations (For example but not exclusively the Public Contracts Regulations 2015 and the Procurement Act 2023).
- 21.3 The National Gallery shall establish its procurement policies and document these in a Procurement Policy and Procedures Manual.

- 21.4 In procurement cases where the National Gallery is likely to exceed its delegated authority limit, and where the relevant Freedom exemption does not apply, the National Gallery must notify DCMS as set out in Annex C.
- 21.5 Goods, services, and works should be acquired by competition where necessary and appropriate. Proposals to let direct award or restricted contracts shall be limited and exceptional. The direct award financial Threshold value (where no competition has taken place to select a supplier) is set at £139,000 (ex VAT) for each contract or requirement. The National Gallery must comply with the direct award process as outlined at Annex C and as otherwise communicated to them by the Department.
- 21.6 Where appropriate and proportionate, procurement by the National Gallery of works, equipment, goods, and services shall be based on, a full option appraisal and value for money ("VfM"), i.e. the optimum combination and whole life costs and quality (fitness for purpose).
- 21.7 The National Gallery shall:
- engage with department and government wide procurement initiatives that seek to achieve VfM from collaborative projects.
 - comply with relevant Procurement Policy Notes issued by Cabinet Office as required.
 - co-operate with initiatives to improve the availability of procurement data to facilitate the achievement of VfM.
- 21.8 The National Gallery shall comply with the relevant commercial and grants standards. These standards apply to the planning, delivery, and management of government commercial activity, including management of grants in all departments and ALBs, regardless of commercial approach used and form part of a suite of functional standards that set expectations for management within government.

22 Risk management

- 22.1 The National 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 the Treasury guidance Management of Risk: Principles and Concepts.
- 22.2 The National Gallery will allow for risk-based DCMS involvement in Audit and Risk Committee meetings.

23 Counter fraud and theft

- 23.1 The National Gallery should adopt and implement policies and practices to safeguard itself against fraud and theft.
- 23.2 The National Gallery should act in line with guidance as issued by the Counter Fraud Function and in compliance with the procedures and considerations as set in in MPM Annex

4.9 and the Counter Fraud Functional Standard. It should also take all reasonable steps to appraise the financial standing of any firm or other body with which it intends to enter a contract or to provide grant or grant-in-aid.

- 23.3 The National Gallery should keep records of and prepare and forward to the department an annual report on fraud and theft suffered by the National Gallery and notify the sponsor department of any unusual or major incidents as soon as possible. The National Gallery should also report detected loss from fraud, bribery, corruption and error, alongside associated recoveries and prevented losses, to the counter fraud centre of expertise in line with the agreed government definitions as set out in Counter Fraud Functional Standard.

24 Staff

24.1 *Broad responsibilities for staff*

Within the arrangements approved by the responsible Minister, (and the Treasury) and subject to any relevant Freedoms, the National 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 against employees with protected characteristics under the Equality Act 2010.
- 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.
- the performance of its staff at all levels is satisfactorily appraised and the National Gallery's performance measurement systems are reviewed from time to time.
- its staff are encouraged to acquire the appropriate professional, management and other expertise necessary to achieve the National Gallery's objectives.
- proper consultation with staff takes place on key issues affecting them.
- adequate grievance and disciplinary procedures are in place.
- whistle-blowing procedures consistent with the Public Interest Disclosure Act are in place.
- a code of conduct for staff is in place.

24.2 **Staff costs**

Subject to its delegated authorities, the National Gallery shall ensure that the creation of any additional posts does not incur forward commitments that will exceed its ability to pay for them.

24.3 **Pay and conditions of service**

The National Gallery's staff are subject to appropriate levels of remuneration and terms and conditions of service (including pensions) As a Freedom Body the National Gallery will not be subject to the Public Sector Pay Remit Guidance ("PRG") and will have the ability to offer average pay awards in excess of caps set out in this guidance.

They shall continue to engage with their Sponsor Department during the process of making a pay remit application, particularly prior to completion. They shall also continue to provide outturn data to HM Treasury and adhere to all other Civil Service Pay guidance issued by HM Treasury and the Cabinet Office.

- 24.4 If civil service terms and conditions of service apply to the rates of pay and non-pay allowances paid to the staff and to any other party entitled to payment in respect of travel expenses or other allowances, payment shall be made in accordance with the Civil Service Management Code, except where prior approval has been given by the department to vary such rates.
- 24.5 Staff terms and conditions should be set out and available to both staff and DCMS if requested.
- 24.6 The National Gallery shall continue to adhere to all other Civil Service Pay guidance issued by HM Treasury and the Cabinet Office, including the Senior Pay Guidance¹.
- 24.7 Where a performance-related pay scheme is operated, the National Gallery shall have due regard to the Senior Pay Guidance²
- 24.8 The travel expenses of Trustees shall be tied to the rates allowed to senior staff of the National Gallery. Reasonable actual costs shall be reimbursed.

