

Committees: Barbican Centre Board Policy & Resources Committee	Date: 24 March 2021 Delegated Authority
Subject: Terms of Reference change: proposal to elect a second Deputy Chairman	Public
Which outcomes in the City Corporation's Corporate Plan does this proposal aim to impact directly?	N/A
Does this proposal require extra revenue and/or capital spending?	N
If so, how much?	N/A
What is the source of Funding?	N/A
Has this Funding Source been agreed with the Chamberlain's Department?	N/A
Report of: Town Clerk	For Decision
Report author: Leanne Murphy, Town Clerk's Department	

Summary

Pursuant to Standing Order no. 30 of the Court of Common Council, it is customary for each City Corporation committee to have a Deputy Chair who takes on the powers of the Chair in their absence. Customarily, committees have one Deputy Chair, with the notable exceptions of the Policy & Resources Committee and Audit & Risk Management Committee. It has been suggested that it might be beneficial for the Barbican Centre Board to move to having two Deputy Chairs - one to be appointed from the external Members and one from the internal elected Members - to support the Board's leadership at an exceptionally busy time. Members are asked whether they would like to consider recommending to the Policy & Resources Committee and Court of Common Council such a step.

Whilst external Members of Barbican Centre Board are currently eligible to stand as Deputy Chair, this has not happened to date as non-Court Members cannot fully fulfil the expectations of the role. Given the valued role of external Members as evidenced by the Board's recent increase from 7 to 9 external Members, it is proposed that their hard work, expertise and contribution be reflected by allowing the Barbican Centre Board to elect a second Deputy Chair from amongst its external membership.

It is noted that Lord Lisvane has undertaken a Governance Review of the City Corporation's overall arrangements, which will also reflect on the Barbican Centre Board's governance. However, the recommendations of relevance to the Board will take some time to be considered and implemented. The direction of Lisvane's recommendations advocated for more independence for the City Corporation's institutions, and the introduction of a second Deputy Chair from the external membership would be a small step in that direction.

Recommendations

It is recommended that:

- the Policy & Resources Committee be asked to recommend to the Court of Common Council the election of a second Deputy Chairman on the Barbican Centre Board from amongst its external Members;
- the terms of reference of the Board, subject to any comments, be approved for submission to the Court in April 2021 as set out in appendix 1.

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. During these discussions, a number of options were debated, and the Town Clerk was asked to prepare a paper summarising and assessing the current composition of the Board in line with these discussions. This resulted 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. The 2015 review built upon a previous review in 2008/09, where changes to the composition and the introduction of term limits had been established.
3. In 2020, the Barbican Centre Board felt a review was timely in light of an evolving and challenging climate. This resulted in a skills audit and various proposals being adopted including changes to the number of external Members, Term Limits, and reference to Creative Learning oversight.
4. In January 2021, Members have continued to consider ways in which the Board can improve its effectiveness and representation and a Board effectiveness review survey was carried out. On 17 February 2021, an informal Barbican Centre Board session was held to allow Members the opportunity to discuss the outcomes of this survey, consider potential new ways of working and ensure best practice and governance for the future. It was agreed that whilst a number of recommendations of relevance were being considered through the Lisvane Review, these would take time to implement and this should not prevent them from self-reflecting and improving where possible.
5. On 8 March 2021, Members of the Nominations Committee discussed the possibility of introducing a second Deputy Chair to the Barbican Centre Board in a similar fashion to the Audit and Risk Management Committee whereby one Deputy Chair would be an elected Councillor and the other would be an external Member. This new co-Deputy Chair approach would assist the Chair during this significant period of change and provide support for the Centre including its reopening following the third national lockdown, implementation of the new Business Model, recovery after COVID, ongoing diversity and inclusion considerations, and the City Corporation's recent commitment to renewal of the Barbican estate. It was recommended that this new role be trialled for a year and reviewed.

6. At its March 2021 meeting, the Policy & Resources Committee (in view of its overall responsibility for governance matters) was advised that the Board would be considering this proposal at its next meeting. Members agreed to delegate authority to consider the final recommendations depending on the outcome of the Board's deliberations, thereby facilitating timely submission of the amendment to the Court of Common Council in April through the "White Paper" process.

