

<b>Committee(s):</b> Barbican Centre Board	<b>Date:</b> 25 <sup>th</sup> September 2024
<b>Subject:</b> Barbican Centre Board: Review of Governance Arrangements	<b>Public</b>
<b>Which outcomes in the City Corporation's Corporate Plan does this proposal aim to impact directly?</b>	Providing Excellent Services
<b>Does this proposal require extra revenue and/or capital spending?</b>	No
<b>If so, how much?</b>	N/A
<b>What is the source of Funding?</b>	N/A
<b>Has this Funding Source been agreed with the Chamberlain's Department?</b>	N/A
<b>Report of:</b> Town Clerk, and Interim CEO, Barbican Centre	<b>For Decision</b>
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### Summary

In 2021, the Barbican Centre Board undertook a review of its governance arrangements in the wake of the City Corporation's wider Lisvane Governance Review.

With three years since the last review, and, in consideration of the significant challenges the Barbican Centre currently faces, including and certainly not limited to the works under the Barbican Renewal project, it is timely to consider once more the Board's arrangements and determine whether or not they remain fit for purpose, or where improvements might be achieved.

The purpose of this report, therefore, sets out considerations in respect of: the Board's cadence; a re-focusing of reporting into the Board, and the delegations to, and empowerment of, the Barbican Centre Board's sub committees; a proposal for communications and engagement with Board Members from the Barbican Centre; and, lastly, a proposal for a suggested approach to the governance surrounding the Barbican Renewal project (subject to future reports considering this final matter).

### Recommendation(s)

Members of the Barbican Centre Board are asked:

- To agree to the reduction of meetings of the Barbican Centre Board and its Sub-Committees to four times each per year.
- To agree to undertake an annual Board and Committee skills and diversity audit to support good governance.
- To agree to the re-focusing of reporting to the Board, and empowerment of the pre-existing delegations to the Sub-Committees.

- To endorse the approach to communications and engagement with Board Members from the Barbican Centre.
- To endorse the review of Board, Committee and Trust role descriptions and the development of a refreshed induction and training/development offer to all Board and Committee Members (aligning with the work in this area being undertaken more widely across the City of London Corporation).
- To endorse officers continuing to explore the suggested approach to the governance of Barbican Renewal, subject to future reports on the finalised proposals.

## **Main Report**

### **Background**

1. At its meeting in May 2024, the Barbican Centre Board agreed to the principle of exploring the reduction of the number of meetings held per year, from six, to quarterly (i.e. four meetings per year).
2. The Town Clerk's Department were tasked with reviewing the governance arrangements of the Barbican Centre Board and the Board's Sub-Committees to ascertain both their current effectiveness and to propose improvements for the future. This was considered timely, as;
  - the last review of governance arrangements was undertaken in 2021 in the wake of the City Corporation's wider Lisvane Governance Review; and
  - the Barbican Centre is facing significant challenges and increased workload, from delivering an expanded and successful arts programme, to undertaking the once-in-a-generation portfolio of works to renew the Barbican Centre's buildings and infrastructure under Barbican Renewal.

### **Current Position**

#### ***Cadance***

3. The Barbican Centre Board currently meets six times a year.
4. The primary driver behind this review has been the expressed preference from both Board Members and the executive team at the Barbican Centre to reduce the cadence of Board meetings in order to improve efficiency, focus Board agendas on strategic business (with a consequent empowerment of the Board's Sub-Committees, further on this below), and, to provide the Barbican team with additional capacity to deal with significant changes and increased workload that the Centre continues to face, from delivering an expanded and successful arts programme to undertaking the once-in-a-generation portfolio of works to renew the Barbican Centre's buildings and infrastructure.
5. It should be noted that it takes significant resource and time to undertake a meeting of the Barbican Centre Board, or one of its Sub-Committees. This includes the production of reports, the creation and distribution of the agenda, and the writing of minutes. This involves multiple officers. The meetings themselves involve a considerable time commitment of Board/Committee

Members and the executive, and it is prudent to consider whether this is the most effective use of resource in support of the Centre. Unlike comparative institutions across the sector, the Barbican Centre faces a unique challenge from the City Corporation being its founder and principal funder, utilising the City Fund (i.e., local authority funds). Consequently, the Board and its Sub-Committees adheres to the legislation set out in the Local Government Act 1972. This includes the publication of an agenda five clear working days in advance of the meeting, which increases the pressure upon report production and submission. It also requires meetings to be held in public unless the agenda item is justifiably non-public in its nature – this requires a split agenda.

