

<b>Committee:</b> Barbican Centre Board	<b>Date:</b> 22 January 2020
<b>Subject:</b> Barbican Centre Board: Proposed Amendment to Terms of Reference and Extension of Chairman's Term	<b>Public</b>
<b>Report of:</b> Town Clerk	<b>For Decision</b>
<b>Report author:</b> Leanne Murphy, Town Clerk's Department	

### **Summary**

In April 2009, the Barbican Centre Board reviewed its governance arrangements. As part of this, it was agreed to introduce term limits, whereby an individual is restricted to a maximum continuous service term limit of three terms of three years. This was intended to allow for a reasonable degree of turnover on the Board, thereby facilitating a managed approach to its composition, ensuring that there is the right blend of experience and fresh thinking at any particular point in time.

However, one unanticipated consequence of the introduction of the term limits has now arisen. Pursuant to Standing Order 30(3)(a), it is customary on City Corporation Committees for the outgoing Chairman to serve as Deputy Chairman in the year immediately following their term as Chairman in order to use their experience and knowledge to assist the new Chairman in their role. Unfortunately, the incumbent Chairman (Deputy Dr Giles Shilson), who is now in the final year of his Chairmanship, is also due to complete his ninth and final year on the Board in April 2020. This would prevent him from exercising his rights under Standing Order 30(3)(a) for the year 2020/21.

The service term limits are not mandated by any particular statute or law; rather, they are a self-imposed restriction adopted in the interests of good governance. The Board may decide, therefore, to temporarily alter its constitution to allow for the incumbent Chairman to be eligible for a tenth year on the Board, so as to enable him to serve as Deputy Chairman for one year to support the new Chairman.

Should the Board wish to make this amendment, the further approval of the Policy & Resources Committee (which has responsibility for governance matters) and the Court of Common Council (which sets the Board's constitution formally) would need to be sought. It should also be noted that Deputy Shilson would still be subject to re-election to the Board at the April meeting of the Court of Common Council.

The proposed amendment, set out in red text in Appendix 1, allows for specific exemptions to the term limits as determined by the Court. This would facilitate the consideration of any such similar issues in future. Alongside this, the Court would be asked to consider the specific recommendation that the limit be waived in respect of Deputy Dr Giles Shilson for a temporary one-year basis for the year 2020/21.

### **Recommendation**

Members are asked to consider a proposed amendment to the Barbican Centre Board's Constitution and Terms of Reference, waiving the nine-year maximum service rule on a temporary basis in respect of Deputy Shilson, to allow for the possibility of the incumbent Chairman to extend his term on the Board for one additional year. This would facilitate his service as Deputy Chairman for 2020/21.

## **Main Report**

### **Background**

1. On 23 April 2008, the Barbican Centre Board resolved that the Town Clerk, in consultation with the Chairman, Deputy Chairman and Barbican Centre Directorate, should undertake a Review of the Committee and its procedures to ensure that it maximises the benefit to the Centre.
2. Following the Review, the Board's Constitution and Terms of Reference were updated, including the introduction of term limits from April 2009, with a maximum continuous service term limit of three terms of three years introduced. This was approved by the Court in September 2008.

### **Current Position**

3. The incumbent Chairman, Deputy Shilson, is now in his third and final term of three years as a Board Member, which is due to end in April 2020. His three-year term as Chairman is also due to end at this point.
4. Ordinarily, the outgoing Chairman would serve as Deputy Chairman to ensure a smooth handover and support the new Chair in their role. However, under the current provisions of the Board's constitution, the outgoing Chairman cannot take up his right under Standing Order 30(3)(a) to serve as Deputy Chairman for the year 2020/21, as he cannot exceed nine years on the Board.
5. The Chairman of the Committee has indicated that, subject to the Court's approval of a one year extension of his membership, he would be willing to remain on the Board for an additional year and exercise his right as the immediate past Chairman to serve as Deputy Chairman for the year 2020/21. This would support the Deputy Chair upon his appointment as Chairman and allow a natural progression for the Deputy Chairman position in April 2021, at which time the extension would expire.
6. Given the knowledge and experience that the current Chairman would continue to bring to the Board, and his familiarity with a wide range of issues which the Barbican Centre needs to push forward in the coming year as it implements its new strategic plan and business model, it is considered to be in the best interest of the Board to temporarily alter the Board's Constitution and Terms of Reference. This would have the support of the current Members of the Board, both City and external, and would require the support of the Court.
7. As part of the post-implementation review of the changes made to the governance arrangements in 2011, it was agreed that all Committees should review their terms of reference annually to enable any proposed changes to be considered in time for the reappointment of Committees by the Court of Common Council.
8. The Policy & Resources Committee is responsible for the review and co-ordination of the governance of the City Corporation which, amongst other things, includes its Committees. Any material changes to Committee terms of reference therefore need to be considered by this Committee prior to them being considered by the Court of Common Council in April.

