



Report – Barbican Centre Board

Amendments to Terms of Reference

To be presented on Thursday, 3rd December 2015

*To the Right Honourable The Lord Mayor, Aldermen and Commons of
the City of London in Common Council assembled.*

SUMMARY

1. The Barbican Centre Board has reviewed its constitution and governance arrangements and has developed a number of proposals to enhance its effectiveness.
2. Your Policy and Resources Committee has also considered these proposals and concurs with the recommendations the Barbican Centre Board has made.
3. It is therefore proposed to amend the Terms of Reference of the Barbican Centre Board:
 - to enable the appointment of up to two more external Members (while adjusting quorums to ensure City control)
 - and to indicate foreseen skill/background deficits when advertising vacancies to the Court - while recognising the absolute freedom the Court has to appoint whoever it sees fit.

RECOMMENDATION

4. Members are asked to:
 - endorse the use of a role description when advertising vacancies to Members of the Court of Common Council; and
 - approve amendments to the Barbican Centre Board's Terms of Reference as set out at Annex A (set out in red text), to permit the appointment of up to two additional external Members and make adjustments to the quorum to ensure a Common Council majority in any voting matter.

MAIN REPORT

Background

1. In September 2008, the Court of Common Council approved a proposal from the Barbican Centre Board to modify substantially its governance. The proposals included the introduction of term limits, the establishment of Finance and Nominations Committees, and the appointment of up to five external members. [This increased the size of the Board to eighteen.] The currently approved Terms of Reference, including membership, are set out at Annex A (with the proposed amendments marked in red).
2. The new arrangements have worked well; however, in considering the future it has become clear that the Barbican Centre faces new and increasingly difficult challenges in a variety of areas. These include:
 - *Financial* – in light of the progressive reduction in City funding e.g. through the Service Based Review process.
 - *Commercial* – as, to raise revenue, the Centre is increasingly moving into new marketplaces e.g. in touring exhibitions overseas and in retail.
 - *Unreached Audiences* – because, in order to fulfil its vision of Arts Without Boundaries and to obtain more funding from the public and private sectors, the Centre needs to engage more effectively with audiences not currently reached.
 - *Digital* – as the Arts audience is rapidly moving online for accessing programming information, for buying tickets, for accessing and creating content, and for interacting via social media.

Proposal

3. The Board reviewed its membership in the light of the foregoing and concluded that it would be greatly assisted in its task of providing strategic leadership and challenge to Barbican Centre management if it were able to:
 - i) appoint up to two additional external members (quorums would be adjusted to ensure City control); and
 - ii) indicate any particular skills/background of which the Board was in need when advertising vacancies to the Court – whilst recognising the absolute discretion which the Court has to appoint whoever it wishes to the Board.
4. In order to ensure that Common Councilmen retain the controlling interest in decision-making, the Board has also proposed to amend the quorum of the Board to “any five Members, provided Common Councilmen are in the majority.” This would continue to ensure that external Members never hold the majority on any voting matter. The proposed amendments to the terms of reference are highlighted in red text at Annex A.
5. It is also asked that endorsement be given to the use of a role specification when advertising the Board’s vacancies to the Court in future. This would be updated on a regular basis to reflect the skills that the Board identifies as lacking amongst its current Membership, either through discussions or through skills audits.

6. The process of identifying any prospective candidates in respect of external vacancies would be undertaken in the normal manner by the Barbican Centre Board's Nominations Committee, with all proposals then subject to the final consideration of the Board.

Conclusion

7. These proposals are intended to enhance the effectiveness of the Barbican Centre Board by allowing for additional expertise and strategic leadership at what is a time of significant change, both for the arts world and the Centre itself. Your Policy and Resources Committee has considered the proposed amendments and is satisfied that they represent a sensible move; the Court of Common Council is recommended to approve the changes accordingly.

All of which we submit to the judgement of this Honourable Court.

DATED this 19th day of November 2015.

SIGNED on behalf of the Board.

John Tomlinson, Deputy
Chairman, Barbican Centre Board

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.
- Five **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.

2. Quorum

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

3. Membership 2015/16

- | | | |
|----|-----|----------------------------------------|
| 10 | (3) | Jeremy Paul Mayhew |
| 5 | (3) | John Tomlinson, Deputy |
| 5 | (2) | Tom Hoffman |
| 2 | (2) | Judith Lindsay Pleasance |
| 5 | (2) | Dr Giles Robert Evelyn Shilson, Deputy |
| 8 | (1) | Catherine McGuinness, Deputy |
| 1 | (1) | Wendy Mead, O.B.E. |
| 1 | (1) | Tom Sleigh |

Together with:-

Roly Keating)	
Sir Brian McMaster)	
Guy Nicholson)	Up to five seven non-Common
Keith Salway)	Council Members appointed by the
Trevor Phillips)	Committee

And together with the ex-officio Members referred to in paragraph 1 above .

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.