

Committees: Barbican Centre Board	Date: 19 May 2021
Subject: Appointment of Sub-Committees 2021/22	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

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 and Risk Committee of the Barbican Centre Board
- Nominations Committee of the Barbican Centre Board

However, a revision to the Terms of Reference of the current Finance and Risk Committee is being proposed to delegate more financial matters for decision to this Committee. It is also proposed that the remit of the Nominations Committee be expanded, and the name changed to the Nominations, Effectiveness and Inclusion Committee. If the recommendations of the Board Effectiveness and Governance report (Item 4 of this agenda) are approved, the Board will be asked to make decisions based on the new agreed revisions (paras 13-23). If the recommendations are not approved, the original Terms of Reference and Composition of the Sub Committees will stand (paras 2-12).

In addition, the Chair 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.

Recommendations:

Members are asked to (subject to approval of the recommendations of the Board Effectiveness and Governance report):

- Approve the Terms of Reference of the Board's Sub-Committees;
- Approve the Composition of the Board's Sub-Committees;
- Agree the Chair is to continue representing the Board on the Culture Mile Working Party; and
- Appoint the Membership to the Sub-Committees 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 and Risk Committee of the Barbican Centre Board

2. In July 2020, the Finance and Risk Committees were merged to form the Finance and Risk Committee due to a huge overlap in topics and issues at meetings and the almost identical membership. This merger was also considered to be in line with the City Corporation's move to reduce the high number of Committees.
3. The current 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.
4. The membership of the Finance and Risk Committee for 2020/21 was:
 - Deputy Tom Sleigh *(Chairman of the Board)*
 - Deputy Giles Shilson *(Deputy Chairman of the Board)*
 - Jeremy Mayhew *(CoL Finance Committee representative)*
 - Emma Kane *(Chairman of the Barbican Centre Trust)*
 - Alasdair Nisbett *(Barbican Centre Trust representative)*
 - Randall Anderson
 - Russ Carr
 - Deputy Wendy Hyde

5. The composition of the 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.*

6. The quorum is any three Committee Members.
7. In the event that the recommendations of the Board Effectiveness and Governance report are not approved, 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.

Current Nominations Committee of the Barbican Centre Board

8. 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.
9. The Committee has advisory powers only and will make recommendations to the Board.
10. The membership of the Nominations Committee for 2020/2021 was:
 - Deputy Giles Shilson *(Chairman of the Board)*
 - Deputy Tom Sleigh *(Deputy Chair of the Board)*
 - Tijs Broeke
 - Lucy Musgrave
 - Jenny Waldman

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. In the event that the recommendations of the Board Effectiveness and Governance report are not approved, 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).

Revised Terms of Reference for the Finance & Risk Committee of the Barbican Centre Board

13. Despite the current Terms of Reference for the Finance & Risk Committee already providing delegated powers to act on the Board's behalf, it has not traditionally used these powers. By reinforcing these powers and allowing the Finance & Risk Committee to make decisions relating to financial and premises matters, this would ease up the Board's time at meetings for more strategic considerations.

14. The revised 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 premises matters with delegated power to act;
- To review any matters that may affect the finances of the Barbican Centre, reporting to the Board if the annual revenue is expected to vary by +/- 10% or the agreed annual funding in-year from the Corporation is expected to vary by +/- £1 million;
- To consider corrective measures proposed by Barbican Centre management to address significant budget or forecast variances;
- To review risk management and periodically reassess the adequacy of internal controls and financial best practices;
- To review the Barbican Centre's Risk Register every six months, and make recommendations to the Barbican Board.

15. Based on the composition of the current Finance and Risk Committee, the composition of the revised Finance and Risk Committee is as follows:-

Chair of the Board
Statutory Deputy Chair of the Board
City of London Finance Committee Representative
City of London Policy & Resources Committee Representative
Barbican Centre Trust Representative
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.*

16. The quorum is any three Committee Members.

17. It is recommended that this Committee be chaired by the Statutory Deputy Chair of the Board. The Risk Committee was customarily chaired by the Deputy Chair of the Board prior to its merger with the Finance Committee and it is recommended that this arrangement be resumed.

18. In the event that the recommendations of the Board Effectiveness and Governance report are approved, 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.

Proposed Nominations, Effectiveness and Inclusion Committee

19. The Nominations, Effectiveness and Inclusion Committee terms of reference are as follows:-

- To make recommendations to the Board on the appointment of all external Members to the Board and on the most appropriate way to recruit new external Members with the required skills, diverse perspectives and personal characteristics;

- To undertake periodic evaluations of the performance of the Board collectively and of individual Members as appropriate, to inform the ongoing work of the Board and guide Members' decisions on whether to seek reappointment or re-election;
 - To advise and comment on the performance and development of the senior Directors of the Barbican Centre, by providing structured input into the formal appraisal processes, and offer advice and comment in respect of arrangements for succession planning of senior Directors including acting on behalf of the Board in relation to its functions concerning the appointment of a Managing Director;
 - To review and monitor Barbican Centre strategic HR matters, including diversity & inclusion, workforce mix, and organisational culture, to make representations to the relevant committees on any material implementation challenges.
20. Based on the composition of the Nominations Committee, the composition of the proposed Nominations, Effectiveness and Inclusion Committee is as follows:-

Chair of the Board
 Non-Statutory Deputy Chair of the Board
Up to five other Board Members*

**At least two elected Members must sit on this Committee and City of London Members must be in the majority.*

21. The quorum is any three Committee Members.
22. It is recommended that this Committee be chaired by Chair of the Board, as is customary, but with support provided by the non-Statutory Deputy Chair.
23. In the event that the recommendations of the Board Effectiveness and Governance report are approved, Board Members are invited to express their interest in serving on the Nominations, Effectiveness and Inclusion Committee, which has **five** vacancies.

Culture Mile Working Party

24. 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.

Leanne Murphy

Committee and Member Services Officer, Town Clerk's Department

T: 020 7332 3008

E: leanne.murphy@cityoflondon.gov.uk