

Committee(s):	Date(s):
Barbican Centre Board	24 May 2017
Subject: Appointment of Sub-Committees 2017/18	Public
Report of: Town Clerk	For Decision

Summary

The purpose of this report is to consider the appointment of the Barbican Centre Board's Sub-Committees and to approve their compositions and Terms of Reference.

The Board is responsible for appointing representatives on to the following Sub-Committees:-

- Finance Committee of the Barbican Centre Board
- Nominations Committee of the Barbican Centre Board
- Reference Sub-Committee of the Barbican Centre Board
- Risk Committee of the Barbican Centre Board

In addition, the Chairman of the Board may serve on the Cultural Hub Working Party of the Policy and Resources Committee, or elect to nominate another Board Member to serve on their behalf.

Recommendations:

Members are asked to:

- Approve the Terms of Reference of the Board's Sub-Committees;
- Approve the composition of the Board's Sub Committees; and
- Appoint the Membership to the Finance Committee, Nominations Committee, Risk Committee and (if required) Reference Sub-Committee for the year ensuing.

Main Report

Background

1. Each year the Board is asked to consider the appointment of its Sub-Committees, approve their compositions and their Terms of Reference. Accordingly, this report sets out the details of each of those Sub-Committees below.

Finance Committee of the Barbican Centre Board

2. The Finance Committee terms of reference are as follows:-
 - To review all financial matters with delegated power to act
 - To consider the business plan and budget prior to submission to the Board

- To review all capital cap and premises matters with delegated power to act
- To review risk management and an assessment of the adequacy of internal controls
- To review any matters that may affect the finances of the Barbican Centre, reporting to the Board.

3. The membership of the Finance Committee at the end of 2016/17 was:

- Deputy John Tomlinson *(Chairman of the Board)*
- Deputy Giles Shilson *(Deputy Chairman of the Board)*
- Deputy Wendy Hyde *(CoL Finance Committee representative)*
- Emma Kane *(Chairman of the Barbican Centre Trust)*
- Russ Carr
- Vivienne Littlechild
- Judith Pleasance
- Keith Salway
- Deputy Tom Sleigh

4. As Members may recall, given the regular attendance and role played by the Chairman of the Barbican Centre Trust in reporting development income and activities to the Committee, the Board previously agreed that the Chairman of the Trust should also serve on the Finance Committee. This has been of benefit to the Committee and it is recommended that this arrangement be preserved.

5. The size of the Committee was temporarily increased during 2016/17 to accommodate the transition period from Keith Salway to Russ Carr.

6. The Composition of the Finance Committee is therefore currently as follows: -

Chairman of the Board

Deputy Chairman of the Board

City of London Finance Committee Representative

Chairman of the Barbican Centre Trust

Up to four other Board Members

**There is a requirement for City of London Members (including the three ex-officio positions above) to have a majority on the Sub-Committee.*

7. The quorum is any three Committee Members.

8. Board Members are invited to express their interest in serving on the Finance Committee of the Barbican Centre Board, which has **four** vacancies.

Nominations Committee

9. The terms of reference of the Nominations Committee are as follows:

- To make recommendations to the Board on the appointment of all external Members to the Board
- To undertake Skills Audits of the Board periodically, to inform the appointment of external Members to the Board and Board effectiveness; and

- To consider the most appropriate way to recruit external Members to the Board, including the placing of advertisements or the use of personal contacts.
10. The Committee has advisory powers only and will make recommendations to the Board.
11. The membership of the Committee for 2016/17 was:
- Deputy John Tomlinson *(Chairman of the Board)*
 - Deputy Giles Shilson *(Deputy Chairman of the Board)*
 - Deputy Tom Hoffman
 - Deputy Catherine McGuinness
 - Guy Nicholson
 - Trevor Philips
 - Keith Salway
12. At the May 2016 Board, following the receipt of expressions of interest it was agreed that the composition of the Nominations Committee should be altered for the year to allow for an additional Member (i.e. up to five) to serve. This report assumes that the composition of the Committee will revert to its original size; however, Members are asked to consider if they would wish to retain the increased size.
13. The Composition of the Nominations Committee is currently as follows:-
- Chairman of the Board
Deputy Chairman of the Board
Up to four other Board Members*
**At least one external Member must sit on this Committee and City of London Members must be in the majority.*
14. Board Members are invited to express their interest in serving on the Nominations Committee, which has **four** vacancies (at least one of these being an external member).

Reference Sub-Committee

15. The terms of reference of the Reference Sub-Committee are as follows:
- To consider matters referred to it by the Board, with power to act as prescribed by the Board
 - To be consulted, if necessary, if urgent business occurs between less frequent Board meetings
16. Previously the composition had been as follows:-
- Chairman of the Board
Deputy Chairman of the Board
Up to four other Board Members
**At least one external Members must sit on the Reference Sub-Committee and City of London Members are required to be in the Majority.*

17. The quorum is any three Committee Members.
18. Since 2013/14, the Board has agreed to suspend the appointment of a Reference Sub Committee, as it has not been required to meet for several years. Members are asked to consider whether or not to continue with this arrangement.

Risk Committee

19. In May 2011 the Barbican Centre Board established a Risk Committee to give regular, ongoing and detailed consideration to the management of risks specific to the Barbican Centre.
20. The terms of reference of the Risk Committee are as follows:
 - To make recommendations to the Barbican Board in respect of improving risk management at the Barbican Centre.
 - To review the Barbican Centre's Risk Register every six months, and make recommendations to the Barbican Board.
21. The Membership at the end of 2016/17 was as follows:
 - Deputy John Tomlinson (Chairman of the Board)
 - Deputy Dr Giles Shilson (Deputy Chairman of the Board)
 - Deputy Wendy Hyde (*CoL Finance Committee representative*)
 - Russ Carr
 - Sir Brian McMaster
 - Judith Pleasance
 - Keith Salway
 - Deputy Tom Sleigh
22. In November 2013, the Board decided that the City of London Finance Committee representative should also sit on the Risk Committee, and it is recommended that this arrangement be retained. The size of the Committee was also increased during 2016/17 to accommodate the transition period from Keith Salway to Russ Carr. The Composition is therefore as follows: -

Chairman of the Board
Deputy Chairman of the Board
City of London Finance Committee representative
Up to four other Board Members
**At least one of the Five Board Members must be a City of London Member.*
23. The quorum consists of any three Members.
24. Board Members are invited to express their interest in serving on the Risk Committee. There are **four** vacancies.

Cultural Hub Working Party

25. The Terms of Reference of the Policy and Resources Committee's Cultural Hub Working Party also allow for the Chairman of the Board to elect to serve personally on that Working Party, or to nominate a representative from the Board to serve on their behalf. The Chairman, following their election at today's meeting, is therefore asked to confirm whether they are content to serve or whether they would wish to nominate a representative to serve on their behalf.

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