

Modernising your governance structure

Proposal for The Barbican Estate

Private and Confidential

Providing you the *expertise* and *guidance* you need

For half a century, the Barbican Estate has stood as a bold and iconic feature of London's post-war landscape. Blending heritage, culture and civic purpose, it remains a crucial part of the City's identity, particularly for the residents that live there. But over that time, its governance structures have not kept pace with the evolving needs of the Estate and its surrounding environment. You need an external team by your side able to combine strategic and legal expertise with experience implementing governance change. We can offer you that.

Early discussions with your team, and a review of the recent Altair report, make clear that you desire change. The way in which the Barbican Estate is governed, and the multiple governance bodies involved, needs to be assessed to ensure the governance model is as process and cost-efficient as possible, whilst also remaining compliant with relevant legislation. We propose combining our corporate and real estate legal expertise with the practical management consultancy expertise of **Inside the Box Advisory**, to deliver a review that best supports your long-term strategic objectives: to *clarify the decision-making process*; *ensure stakeholders feel sufficiently engaged and represented*; to *improve accountability and transparency*; *improve operational effectiveness*; and, ultimately, *ensure legal compliance*. Our combined project team will be uniquely placed to deliver this.

So, why work with us?

- *Excellent added value through our partnership with Inside the Box Advisory* – we have reviewed your needs for this project and believe that we can provide excellent added value through our project partnership with **Inside the Box Advisory**, a specialist property management consultancy whom we have worked with on a number of projects. They have substantial experience advising clients like you on a range of issues, particularly in relation to building robust governance frameworks. Our combination of practical operational advice and legal expertise will give you with an external team able to cover all angles, whom you can trust to deliver the best possible guidance for you on this project.
- *Recognised expertise across both corporate governance and real estate law* – with the team at Charles Russell Speechlys, you will have access to recognised top-tier expertise across both corporate and real estate law. We understand your industry, having deployed this expertise across similar projects and for a number of Estates and other clients. Our cross-practice expertise provides you with an unrivalled team able to advise on the legal applicability of any proposed recommendations.
- *Flexible commercial approach* – we recognise that projects of this nature are often subject to tight commercial parameters. This is a project that our combined team are hugely excited to be a part of and our pricing proposal is reflective of that. Our resourcing and working arrangements will be flexible, with cost and process efficiency at its heart – utilising junior staff, innovative legal technology and lean working practices to ensure we can deliver the advice that you need within your budget.

Within this document, we have provided you with a proposal to support you on this project, comprising our approach to project management, our combined team credentials, and a scope of work and fee proposal. The fee proposal is necessarily at this stage an estimate, and subject to the assumptions we have also provided. As the proposal process progresses, we look forward to the opportunity to refine the scope of work in order to provide you with a clearer fee quote, where possible.

This is an exciting project and one where our combined expertise in this space will add excellent and differentiating value. We very much welcome the opportunity to discuss our proposal with you further.



Emma Humphreys
Relationship Partner
+44 (0)20 7203 5326
emma.humphreys@crsblaw.com

Scope of *work and fees*

The City of London Corporation is seeking to modernise the current governance structures at the Barbican Estate. We understand that your key objectives are to implement a structure that provides clear roles and responsibilities; ensures all stakeholders feel properly represented; improves accountability and transparency; and ultimately enhances your operational efficiency, taking inspiration from best practice models from other similar Estates. We will help you to do this.

We have provided below an anticipated scope of work and fees, based on the information that we have been provided so far in documentation and in conversations with your team. **At this stage, this proposal is necessarily an estimate.** If appointed, we anticipate that this scope of work will be subject to revisions, working closely with your team, at which point we will be in a position to provide you with a clearer fee quote.

The residential property sector is undergoing significant transformation, with leasehold reform high on the Government’s agenda and a long-term vision to establish commonhold as the predominant tenure for new - and eventually existing - flats. Some of these reforms, including the most substantial changes to the private rented sector in nearly 30 years, are close to becoming law, while others may evolve depending on future political priorities. In addition, landlords are facing increasing challenges relating to building and fire safety, planning reform, and energy efficiency requirements.

Our review and our tailored, solution-focused advice will, of course, be set in the context of this changing legal landscape but it is possible that you may wish us to revisit this in the future depending on the shape the reforms take.

