

Committee:	Date:
Policy and Resources Committee Court of Common Council	19 November 2020 3 December 2020
Subject: Barbican Centre Board: Review of Composition and Terms of Reference	Public
Report of: Town Clerk	For Decision

Summary

In 2015, the Barbican Centre Board undertook a review of its general composition and effectiveness, in keeping with governance best practice and in view of the need to ensure a dynamic and diverse Board which could not only provide strategic leadership and challenge for the Centre and its Directors, but was also comprised of key individuals with specific skill sets who could provide more comprehensive guidance and support in important strategic areas. With over five years having elapsed since the last review and, in the wake of recent consideration of various governance issues, in September 2020 the Board considered that it was timely to consider once more the Board's arrangements and determine whether or not they remain fit for purpose, or where improvements might be achieved. This is of particular salience for the Barbican given the challenging circumstances arising from the COVID-19 outbreak, together with other emerging challenges affecting the cultural sector more generally.

Following its deliberations, the Board now wishes to progress changes to:

- its composition and, in particular, its ability to increase the external expertise available to it (by two additional individuals);
- its own rules in relation to term limits, where a lack of clarity had become apparent (applying a consistent nine-year limit on membership); and,
- a minor amendment to the Board's Terms of Reference, to reflect better the Barbican's creative learning activities and the Board's oversight thereof.

Separately, the Board has also determined to pursue the introduction of "Board placements", a scheme by which two young people will be invited to attend meetings as observers. This will increase the diversity of voices at Board meetings whilst also providing experience of non-executive roles to the next generation.

It is noted that the outcomes of Lord Lisvane's comprehensive Governance Review will also reflect on the Barbican Board's governance. The Board's proposals at this stage are intended to be complementary to any Barbican-specific recommendations that emerge from Members' wider consideration of that Review over the longer-term, facilitating the effective implementation of proposals within the context of the Barbican's current needs, whilst also taking into account best practice across the arts sector and comparator institutions.

Recommendation(s)

Members are asked to approve:

- An alteration to the composition of the Barbican Centre Board, to allow for two additional external Members (see paragraphs 5-11).
- The consistent application of a nine-year term limit across the Barbican Centre Board's membership, applying to all Members (see paragraphs 12-23).
- A clarification in respect of the Board's Terms of Reference in relation to the Barbican's creative learning activities (see paragraphs 24-30).

Main Report

Background

1. In 2015, the Barbican Centre Board reviewed its composition and considered the range of skills and expertise required to make it as effective as possible, resulting in a skills audit and various proposals being adopted, including the introduction of a role description and an increase in the number of external Members on the Board.
2. Given the time that had now elapsed and in the context of an evolving and challenging climate, it was considered timely to review again whether further amendments or improvements might be beneficial.
3. The Board was mindful of the context of the Lisvane Review and that the recommendations therein may take some time to be considered and implemented. Accordingly, the Board wishes to propose amendments that will increase the efficacy of the current arrangements whilst not precluding or cutting across anything that will emerge from that Review.
4. The proposed amendments concern the Board's composition, Terms of Reference, and terms of service.

Proposals

Composition

5. The composition of the Board allows for 20 Members, as follows:
 - 8 Common Councillors directly elected by the Court of Common Council
 - 2 Common Councillors appointed by other City of London Corporation Committees (Policy & Resources and Finance)
 - 2 ex-officio Common Councillors (the Chairs of the Board of Governors of the Guildhall School of Music & Drama and the Culture, Heritage and Libraries Committee)
 - 1 ex-officio external Member (the Chair of the Barbican Centre Trust)
 - 7 external Members appointed by the Board in light of the specialist skills and knowledge they possess.
6. The value of the external Members and the particular expertise that they bring, not just to a world-class arts centre but to any commercial enterprise, is much

valued and appreciated by the Board and the Centre. In particular, they have assisted the Barbican greatly in improving its digital offering, approach to diversity, commercial operations, and focus on Creative Learning and the youth offering across London over recent years.

