

Committees: Barbican Centre Board	Date: 17 May 2023
Subject: Appointment of Sub-Committees 2023/24	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: Ben Dunleavy, 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.

Recommendations:

Members are asked to:

- Approve the Terms of Reference of the Board's Sub-Committees;
- Approve the Composition of the Board's Sub-Committees;
- 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 and appendices sets out the details of each of those Sub-Committees.
2. In July 2020, the Finance and Risk Committees were merged to form the Finance and Risk Committee due to the overlap in topics and issues at meetings and an 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. The Committees terms of reference were changed in May 2021 to reinforce its delegated powers to act on the Board's behalf.
3. The Nominations Committee was renamed the Nominations, Effectiveness and Inclusion Committee in May 2021, and its remit revised to help it oversee Board effectiveness, EDI matters and strategic HR issues. The terms of reference were further amended in May 2022 to give the Committee oversight of Arts Council England funding arrangements.

Current position

4. Several changes to Standing Order 27 were agreed at the Court meeting in April 2023, with the aim of bringing a greater consistency of approach across sub-committees. The first change, to Standing Order 27.2, clarifies the appointment of the Chairs and Deputy Chairs of sub-committees, so that the roles fall by default to the Chair and Deputy Chair of the appointing Committee, or their nominee, subject to the wider support of the Committee. The Board has already been practicing this for the Finance and Risk Committee, with Tijs Broeke serving as the Chair's nominee as Chair of the Committee for 2022/23.
5. The second change is an addition which created Standing Order 27.3 This addition states that 'the proposed composition of Sub-Committees shall not be increased solely to avoid a ballot for contested vacancies without the consent of the appointing Committee'.

Finance and Risk Committee of the Barbican Centre Board

6. The 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 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 annual funding requirement from the Corporation is expected to vary by +/- £1 million
 - To consider corrective measures proposed by Barbican Centre management to address material budget variances;
 - To review risk management and consider periodic assessment of the adequacy of internal controls and financial best practices; and

- To review the Barbican Centre's Risk Register every six months, and make recommendations to the Barbican Board.
7. The Finance Committee's representative on the Board used to be a Member on the Finance and Risk Committee. However, as this position was removed as part of the 2022/23 terms of reference review, the position has also been removed from the Committee.
 8. The composition of the Finance and Risk Committee is thus as follows:-
Chair of the Board (Chair)
Deputy Chairman of the Board (Deputy Chair)
The Chair 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. The quorum is any three Committee Members.*

9. The membership for 2022/23 was as follows:
 - Tijs Broeke (Chair, as Board Chair's nominee)
 - Tom Sleight (Deputy Chair)
 - Alderman Sir William Russell
 - Randall Anderson
 - Ann Holmes (Finance Committee representative)
10. Board Members are invited to express their interest in filling the **four** vacancies on the Finance and Risk Committee of the Barbican Centre Board. In accordance with Standing Order 27.3 as outlined in paragraph 5.

Nominations, Effectiveness & Inclusion Committee of the Barbican Centre Board

11. The Nominations, Effectiveness & Inclusion (NEI) 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.

- To oversee and monitor ACE extension year activity, as well as embedding the Investment Principles and agreed targets and success measures (KPIs)
12. The Committee has advisory powers only and will make recommendations to the Board.
 13. The composition of the NEI Committee is currently as follows:-
Chair of the Board (Chair)
Deputy Chair of the Board (Deputy Chair)
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.*
 14. The Board has previously seen fit to appoint additional External Members to this Committee; the requirement is one set by the Board and not by the Court, and it is accordingly within the Board's power to alter the composition. However, for the sake of clarity, and as the Committee has an advisory role and City of London Members must be in the majority at Board meetings to decide on the relevant recommendations from the Committee, Members may feel it is appropriate to remove the initial requirement for City of London Members to be on the majority altogether.
 15. The membership of the NEI Committee for 2022/23 was as follows:
 - Deputy Tom Sleigh (Chair)
 - Tobi-Ruth Adebuken (Deputy Chair)
 - Randall Anderson
 - Stephen Bediako
 - Deputy Edward Lord
 - Mark Page
 - Jens Riegelsberger
 - Jane Roscoe

Conclusion

16. Members are invited to consider the composition and terms of reference for the Board's sub-committees.

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