6. It is, therefore, proposed to reduce the number of meetings of the Barbican Centre Board from six meetings per year, to quarterly. This is in order to support the challenges and workload currently experienced by the Barbican Centre.
7. To seek assurances to concerns that a reduction in the number of meetings might have unintended consequences, such as diminishing the ability for Board Members to scrutinise the work of officers and carry out their duties as custodians of the Centre, it is proposed that this be mitigated by re-focusing the content received by the Board and through more effective use of its focused sub-committees, removing duplication of process.
8. It is proposed to provide a more thematic approach to meetings of the Board (supplemented by away days, training/development sessions, referred to in paragraph 9), with meetings having a particular area of strategic focus for scrutiny by members of the Board. Practically, this would consist of evaluating what reports are received at the Board. This would allow for greater strategic leadership.
9. It is further proposed to enable greater strategic focus and good governance that the formal Board meetings should be complimented by at least one away day per year and training or development sessions (where possible these training or development sessions to be held before a Board meeting to support efficient use of Members' time).

### ***Skills and Diversity Audit***

10. Further, it is proposed to commit to a skills and diversity audit of the Barbican Centre Board's Members, inclusive of its Committees. Under its current Terms of Reference, the People, Culture & Inclusion Committee of the Barbican Centre Board may '...undertake periodic evaluations of the performance of the Board collectively and of individual Members as appropriate'. This last occurred in 2021 but has yet to be reinstated post-COVID; it is self-evident that improved assessment will provide for greater opportunity to tailor training and development offerings, as well as to inform prospective recruitment.
11. A diversity audit shall assist in better understanding how to be more inclusive with the Board's membership. It is proposed to commit to undertaking this skills and diversity audit annually, becoming part of 'business as usual' work of the Committee following its Terms of Reference.

12. This commitment not only enhances the empowerment of the Sub Committees (further on this below), but it shall also highlight the advantageous existing and knowledge of current (and future) Board members, and compliment and support the work of the executive, especially given upcoming significant work inclusive of Barbican Renewal.

### ***Induction and Training***

13. This report also seeks the endorsement for a review of the Board, Committee and Trust role descriptions and the development of a refreshed induction and training and development offer to all Board and Committee Members.

14. It should be acknowledged that work in this area is being undertaken more widely across the City of London Corporation, and therefore the induction and training offer is not intended to supplant this work; rather, it is intended to support it. For instance, it would enhance Board members' understanding of the relationship between the City Corporation and the Barbican Centre, and understanding this relationship would allow for a greater strategic leadership from the Board Members.

### ***Barbican Centre Board's Sub-Committees***

15. The Barbican Centre Board currently has two sub-committees which report into the Board: Finance & Risk Committee of the Barbican Centre Board and People, Culture & Inclusion Committee of the Barbican Centre Board. The terms of reference for these Sub Committees can be found at Appendix 1. These also currently meet six times a year. It should also be noted that consideration of a third sub-committee building on the work of the Renewal Working-Group is under consideration (see below); and that the Barbican Trust (a registered charity and outside the Local Government Act, instead governed by charity law and the regulation of the Charity Commission) supports the development work of the organisation.

16. The proposal to reduce the number of meetings from six to quarterly would also be extended to the two Sub-Committees.