7. The Board has identified that further substantive challenges have now arisen for the Barbican and the cultural sector generally, through both the COVID-19 outbreak and the UK's departure from the European Union. Both present significant operating and financial challenges and it will be vital, in the coming months and years, for the Barbican to enjoy the best strategic leadership and advice possible, to help it navigate these troubled waters. Consequently, it was felt that increasing the pool of external Members at this time would be a prudent step.
8. Whilst the Board's current size is larger than might normally be considered best practice, Members were mindful of its unusual funding and governance arrangements. As an institution of the City Corporation, rather than a distinct entity, it was felt that the Barbican benefits from having a higher than average number of Board Members, due to the requirement to ensure that the interests of the City Corporation are served whilst, at the same time, overseeing the Centre's effective operation and the provision of multi-platform pioneering artistic programmes.
9. Members were also conscious of the importance of retaining an overall majority of Common Council Members, to ensure that a controlling interest in decision-making is retained. The quorum of the Board also requires that Common Councillors be in the majority.
10. It is, therefore, proposed that the number of external Members the Board may appoint be increased from 7 to 9.
11. The current balance of the Board is 12 Common Councillors to 8 External Members (when counting the ex-officio Chair of the Barbican Centre Trust). This change would, therefore, result in a balance of 12 to 10.

Term Limits

12. During 2008/09, the Barbican Board voluntarily introduced term limits for Board Members, consistent with general governance best practice. Board Members may currently serve for a maximum of three terms of three years; however, it has become apparent that there is a lack of clarity associated with the specifics of that requirement, both in relation to breaks in service and to ex-officio or other appointees.
13. At present, the wording of the Board's constitution is such that, once a Member has completed nine years' service, they would technically be eligible to serve again after a short break (even one day, for instance). Providing for such a loophole would seem to run contrary to the spirit of the application of term limits generally, where there is either a defined period of time before one can serve again, or the possibility of future service is precluded as a rule.

14. A direct comparator is the Board of Governors of the Guildhall School of Music & Drama, where a similar nine-year limit on service exists. There, the wording of that Board's constitution prevents the possibility of repeat service, in keeping with the requirements of the Higher Education Code of Governance (where there is an express limitation on aggregate service). Clauses in relation to the use of term limits also exist within the UK Code of Corporate Governance, and consistent term limits is also accepted best practice across within the arts sector itself.
15. For instance, those arts bodies to whom Government makes public appointments (such as the Tate Gallery, British Museum, or National Gallery) comply with the Commissioner for Public Appointments' guidance on Public Appointments, which advises that "no individual should serve more than two terms or serve in any one post for more than ten years". Within this, many often apply a "two terms of four years" (i.e. 8 years' maximum) approach. Other comparator institutions are registered as charities and so comply with the Charity Commission's Charity Governance Code, which recommends a nine-year limit.
16. Related inconsistencies are apparent in relation to the three ex-officio posts and the appointments made by the Finance and Policy & Resources Committees, where the wording of the constitution is silent in respect of the application of term limits, which can lead to some confusion as to eligibility.
17. For instance, there is ambiguity as to whether the Policy & Resources Committees could appoint the same individual for multiple years, well in excess of nine, should they so wish. The Board was agreed that such opacity was not in anybody's interest.
18. In considering the matter, the Board concluded that a nine-year term limit should be strictly applied to all Members, including representatives nominated by other committees (such that, in a case where a prospective candidate for appointment by the nominating committee has already served nine years on the Barbican Centre Board, they would be ineligible for further service and another representative should be sought by the relevant committee).
19. However, in considering the uniform application of the nine-year limit, a number of Members observed that the practice of having ex-officio representation from the Board of Governors of the Guildhall School of Music & Drama and the Culture Heritage & Libraries Committee provided an important strategic link, with the preference being that such representation should be undertaken by the relevant Chair. It was noted that the likelihood of the relevant Chairs having already served 9 years on the Board was small and that, in the unlikely event of the new Chair of one of these committees being someone who had already served nine years on the Barbican Centre Board, then agreement to make an exception to the nine-year rule should be sought from the Court. This approach was consistent with a provision within the Board's existing constitution, which provides for such specific exceptions to be permitted with the Court's concurrence.
20. The Board recommends, therefore, that the nine-year service limit be applied consistently across its membership.