24.9 **Pensions, redundancy and compensation**

Compensation scheme rules and pension scheme rules should reflect legislative and HM Treasury guidance requirements regarding exit payments.

- 24.10 The National Gallery staff shall normally be eligible for a pension provided by CSPA. Staff may opt out of the occupational pension scheme provided by the National Gallery.

¹ <https://www.gov.uk/government/publications/senior-civil-service-pay-and-reward>

² <https://www.gov.uk/government/publications/senior-civil-service-pay-and-reward>

As a Freedom Body the National Gallery has the right to opt out of the Principal Civil Service Pension Scheme for new starters.

- 24.11 Any proposal by the National Gallery to pay any redundancy or compensation for loss of office, requires the prior approval of the department. Proposals on severance must comply with the rules in chapter 4 of MPM.

Business plans, financial reporting and management information

25 Corporate and business plans

- 25.1 The National Gallery shall share with the department its multi-year strategic plans in advance of publication, and provide annual progress updates. The plan shall reflect the National Gallery's statutory and/or other duties, its charitable purposes, and, within those duties, the priorities set from time to time by the responsible Minister (including decisions taken on policy and resources in the light of wider public expenditure decisions). The plan shall demonstrate how the National Gallery contributes to the achievement of the department's medium-term plan and priorities and aligned performance metrics and milestones in line with its charitable objectives.
- 25.2 The first year of the corporate plan, amplified as necessary, shall form the business plan. The business plan shall be updated to include key targets and milestones for the year immediately ahead and shall be linked to budgeting information so that resources allocated to achieve specific objectives can readily be identified by the department. Subject to any commercial considerations, a digest of the corporate and business plans should be published by the National Gallery on its website and separately be made available to staff.
- 25.3 The following key matters should, where necessary and relevant, be included in the plans:
- key objectives and associated key performance targets for the forward years, and the strategy for achieving those objectives.
 - key non-financial performance targets.
 - a review of performance in the preceding financial year, together with comparable outturns for the previous years, and an estimate of performance in the current year
 - alternative scenarios and an assessment of the risk factors that may significantly affect the execution of the plan but that cannot be accurately forecast.
 - other matters as agreed between the department and the National Gallery.

26 Budgeting procedures

- 26.1 Each year, in the light of decisions by the department on the its updated draft corporate plan, the department will send to the National Gallery within an agreed timetable:

- a formal statement of the annual budgetary provision allocated by the department in the light of competing priorities across the department and of any forecast income approved by the department.
- a statement of any planned change in policies affecting the National Gallery.

26.2 The annual business plan will take account both of approved funding provision and any forecast receipts. It will include a budget of estimated payments and receipts together with a profile of expected expenditure and of draw-down of any departmental funding and/or other income over the year. These elements form part of the business plan for the year in question.

27 Grant-in-aid and any ring-fenced grants

27.1 Any grant-in-aid provided by the department for the year in question will be voted in the department's Supply Estimate and be subject to parliamentary control.

27.2 The grant-in-aid will normally be paid in monthly instalments on the basis of written applications showing evidence of need. The National 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 Gallery. Grant-in-aid not drawn down by the end of the financial year shall lapse.

27.3 In the event that the department provides the National Gallery separate grants for specific (ring-fenced) purposes, it would issue the grant as and when the National Gallery needed it on the basis of a written request. The National Gallery would provide evidence that the grant was used for the purposes authorised by the department. The National Gallery shall not have uncommitted grant funds in hand, nor carry grant funds over to another financial year.

28 Annual report and accounts

28.1 The National Gallery must publish an annual report of its activities together with its audited accounts after the end of each financial year. The National Gallery shall provide the department its finalised (audited) accounts within an agreed timeframe each year in order for the accounts to be consolidated within DCMS. A draft of the report should be submitted to the department two weeks before the proposed publication date. The annual reports and accounts should be prepared following the direction given by the Sponsor department (or HM Treasury) in line with Government Resource and Accounts Act 2000 (or the entity's relevant legislation).

28.2 Information on performance against key financial targets is included within the annual report and subject to the auditor's consistency opinion. The report and accounts shall be laid in Parliament and made available on the National Gallery website, in accordance with the guidance in the Treasury's Financial Reporting Manual (FReM).

29 Reporting performance to the department

29.1 The National 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.

- 29.2 The National Gallery shall inform the sponsor department of any changes that make achievement of objectives more or less difficult. It shall report financial and non-financial performance, including performance in helping to deliver Ministers' policies, and the achievement of key objectives regularly via quarterly Partnership Meetings with the department
- 29.3 The National Gallery's performance shall be formally reviewed by the department quarterly. The National Gallery will share a summary of its financial and non-financial performance - including performance in helping to deliver ministers' policies, on key DCMS priorities and against KPIs - quarterly as part of engagement meetings. The format of this information pack will be agreed between the National Gallery and their Senior Sponsor in advance. Board papers will be shared on a case-by-case basis, as appropriate.
- 29.4 The responsible Minister will meet a senior representative of the National Gallery once a year.
- 29.5 The PAO will meet the Chair and/or Director at least once a year.