Current Position

7. The Board is currently comprised of 20 Members, including 9 external Members (three recommendations by the Nominations Committee on 24 March 2021 are subject to approval) appointed by the Board in light of the specialist skills and knowledge they possess. 10 Members are directly elected by the Court of Common Council (or appointed by other City of London Corporation Committees) from amongst its membership, with a further 3 individuals serving on the Board in an ex-officio capacity, to provide important links with the City's other cultural activities and the Barbican Centre Trust (the Chairs of the Board of Governors of the Guildhall School of Music and Drama and the Culture Heritage and Libraries Committee, and the Chair of the Barbican Centre Trust). A further external individual will be co-opted onto the Board on 24 March 2021 (subject to approval) as a Board Placement/Observer in line with the Board's desire to increase its diversity and decrease its average age.
8. Following adoption of the constitution changes approved through the 2020 review, the Board has an almost equal balance in the number of elected Councillors and external Members. In accordance with the provisions of the Local Government and Housing Act 1989, external Members of this Board also have voting rights which is unique in comparison with other City Corporation Boards and Committees.
9. Whilst the Terms of Reference prohibit an external Member from becoming Chair, it does not prohibit them from becoming Deputy Chair. It is widely accepted that a Deputy Chair will not only chair a meeting in the absence of the Chair, but also represent the Board at the Court of Common Council and eventually succeed the Chair when their term comes to an end. However, as non-Court Members (i.e. Members that are not elected) are unable to address the Court of Common Council or become the Chair, the current status quo ultimately prevents external Members from realistically taking on the Deputy Chair role.

Proposal

10. Through having two Deputy Chair positions (one Common Council and one External), the ordinary requirements of Standing Order 30 would be achieved in providing a statutory Deputy Chair who can stand in for the Chair in their absence (including at meetings of the Court of Common Council), whilst also learning the skills and knowledge to equip them to potentially succeed to the role (subject to election). In addition, a meaningful opportunity would be provided for External Members to have a greater stake in the Board's operations through this key role, with a stronger voice in decision-making which will help to hard-wire more effective collaboration with externals. This would mitigate against any risk of the emergence of an adversarial internal / external dynamic by helping to ensure all Members of the Board feel they have an equal voice.

11. As the Terms of Reference prohibit an external Member from becoming Chair of the Board, the Common Council Deputy Chair would need to take precedence as the statutory Deputy Chair who would take the chair in the Chair's absence at the Board and Court, and would become the Chair in the event of a resignation.

Period of Change / Workload

12. The key justification for a second Deputy Chair is that it would provide additional support for the Board Chair and Barbican Management Team at an exceptionally busy and important time for the Centre. In the last year, there has been significant change in personnel at the Trust, Board and Management level and strong leadership will be crucial in the next few years.
13. The Board has identified a number of areas of critical importance which have emerged in recent years and expanded its range of skillsets for a high-performing Board to a world-class arts centre. A lot of work is now being conducted through new working groups, e.g. the Anti-Racism Reflect & Initiate Group, and an additional Deputy Chair to help support areas of this work and chair meetings would support these initiatives.
14. In addition, huge priorities including the rebuilding and implementation of a new Business Model and financial workstreams, recovery from the global pandemic, Brexit, the Barbican renewal project, improving the digital offer, addressing the lack of diversity within the cultural sector and delivering the City Corporation's climate action goals signifies a significant period of change and "building back better" for the Barbican, but are in conjunction with an already significant workload.
15. This presents significant operating and financial challenges, and it will be vital, in the short, medium and long-term, for the Barbican to have the best strategic leadership and expertise possible to help it navigate these testing times. The support of an additional Deputy Chair would therefore be hugely beneficial as it would recognise the unique split of Councillors and external Members and ensure best use of the talent and expertise on the Board.

Conclusion

16. Members of the Barbican Centre Board are asked to consider the election of a second Deputy Chairman from amongst its external Members which is intended to enhance the effectiveness of the Board by allowing for additional expertise, support and strategic leadership at a time of significant change and work.

Appendices

- Appendix 1 – Terms of Reference with proposed amendment

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Appendix 1

RUSSELL, Mayor	RESOLVED: That the Court of Common Council holden in the Guildhall of the City of London on Thursday 15 th April 2021, doth hereby appoint the following Committee until the first meeting of the Court in April, 2021.
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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.

The Board shall also elect a second Deputy Chairman, appointed from the External Membership of the Board.

There is a maximum service limit of 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 nine non-Common Council Members appointed by
Gerard Grech)	the Board
Lucy Musgrave)	
Jenny Waldman)	
Vacancy)	
Vacancy)	
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.*