17. To support the proposal to re-focus the reports received at the Board to have a more strategic angle, it is proposed to empower the pre-existing delegations already in place under the Sub-Committee's terms of reference (see Appendix 1), and to reduce the duplication occurring across the committees. Currently, since the beginning of 2023 to present (totalling 100 reports), the ratio of decision and information reports received at the Board is broken down in the table below:

<b>Types of Report received at the Barbican Centre Board</b>	
<b>Decision</b>	<b>Information</b>
46%	54%

Of the total number reports, 39 had also been received at a Sub-Committee. Of these reports, just 7 had been required to be received by both a Sub-Committee and the Board for decision. The remainder (32 reports) had been received at the Board for information only. Just 8 of these 32 reports had sought a decision from

the relevant Sub-Committee and was then received by the Board for information. This is illustrated in the table below:

<b>Type of Report received by both the Barbican Centre Board and the relevant Sub-Committee</b>	
Report received by both the Sub-Committee and the Board For Decision	7
Report received by the relevant Sub-Committee For Decision, and the Board For Information	8
Report received by both the Sub-Committee and the Board For Information	24

18. This is evidence of the large amount of duplication that is currently taking place at the Board and its Sub Committees, if 39 out of 100 recent reports are received twice within a given timeframe, and 24 were duplicate information reports. By reducing the duplication of reports, there is an opportunity to support efficient use of Board Members' time. Linking with the enhanced offer of away days, training, development, induction, and skills and diversity audit, it would support promoting a more strategic approach at Board meetings. Further, the Sub-Committees may take full advantage of annual skills and diversity audit to ensure those Board Members with specific skills can focus on matters relevant to the Sub-Committee, promoting better scrutiny and governance of the Barbican Centre.
19. There are certain reports, which, when the further approval of the Court of Common Council is required, would currently still require the Board to approve and sign-off, so retaining some modest element of duplication. However, it is anticipated that this impact would be minimal upon the re-focused purpose of the Board, evidenced by the fact that just 7 reports since the beginning of 2023 to present had required to seek a decision from both the Sub-Committee and the Board. In the event that this is considered excessively onerous, it would also be possible to either create a standing delegated authority arrangement to expedite approvals and remove repeat items from formal Board agenda, or to seek the consent of the Court for the Sub-Committee to submit reports directly (i.e., without coming via the Board) pursuant to Standing Order No. 9.
20. It is by no means proposed that Members of the Board shall not be sighted on the work of its Sub-Committees. It is proposed that the agendas and minutes for the Sub-Committees shall be shared with all Members of the Board via email, whether or not they are also a member of Sub-Committee.
21. Under Standing Order 35, City Corporation Members are entitled to attend meetings of Committees and Sub-Committees of which they are not Members; and are therefore encouraged to attend the Sub-Committee to maintain an overview of the work of the Board and its Sub-Committees. Likewise, External Members are encouraged to attend meetings of the Board's Sub-Committees if there is an item on the agenda of particular interest.

22. Therefore, is it proposed to empower the delegations already in existence for the Sub-Committees and reduce the duplication to support strategic leadership and a high-level focus across the Board.

### ***Barbican Renewal***

23. Consideration has also been given to appropriate arrangements in respect of the delivery of the Barbican Renewal Programme, in the event that the Court of Common Council supports the proposals, including the Barbican Centre Board's oversight of project delivery, and allocates an associated budget envelope.

24. For a programme of this magnitude utilising the Board's understanding of the complexities of running a major arts centre and comprehensive artistic programme, together with the implications thereof in terms of decision-making in relation to project management, will be crucial. Agility and pace, balanced with robust Member oversight and support, is an integral element of any approach.

25. Options under exploration include the potential to establish a dedicated working group to support an SRO, using learning derived from the Barking Reach Group example utilised during the Markets Co-Location Programme, as well as an enhanced system of embedded decision making by correspondence utilising delegated authority and weekly decision points, to ensure absolute clarity and consistency to project managers and Members as decision makers.

26. Whilst it would be precipitate to expound further on proposals at this point in time, Members are asked to note that formal proposals, together with appropriate resource considerations, are under active review and will be presented for determination should the proposals for the Renewal Programme be approved.

### ***Communications and Engagement with Board Members***

27. It is proposed to move to a more agile approach with regards to communications and engagement with Board Members. Currently, Board members receive, via email, a short roundup of current or updates to events at the Barbican Centre. It is proposed to build upon this model to gain an opportunity for engagement and transform this into a fortnightly newsletter from the CEO or executive at the Barbican Centre to members of the Board. This would allow for agile communications with the executive and highlight areas of strategic importance.