### **Proposal**

9. Members are asked to support the proposed amendment to the Barbican Centre Board's Constitution and Terms of Reference, together with the specific proposal to grant the incumbent Chairman the option to extend his term on the Board for one additional year. This temporary amendment would ensure that there is support for the next Chair in their first year in the role, which would be in the best interests of the new Chair, the Board, and the Barbican Centre.

### **Conclusion**

10. Members are asked to recommend that the Court approves the amendment to the Board's Composition and Terms of Reference and agrees to waive the nine-year term limit on the Board in respect of Deputy Dr Giles Shilson, for a one-year period expiring April 2021. This would allow him to seek a one-year extension to his membership on the Board and subsequently allow him to exercise his right, as the immediate past Chairman, to serve as Deputy Chairman for the year 2020/21 and support the new Chair in post.
11. This proposal is regarded to be in the best interest of the Barbican Centre and its Board.

### **Appendices**

- Appendix 1 – Draft revised Terms of Reference

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## **BARBICAN CENTRE BOARD**

### 1. **Constitution**

A Non-Ward Committee consisting of,

- eight Members elected by the Court of Common Council for three-year terms, at least one of whom shall have fewer than five years' service on the Court at the time of their appointment.
- Up to seven non-Common Council representatives appointed by the Committee, of which at least two should be drawn from the arts world
- a representative of the Policy & Resources Committee
- a representative of the Finance Committee
- the Chairman of the Board of Governors of the Guildhall School of Music & Drama (ex-officio)
- the Chairman of the Barbican Centre Trust (ex-officio)
- the Chairman of the Culture, Heritage & Libraries Committee (ex-officio)

The Chairman of the Board shall be elected from the City Corporation Members.

There is a maximum continuous service limit of three terms of three years\*<sup>1</sup>.

### 2. **Quorum**

The quorum consists of any five Members, provided Common Councilmen are in the majority.

### 3. **Membership 2019/20**

- 9 (3) Tom Hoffman, M.B.E., Deputy
- 6 (3) Judith Lindsay Pleasance
- 9 (3) Dr Giles Robert Evelyn Shilson, Deputy
- 2 (2) David Andrew Graves, Alderman
- 5 (2) Wendy Mead, O.B.E.
- 5 (2) Tom Sleigh, Deputy
- 4 (1) Vivienne Littlechild, M.B.E., J.P.
- 1 (1) William Anthony Bowater Russell, Alderman

Together with the Members and ex-officio Members referred to in paragraph 1 above and:-

Stephen Bediako	)	
Russ Carr	)	
Gerard Grech	)	Up to seven non-Common Council Members appointed by
Lucy Musgrave	)	the Board
Jenny Waldman	)	
Vacancy	)	
Vacancy	)	

### 4. **Terms of Reference**

To be responsible for:-

- (a) the strategic direction, management, operation and maintenance of the Barbican Centre, having determined the general principles and financial targets within which the Centre will operate;
- (b) the appointment of the Managing Director of the Barbican Centre;
- (c) the Centre's contribution to the City of London Corporation's key policy priority, 'Increasing the impact of the City's cultural and heritage offer on the life of London and the nation', viz.:-
  - i) the provision of world-class arts and learning by the Centre for the education, enlightenment and entertainment of all who visit it; and
  - ii) the provision of access to arts and learning beyond the Centre;
- (d) the creation of enterprise and income-generating support for the Centre.

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<sup>1</sup> other than in specific cases approved by the Court of Common Council.