

<b>Committee:</b> Bridge House Estates Board	<b>Date:</b> 15 November 2022
<b>Subject:</b> Governance Arrangements – Co-opted Members	<b>Public</b>
<b>Which outcomes in the <i>BHE Bridging London 2020 – 2045 Strategy</i> does this proposal aim to support?</b>	1, 2 and 3
<b>Report of:</b> David Farnsworth, Managing Director of BHE	<b>For Decision</b>
<b>Report Author:</b> Joseph Anstee, BHE Governance Officer	

### Summary

At the BHE Board Strategic Away Half-Day, the Board discussed the provision and prospective recruitment of Co-opted Members of the Board and its Committees ahead of the 2023/24 civic year. This report seeks formal approval to undertake a recruitment exercise with a view to appointing up to two Co-opted Members to the Grants Committee of the BHE Board, pending the reconstitution of the Committee for the next civic year. Furthermore, the Board is asked to confirm its intention as to whether to seek to recruit up to two Co-opted Members to the prospective Investment Committee of the BHE Board, and as to whether to seek to recruit up to two Co-opted Members to recommend to the Court of Common Council for appointment to the BHE Board.

### Recommendations

It is recommended that the Bridge House Estates Board, in the discharge of functions for the City Corporation as Trustee of Bridge House Estates (charity no. 1035628) and solely in the charity's best interests:

- a) Authorise a recruitment exercise for up to two Co-opted Members of the Grants Committee of the BHE Board, to be appointed for a term of up to four years;
- b) Note the indicative timeline for recruitment of the Grants Committee co-opted Members set out in paragraph 6, with shortlisting and interviews intended to take place in March 2023;
- c) Authorise a recruitment exercise for up to two Co-opted Members of the BHE Board, to be recommended to the Court of Common Council for approval; and,
- d) Delegate authority to the Managing Director of BHE, in consultation with the Chair and Deputy Chair, to agree an appropriate advertisement, role description and person specification for each position.

### Main Report

#### Background

1. As set out in the BHE Board's Terms of Reference, the Board's constitution provides for up to two external Co-opted Members, appointed by the Court of Common Council on the recommendation of the Board (with full voting rights, recruited by the Board in accordance with the Protocol for Co-opted Members approved by the Court). The Board is also empowered to directly appoint Co-opted Members to Committees of the Board, in accordance with the same protocol.

## Proposals

2. At the BHE Board's Strategic Away Half-Day on 24 October, the Board discussed Co-opted Members as part of a wider review of governance arrangements. It was recommended that consideration be given to the provision of Co-opted Members, principally on the Grants Committee, which had two existing co-optees with terms expiring in 2023, but also for the BHE Board and prospective BHE Investment Committee, support for which had been given at the Strategic Away Half-Day.
3. Consultation with Members and Officers has indicated that having Co-opted Members on the Grants Committee is felt to have added significant value and that this provision should be retained. Approval is therefore sought to undertake recruitment in the New Year, along the lines of the process and timeline indicated below.

### Indicative Process and Timeline for Grants Committee Co-opted Members

4. The terms of the current Co-opted Members of the Grants Committee are scheduled to expire in April and October 2023 respectively. To ensure a smooth transition, it is recommended that appointments be considered at the 27 March 2023 BHE Board meeting, ahead of the 2023/24 civic year, and noting that in the interests of staggering terms, appointments would take effect from April 2023 and October 2023 respectively.
5. In accordance with the Protocol, applications can be invited, in addition to submission via open advertisement, and the current Co-opted Members will be eligible to apply for reappointment.
6. It is proposed that the process be managed as follows:
  - a. By Weds 11 January 2023 – Advertisement and Role Description/Person Specification to be agreed and signed off for submission to advertising publications and circulation to partner organisations and networks.
  - b. 16 January - 17 February 2023 – Application Period
  - c. W/C Monday 20 February 2023 – Shortlisting
  - d. W/C Monday 6 March 2023 - Interviews
  - e. Friday 17 March 2023 – Latest date available for the interview panel to agree its recommendation(s) in time for CVs to be included in the 27 March 2023 BHE Board pack to consider/approve the recommended candidate(s).
7. The BHE Board are invited to provide feedback on the process and timelines, as well as to suggest organisations or publications to whom it would be useful to circulate the advertisement. During the recruitment of Co-opted Members to the former City Bridge Trust Committee, in addition to the City Corporation website, the advert was circulated to a range of networks, including The Guardian, Association of Charitable Foundations, London Funders, REACH, Association of Chief Executives of Voluntary Organisations (ACEVO), National Council of Voluntary Organisations (NCVO), Race on the Agenda, Voice4Change, Runnymede Trust, Inclusion London, Consortium, GLA, London Councils, and the Barbican and Golden Lane Estates.

## Investment Committee of the BHE Board

8. The provision of Co-opted Members on the prospective Investment Committee of the BHE Board was also discussed at the Board's Strategic Away Half-Day, with it being felt that the Committee's constitution should include provision for up to two co-optees, in line with the Grants Committee. Whilst there is investment expertise within the existing Board membership, it was suggested that Co-opted Members could add value with charity investment expertise. Having indicated an interest in adding Co-opted Members, draft terms of reference for the Investment Committee will be brought forward to the February 2023 Board meeting, at which point confirmation for recruiting Co-opted Members to that prospective Committee will be sought.

## BHE Board

9. Additionally, the prospect of recruiting Co-opted Members to the BHE Board was also considered. It was suggested that Co-opted Members could add value with expertise on bridge engineering or tourism, which were areas of less expertise within the existing Board membership. This is corroborated by the most recent Skills Audit undertaken for the Board in January 2022, wherein these areas scored lowest for experience amongst the Board membership: (ranked from 1-4, with 1 being least experienced and 4 being highly experienced) Bridge engineering (average score 1.43); Domestic and international tourism, education, retail and events (average score 1.86); and environmentally aware grant making (average score 2.14). It was noted that workstreams in the pipeline relevant to these areas were likely to be progressed during the next civic year.
10. The BHE Board felt that the provision for up to two Co-opted Members should at least be retained, and that the Board could seek to recruit one or two Co-opted Members with expertise in bridge engineering and/or tourism for the next civic year. Having indicated an interest in appointing Co-opted Members, the Board is asked to confirm its intention to seek Co-opted Members for the BHE Board, to be recommended to the Court of Common Council for appointment.

## **Conclusion**

11. Having considered the matter informally, the Board is invited to agree arrangements for the appointment of Co-opted Members for the BHE Board and its Committees for the next civic year and beyond, to enhance the skills, knowledge and experience of the BHE Board and Committees, in the best interests of the charity.

## **Appendices**

- Appendix 1 – Protocol for Co-option to the BHE Board and Committees

## **Joseph Anstee**

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