28. This engagement approach would complement the away days, and training or development sessions referenced earlier in this report, to support the renewed strategic approach of the Barbican Centre Board, including the efficient use of Members time.

29. This could further link with the exploration of proposals for Barbican Renewal, to allow and support agile communications and to keep Board Members up to date, as much as would be practicable, with progress on Barbican Renewal.

## Options

30. **Option 1.** That all the proposals described above are taken forward.

Members agree to the proposals as listed in the report, including: the reduction of meetings of the Board and its Sub-Committees; to commit to an annual skills and diversity audit; to agree to a strategic re-focus of reporting to the Board and empowering its Sub-Committees; and endorsing a renewed communications and engagement approach, reviewing the Board, Committee and Trust description and development of an induction and training offer, and to continue exploring the suggested approach to the governance of Barbican Renewal.

All the proposals collectively are intended to enhance the effectiveness of the governance of the Barbican Centre, allowing for strategic leadership at what is a time of significant change, both for the arts world and the Centre itself, in the context of the challenges and opportunities identified in this review.

This is recommended.

31. **Option 2.** That some of the proposals described above are taken forward.

It may be that Members wish to only take forward some of the proposals, such as the reduction of meetings but make no changes with regards to the strategic approach of the Board (including skills and diversity audit, and communications and engagement with Board members). Whilst this may reduce some resource pressures on the executive, it will not address the gaps identified with making the best use of the skills and experience of the existing (or indeed, future) Board Members, and thus would not allow strategic leadership.

Conversely, it may be that Members may wish to not amend the cadence of the Board but make changes with regards to the strategic approach. However, this will not mitigate the pre-existing and anticipated pressures at the Barbican Centre referenced above.

This is not recommended.

32. **Option 3.** Do nothing.

This will not change matters but will not mitigate the pre-existing and anticipated pressures at the Barbican Centre referenced above.

This is not recommended.

## Proposals

33. It is proposed that Members of the Barbican Centre Board agree to the recommendations as set out in the report. the proposals shall enhance the effectiveness of good governance of the Barbican Centre, allowing for strategic leadership at what is a time of significant change, both for the arts world and the

Centre itself, in the context of the challenges and opportunities identified in this review.

## **Corporate & Strategic Implications –**

**Strategic implications** – The proposals align with the Corporate Strategic Objective of Providing Excellent Services, by reviewing and suggesting methods for enhancing how the Barbican Centre Board is conducted.

It aligns with the Barbican Strategic programme of Ethical and Transparent Business with Appropriate Governance and Organisation Efficiency, Data and Knowledge, by streamlining and focusing working with our Board to improve transparency, engagement and efficiency. These programmes sit in our Shared Goals of Working in Line with Our Values and Building an Enterprising Business.

**Financial implications** – None in the context of this report.

**Resource implications** – The proposals aim to ease and address current and anticipated resource pressures at the Barbican Centre, as described in the main body of the report. There may be future resource implications with the exploration of proposals described above in connection with Barbican Renewal.

**Legal implications** – None in the context of this report.

**Risk implications** – None in the context of this report.

**Equalities implications** – The decisions under consideration should not have any negative impact on people protected by existing equalities legislation. The decision to agree regular skills and diversity audits of the Board may have a positive impact in that it will enable the Board and its sub-committees to have enhanced data upon which to make their membership decisions (mindful of further improving diversity in line with the Barbican's values).

**Climate implications** – None in the context of this report.

**Security implications**- None in the context of this report.

## **Conclusion**

34. This report presents several potential proposals or considerations which are intended to enhance the effectiveness of the governance of the Barbican Centre, allowing for strategic leadership at what is a time of significant change, both for the arts world and the Centre itself. Members are asked to consider the various items as set out in the report.

## **Appendices**

- Appendix 1 – Barbican Centre Board Sub-Committees Terms of Reference (May 2024)

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