Terms of Reference

21. The terms of reference of the Board (set out at appendix 1) are relatively straightforward and, of themselves, appear to present no immediate cause for concern – the role of the Board is clear in terms of the provision of strategic direction, the appointment of the Managing Director, and enterprise and income-generating support.
22. However, it is notable that the importance of creative learning and education has never been greater to the Barbican. It is apparent that the Barbican will only enjoy success if it is able to appeal to a wide and diverse range of audiences: it has, therefore, a key role to play in seeding and fostering an engagement with cultural pursuits through its education and creative learning portfolio.
23. The current wording of the terms of reference specifies responsibility for *“the provision of world-class arts and learning by the Centre for the education, enlightenment and entertainment of all who visit it... [and] the provision of access to arts and learning beyond the Centre”*.
24. This is, perhaps, insufficiently explicit and there is a risk of confusion of responsibilities in relation to the role of the Education Board, whose Terms of Reference refer to oversight and monitoring of educational matters including creative learning (in consultation with relevant Boards and Committees with roles defined by their own Terms of Reference).
25. Amending the Barbican Board’s Terms of Reference to make clear that it oversees the creative and cultural learning programmes of the Barbican would, therefore, seem to be a pragmatic way of addressing any potential for conflict.
26. Whilst the Education Board undoubtedly has a role to play in monitoring and being aware of the Barbican’s creative / cultural learning activities, as part of its wider piece in relation to the Corporation’s overall educational endeavours, the Board was minded that it is clearly the Barbican Centre (and, indeed, the Guildhall School of Music & Drama, with whom the Barbican acts through a Creative Alliance) which delivers in this area: the Board considers the Creative Learning Strategy and delivery against it on an annual basis, providing strategic guidance and input to assist.
27. Inserting the words “particularly through the delivery of its creative and cultural learning programmes” to subsection 4(c) of the Terms of Reference (appendix 1) is, therefore, recommended as being beneficial in this regard.

Board Placements

28. Whilst not requiring approval to implement, the Board also wishes to bring to the Policy & Resources Committee and Court of Common Council’s attention its intentions in respect of Board Placements.
29. It is accepted that there is a lack of diversity at Board level across most sectors, and this is also true within the cultural sector. Most Boards will, perhaps understandably, wish to recruit Members with extensive experience or skills in particular fields and on other Boards, which tends to result in an inherent bias towards appointing people from particular age demographics.

30. One initiative intended to try and address this shortfall, utilised to good effect by Sadler's Wells, is the creation of Young Trustee Placements. This sees the appointment of younger people, who might not perhaps be considered for Board places in the normal way, to effectively act as non-voting observers.
31. Not only does this have the benefit of bringing a younger and more diverse voice to the Board, but it also afford the individuals invaluable experience of serving on a high-profile Board: understanding the executive and non-executive dynamic, input into strategic decision-making, and similar skills and experience at a level that it would be difficult to come by through exposure elsewhere. This will equip them to apply with confidence to other similar roles, thus assisting in the diversification of the sector at the Board-level and beyond.
32. Your Barbican Centre Board, therefore, has determined to identify and extend an invitation to two individuals to act in a Board Placement role, to increase the diversity of those who contribute at Board level. The key objective is to attract younger people, say 30 years old and under, who might bring a different perspective to discussions; use the opportunity to learn from experiences for their own career development; and go on to contribute to other organisations in the cultural sector at a senior level.
33. Candidates would undergo a selection procedure, and if successful, will be 'buddied' with a Board Member who is willing to take a mentorship role and work with the young person to get the most out of the experience and build confidence. The positions, as with Board Member roles, would be unpaid, and the Barbican would seek to use existing networks, especially those operated by Barbican/Guildhall Creative Learning, to draw up a shortlist of interested candidates.
34. In particular, the intention would be seek to identify suitable candidates from the City's Family of Academies and Schools in the first instance, as well as from the wider community of Schools with which the Barbican Centre works across London (particularly through its creative learning activities). This will have the additional benefit of helping to build and strengthen links with these bodies and other City institutions.

Conclusion

35. This report presents several potential proposals or consideration which are intended to enhance the effectiveness of the 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. Members are asked to consider the proposals set out.

Appendices

- Appendix 1 – Terms of Reference

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~~ **nine** years, which shall apply to all Members (including ex-officio).¹

2. **Quorum**

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

3. **Membership 2020/21**

- 3 (3) David Andrew Graves, Alderman
- 6 (3) Wendy Mead, O.B.E.
- 10 (1) Dr Giles Robert Evelyn Shilson, Deputy, *for one year*
- 6 (3) Tom Sleigh, Deputy
- 5 (2) Vivienne Littlechild, M.B.E., J.P.
- 2 (2) William Anthony Bowater Russell, Alderman, the Rt Hon The Lord Mayor
- 1 (1) Munsur Ali
- 1 (1) Randall Keith Anderson

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

- Stephen Bediako)
- Russ Carr)
- Zulum Elumogo) Up to ~~seven~~ **nine** non-Common Council Members
- Gerard Grech) appointed by the Board
- Lucy Musgrave)
- Jenny Waldman)
- 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, **particularly through the delivery of its creative and cultural learning programmes**; 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.

¹ *other than in specific cases approved by the Court of Common Council.*