

## Report – Barbican Centre Board

### Report of Urgent Action Taken: Barbican Centre Trust Articles of Association

*To be presented on Thursday, 8 December 2022*

*To the Right Honourable The Lord Mayor, Aldermen and Commons  
of the City of London in Common Council assembled.*

#### **SUMMARY OF ACTION TAKEN**

1. The Barbican Centre Trust (“the Trust”) was established by the Court of Common Council in 1985 as a company limited by guarantee, and a registered charity (no 294282), to support fundraising for the Barbican Centre.
2. Whilst the Trust is an entity independent from the City Corporation, there are a number of *ex-officio* positions on the Trust’s Board for City Corporation representatives (including the Chairman of the Barbican Centre Board and the Managing Director of the Barbican Centre). The Trust also works closely with, and receives support services from, the Barbican Centre in order to achieve common objectives.
3. A 1996 report of the Barbican Centre Committee to the Court of Common Council regularised the City Corporation’s internal governance arrangements with regard to the aforementioned *ex-officio* appointments, with the Court resolving that these decisions should be the subject of a recommendation from the Barbican Centre Committee (now Board) to the Court.
4. The Chair of the Trust wrote formally to the Town Clerk in September 2022 to consult on a number of proposed changes to its Articles of Association, which it was seeking to implement at its Annual General Meeting (AGM) on 22 November 2022. The substantial changes were updates to the Trust’s charitable objects and its trustee benefit provisions, and to provide the City Corporation with a further *ex-officio* appointment, with the aim modernising the articles to support greater efficiency in the Trust’s administration.
5. The Trust is required to notify any agreed changes from its AGM to Companies House and the Charity Commission. The Comptroller and City Solicitor’s Department advised that that the Charity Commission would, in approving regulated changes, have regard to the views of the City Corporation, given the relationship mentioned above.

6. The Barbican Centre Board received a report on the proposed changes at its meeting on 16 November 2022 and, having considered the proposals, agreed to recommend that the Court endorse the requested changes.
7. As the next formal meeting of the Court was not until 8 December 2022, approval under urgency procedures was requested in order to allow for a response to be provided in advance of the Trust's AGM.
8. The Court of Common Council subsequently approved, under urgency procedures, the endorsement of the proposed changes to the Barbican Centre Trust's charitable objects, trustee benefit provisions, and the City Corporation's *ex-officio* appointments to the Trust's Board of Trustees as follows –
  - the Chair for the time being of the Barbican Centre Board, or another Member of that Board nominated by the Chair;
  - the Chief Executive Officer for the time being of the Barbican Centre;
  - the Deputy Chairman of the Barbican Centre Board.
9. The Court of Common Council also authorised the Town Clerk to provide a written response to the Trust confirming its decision.

## **RECOMMENDATION**

10. We **recommend** that the action taken be noted.

All of which we submit to the judgement of this Honourable Court.

DATED this 21<sup>st</sup> November 2022.

SIGNED on behalf of the Board.

**Tom Sleigh**  
Chair, Barbican Centre Board