

<b>Committee(s):</b>	<b>Date(s):</b>
Barbican Centre Board	16 May 2018
<b>Subject:</b> Appointment of Sub-Committees 2017/18	<b>Public</b>
<b>Report of:</b> Town Clerk <b>Report Author:</b> Leanne Murphy	<b>For Decision</b>

### **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 Mile 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 for 2017/18 was:

- Deputy Giles Shilson *(Chairman of the Board)*
- Deputy John Tomlinson *(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
- 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 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.*

6. The quorum is any three Committee Members.

7. 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**

8. 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.

9. The Committee has advisory powers only and will make recommendations to the Board.

10. The membership of the Nominations Committee for 2017/18 was:

- Deputy Giles Shilson (Chairman of the Board)
- Deputy John Tomlinson (Deputy Chairman of the Board)
- Deputy Tom Hoffman
- Deputy Edward Lord
- Trevor Philips
- Deputy Tom Sleigh

11. 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.*

12. 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**

13. 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

14. Previously the composition of the Reference Sub-Committee 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.*

15. The quorum is any three Committee Members.

16. 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**

17. 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.
18. 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.
19. The Membership for 2017/18 was:
  - Deputy John Tomlinson *(Deputy Chairman of the Board)*
  - Deputy Dr Giles Shilson *(Chairman of the Board)*
  - Deputy Wendy Hyde *(CoL Finance Committee representative)*
  - Russ Carr
  - Deputy Edward Lord
  - Judith Pleasance
  - Deputy Tom Sleigh
20. The Risk Committee is customarily chaired by the Deputy Chairman of the Board and it is recommended that this arrangement be continued.
21. In November 2013, the Board decided that the City of London Finance Committee representative should also sit on the Risk Committee, and it is also recommended that this arrangement be retained.
22. In addition, the Board agreed in early 2018 that a representative of the Barbican Centre Trust should be invited to join the Committee, with a review to take place after one year to ascertain the utility of this arrangement. The Trust have nominated Alasdair Nisbett and the Board is asked to confirm his appointment.
23. The composition is therefore as follows:-

Deputy Chairman of the Board (Chairman)  
Chairman of the Board (Deputy Chairman)  
City of London Finance Committee representative  
Representative of the Barbican Centre Trust  
**Up to four other Board Members**

*\*At least one of the Board Members must be a City of London Member.*
24. The quorum consists of any three Members.
25. Board Members are invited to express their interest in serving on the Risk Committee. There are **four** vacancies.

**Cultural Mile Working Party**

26. The Terms of Reference of the Policy and Resources Committee's Cultural Mile 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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