30 Information sharing

- 30.1 The department has the right of access to all the National Gallery records and personnel for any purpose including, for example, sponsorship audits and operational investigations subject to applicable law. However, a Data Sharing Agreement will be required prior to the transfer of any personal data.
- 30.2 The National Gallery shall provide the sponsor department with such information about its operations, performance, individual projects or other expenditure as the sponsor department may reasonably require.
- 30.3 The department and HM Treasury may request the sharing of data held by the National Gallery in such a manner as set out in central guidance except where prohibited by law. This may include requiring the appointment of a senior official to be responsible for the data sharing relationship.
- 30.4 As a minimum, the National Gallery shall provide the department with information monthly that will enable the department satisfactorily to monitor:
- the National Gallery's cash management
 - its draw-down of grant-in-aid
 - forecast outturn by resource headings
 - other data required for the Online System for Central Accounting and Reporting (OSCAR)
 - data as required in respect of its compliance with any applicable Cabinet Office Controls pipelines or required in order to meet any condition as set out in any settlement letter.

Audit

31 Internal audit

31.1 the National Gallery shall:

- establish and maintain arrangements for internal audit.
- ensure that any arrangements for internal audit are in accordance with the Public Sector Internal Audit Standards (PSIAS) as adopted by HM Treasury.
- ensure the sponsor department is satisfied with the competence and qualifications of the Head of Internal Audit and the requirements for approving appointments in accordance with PSIAS.
- set up an audit committee of its board in accordance with the Code of Good Practice for Corporate Governance and the Audit and Risk Assurance Committee Handbook.
- forward the audit strategy, periodic audit plans and annual audit report, including the National Gallery's Head of Internal Audit opinion on risk management, control and governance as soon as possible to the sponsor department.
- keep records of and prepare and forward to the department an annual report on fraud and theft suffered by the National Gallery and notify the sponsor department of any unusual or major incidents as soon as possible.
- share with the sponsor department information identified during the audit process and the Annual Audit Opinion 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 Gallery.

32 External audit

32.1 The Comptroller & Auditor General (C&AG) audits the National Gallery's annual accounts and passes the audited accounts to the responsible Minister who will lay the accounts together with the C&AG's report before parliament.

32.2 In the event that the National Gallery has set up and controls subsidiary companies, the National Gallery will invite the National Audit Office to tender to act as auditor of those company subsidiaries that it controls and/or whose accounts are consolidated within its own accounts.

32.3 The C&AG:

- will consult the department and the National Gallery on whom – the NAO 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 Gallery.

- will share with the sponsor department 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 Gallery.
- will consider requests from departments and other relevant bodies to provide regulatory compliance reports and other similar reports at the commencement of the audit. Consistent with the C&AG's independent status, the provision of such reports is entirely at the C&AG's discretion.

32.4 The C&AG may carry out examinations into the economy, efficiency and effectiveness with which the National 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 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.

Reviews

33 Review of the National Gallery's status

33.1 The National Gallery will be reviewed as part of the wider Public Bodies Reviews programme, at a time determined by the department's ministers and their PAO.

Date 12 Jan 26

Signature




Signed by

Date

11/12/25

Signature



Signed by

Ruth Hannant and Polly Payne
Directors General, Policy

Sir Gabriele Finaldi
Director

Department for Culture Media and Sport
(DCMS)

National Gallery

END

Annex A: Guidance

The National Gallery shall have regard to and, where appropriate comply with the following guidance, documents and instructions unless subject to an explicit exemption as a consequence of their status as a Freedoms Body.

Corporate governance

- This Framework Document
- Corporate Governance Code for Central Government Departments (relevant to Arm's Length Bodies) and supporting guidance:
<https://www.gov.uk/government/publications/corporate-governance-code-for-central-government-departments-2017>
- Code of conduct for Board members of Public Bodies:
<https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies>
- Code of practice for partnerships between Departments and Arm's Length Bodies:
<https://www.gov.uk/government/publications/partnerships-with-arms-length-bodies-code-of-good-practice#:~:text=This%20code%20of%20good%20practice,partnership%20approach%20to%20shaping%20relationships.>

Financial management and reporting

- Managing Public Money (MPM):
<https://www.gov.uk/government/publications/managing-public-money>
- Government Financial Reporting Manual (FReM):
www.gov.uk/government/collections/government-financial-reporting-manual-frem
- Relevant Dear Accounting Officer (DAO) letters:
www.gov.uk/government/collections/dao-letters
- 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>
- The most recent letter setting out the delegated authorities, issued by the parent department.
- The Charities Statement of Recommended Practice: The Charities Statement of Recommended Practice (SORP) - GOV.UK (www.gov.uk)

