

Committee(s):	Date(s):
Barbican Centre Board	22 July 2020
Subject: Appointment of Sub-Committees 2020/21	Public
Report of: Town Clerk Report Author: Leanne Murphy	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
- Risk Committee of the Barbican Centre Board
- Reference Sub-Committee of the Barbican Centre Board

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

A merger of the Finance and Risk Committees of the Barbican Centre Board is being proposed as over the last few years the membership has largely overlapped with only one Member difference, the meetings are relatively short, and the topics discussed at meetings heavily overlap. This is in line with the City Corporation's move to reduce the number of its Committees through its Governance Review.

Recommendations:

Members are asked to:

- Approve the merger of the Finance and Risk Committees to form the Finance and Risk Committee;
- 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 and Risk Committee, Nominations 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.

Current Finance Committee

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 2019/20 was:
 - Deputy Giles Shilson *(Chairman of the Board)*
 - Deputy Tom Sleigh *(Deputy Chair of the Board)*
 - Deputy Wendy Hyde *(CoL Finance Committee representative)*
 - Emma Kane *(Chairman of the Barbican Centre Trust)*
 - Russ Carr
 - Alderman David Graves
 - Judith Pleasance
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.

Current Risk Committee

8. 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.

9. 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.

10. The Membership for 2019/20 was:

- Deputy Tom Sleigh *(Deputy Chair of the Board)*
- Deputy Dr Giles Shilson *(Chairman of the Board)*
- Deputy Wendy Hyde *(CoL Finance Committee representative)*
- Alisdair Nisbet *(Barbican Centre Trust representative)*
- Russ Carr
- Alderman David Graves
- Judith Pleasance

11. The Risk Committee is customarily chaired by the Deputy Chairman of the Board and it is recommended that this arrangement be continued.

12. 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.

13. 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.

14. 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.*

15. The quorum consists of any three Members.

16. Board Members are invited to express their interest in serving on the Risk Committee. There are **four** vacancies.

Proposed Finance and Risk Committee of the Barbican Centre Board

17. Due to a huge overlap in topics and issues at meetings and the almost identical membership, it is proposed that the Finance and Risk Committees be merged to form the Finance and Risk Committee. Over the last few years, the meetings which are currently separate have been relatively short and repetitive for both the Members and Officers. A merger is therefore considered to be a time and cost-effective move.

18. A Governance Review is currently taking place which includes looking at the need and functionality of all of the City Corporation's Committees. The move to merge the two Sub-Committees is in line with the City Corporation's move to reduce the high number of Committees.
19. Informal sounding boards on specific areas of interest to Members will also be set up this year to address and move key issues forward such as recovering from the Covid-19 lockdown, the Barbican's business plan, financial models and expanding commercial income generation.
20. The proposed Finance and Risk 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;
 - 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. Based on the composition of the Finance and Risk Committees, the composition of the proposed Finance and Risk Committee is as follows:-

Chairman of the Board
Deputy Chairman of the Board
City of London Finance Committee Representative
The Chairman plus one additional representative 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.*

22. The quorum is any three Committee Members.
23. Board Members are invited to express their interest in serving on the Finance and Risk Committee of the Barbican Centre Board, which has **four** vacancies.

Nominations Committee

24. The Nominations Committee terms of reference 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.

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

26. The membership of the Nominations Committee for 2019/20 was:

- Deputy Giles Shilson (Chairman of the Board)
- Deputy Tom Sleigh (Deputy Chair of the Board)
- Simon Duckworth
- Lucy Musgrave
- Deputy Tom Hoffman
- Jenny Waldman

27. 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.*

28. 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

29. The Reference Sub-Committee terms of reference 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

30. 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.*

31. The quorum is any three Committee Members.

32. 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.

Culture Mile Working Party

33. The Terms of Reference of the Policy and Resources Committee's Culture 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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