Management of risk

- Management of Risk: www.gov.uk/government/publications/orange-book and <https://www.gov.uk/government/publications/management-of-risk-in-government-framework>
- Public Sector Internal Audit Standards: www.gov.uk/government/publications/public-sector-internal-audit-standards
- HM Treasury approval processes for Major Projects above delegated limits: <https://www.gov.uk/government/publications/treasury-approvals-process-for-programmes-and-projects>
- The Government cyber-security strategy and cyber security guidance: <https://www.gov.uk/government/publications/national-cyber-strategy-2022/national-cyber-security-strategy-2022> and <https://www.gov.uk/government/collections/cyber-security-guidance-for-business>

Commercial management

- Procurement Policy Notes: <https://www.gov.uk/government/collections/procurement-policy-notes>
- Cabinet Office spending controls: <https://www.gov.uk/government/collections/cabinet-office-controls>; except where the National Gallery is exempt under the operational freedoms (see Annex B):
- Transparency in supply chains - a practical guide: https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/1040283/Transparency_in_Supply_Chains_A_Practical_Guide_2017_final.pdf

Public appointments

The following are relevant where public bodies participate in public appointments processes.

- Guidance from the Commissioner for Public Appointments: <https://publicappointmentscommissioner.independent.gov.uk/>
- Governance Code on Public Appointments: www.gov.uk/government/publications/governance-code-for-public-appointments
- Procurement Policy Note 08/15 – Tax Arrangements of Public Appointees: <https://www.gov.uk/government/publications/procurement-policy-note-0815-tax-arrangements-of-appointees>

Staff and remuneration

- HM Treasury guidance on senior pay and reward:
www.gov.uk/government/publications/senior-civil-service-pay-and-reward
- Civil Service pay remit guidance (updated annually):
www.gov.uk/government/publications/civil-service-pay-remit-guidance-2022-to-2023
- Public sector pay and terms:
<https://www.gov.uk/government/publications/public-sector-pay-and-terms-guidance-note>
- Whistleblowing Guidance and Code of Practice:
<https://www.gov.uk/government/publications/whistleblowing-guidance-and-code-of-practice-for-employers>
- The Equality Act 2010: www.gov.uk/guidance/equality-act-2010-guidance

General

- Freedom of Information Act guidance and instructions:
www.legislation.gov.uk/ukpga/2000/36/contents and
<https://ico.org.uk/for-organisations/guide-to-freedom-of-information/>
- The Parliamentary and Health Service Ombudsman's Principles of Good Administration: <https://www.ombudsman.org.uk/about-us/our-principles>
- Other relevant instructions and guidance issued by the central Departments (Cabinet Office and HM Treasury)
- Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and are relevant to the National Gallery.
- Guidance from the Public Bodies team in Cabinet Office:
www.gov.uk/government/publications/public-bodies-information-and-guidance
- The Civil Service diversity and inclusion strategy (outlines the ambition, to which Arm's Length Bodies can contribute):
<https://www.gov.uk/government/publications/civil-service-diversity-and-inclusion-strategy-2022-to-2025>
- Guidance produced by the Infrastructure and Projects Authority (IPA) on management of major projects:
www.gov.uk/government/organisations/infrastructure-and-projects-authority

- The Government Digital Service:
www.gov.uk/government/organisations/government-digital-service
- The Government Fraud, Error, Debt and Grant Efficiency function;
www.gov.uk/government/collections/fraud-error-debt-and-grants-function and
www.gov.uk/government/publications/grants-standards
- Code of Practice for Official Statistics:
<https://code.statisticsauthority.gov.uk/#:~:text=The%20Code%20of%20Practice%20for%20Statistics%20sets%20the,produced%20by%20people%20and%20organisations%20that%20are%20trustworthy.>
- Accounting Officer System Statements (AOSS are produced by departments with input from ALBs):
www.gov.uk/government/publications/accounting-officer-system-statements

Charity law

- Charity Commission guidance for trustees on their main duties under charity law: The essential trustee: what you need to know, what you need to do:
<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>
- Charity Commission guidance on managing charities (note that some of this guidance will not apply to exempt charities): Managing your charity: detailed information: <https://www.gov.uk/topic/running-charity/managing-charity>
- Charity Commission guidance on exempt charities (if the ALB does not have the Charity Commission as its principal regulator): Exempt charities (CC23) - GOV.UK (www.gov.uk)
- Charity Commission guidance on political activity/impartiality:
<https://www.gov.uk/topic/running-charity/managing-charity>

HM Treasury contacts

This document can be downloaded from www.gov.uk

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