Scope of Work and Indicative Fee Estimate

Phase	Detail	Indicative fee estimate
1. Fact Finding	This phase will consist of:	£38,800
<i>Review and Analysis</i>	- an initial review of the existing governance structures, including a review of the following documents: - terms of reference, memoranda of articles or memoranda of association for all relevant stakeholders/ committees; - sample lease(s); - transfer in respect of Wallside; and - any other relevant documentation including Service Level Agreements (“SLA”); - an analysis of these existing structures to understand what can and cannot be changed as well as any legal restrictions or parameters within which any changes need to operate; - consideration of the various roles and responsibilities of each stakeholder/ committee and whether these align with the current parameters, are duplicated or are lacking (i.e, any gaps); and - identification of statutory and regulatory obligations that affect specific tenure or rights.	

Phase	Detail	Indicative fee estimate
2. Initial Report	We will issue an initial report outlining the parameters within which any changes need to be made, identify key areas where improvements can be made and options for changes.	£11,200
3. Consultation Period	This phase will consist of: • preparation of the questions and agenda for these consultation meetings; • attending consultation meetings with key stakeholders, leaseholders and enfranchised owners on the Initial Report; and • collating and summarising consultation responses for inclusion in the final report.	£26,000 – £28,500
4. Benchmarking	Once we have the consultation responses, Inside the Box can draw on our experience of other Estate models to carry out a benchmarking exercise. This would help position where you are now in comparison to others and help them think about where you might like to be in future.	£6,800
5. Final Report & Recommendation	Finalise the Final report with proposals for governance improvement and implementation plans.	£14,800 - £19,800
6. Next Steps & Implementation	Details for this potential phase to be agreed at the point of delivery. This phase will be subject to a separate cost estimate, if deemed necessary	N/A at this stage
TOTAL COMBINED FEES		£97,600 - £105,100

Please note the fees provided above are exclusive of VAT and disbursements.

Assumptions

The scope of work and fee estimate provided above is based on the following assumptions:

- **In Phase 1:**
 - There will be one “kick-off” meeting with you prior to the review of any documentation to discuss your desired outcome and objectives.
 - The Charles Russell Speechlys team will set up a data room in order to access the relevant documents.
 - All documentation and relevant information required for the review will be provided promptly, at the same time and not on a piecemeal basis.
 - This estimate is based on there being at least 7 terms of reference/ article documents to review for the main stakeholders. We also assume that there may be documentation in respect of each of the 20 blocks making up the residential estates (although we appreciate where this is an informal set up there will be none).
 - There are 5 SLAs relating to the Barbican listed on your website.
 - We assume that there is one Transfer document for Wallside (as this was a collective enfranchisement). We would also want to review the Articles of Association for the company that now owns Wallside.
 - We assume that we would review 2 sample leases for each block (i.e. 40 leases) but with the help of an AI tool to carry out this review.
 - Any follow up queries after the initial review will be limited, out of scope, and charged on the hourly rates provided in our Appendix.

- **In Phase 2:**
 - The Charles Russell Speechlys team will lead on the Initial Report to set out the legal framework and parameters within which you are operating and Inside the Box will feed into this Report in light of their analysis including a responsibility matrix.
 - The report will be shared in draft with you and BEO prior to issuing it in its final form. This step will help establish any risk within the current arrangement, prioritise and identify any dependencies.
 - We would suggest that any feedback on the draft report takes place at a meeting with you and BEO, lasting no more than 2 hours.
 - Any amendments to the draft report are to be made after the meeting and then issued to you and all stakeholders.
- **In Phase 3:**
 - The consultation will be conducted by Inside the Box with the Charles Russell Speechlys team inputting on the questions/ agenda for the meeting only.
 - There will be one meeting of 1 - 2 hours with key stakeholders and 5 x additional sessions with leaseholders and enfranchised owners. We would suggest that the meetings with leaseholders are organised so that around 4 blocks are represented at each meeting with 1 representative per block attending.
 - We have assumed that there are 6 stakeholders to be consulted but if, the City of London Corporation and the Town Clerk's Department are represented by, or alongside, BEO then this can be amended to assume 4 stakeholders.
 - The meetings will: (i) be run by Emma Darch (Consultant for Inside the Box) with the use of a voice recorder; (ii) be arranged by you, including managing any communications around the meetings with residents and stakeholders; (iii) take place at the Barbican, after working hours (i.e. in the evening) with recording facilities available (as above).
 - Prior to the meeting we will need to collaborate with you to prepare the questions to ensure that: (i) participants' rights and well-being are protected; (ii) questions are respectful, non-invasive, and culturally sensitive; (iii) informed consent is properly addressed; and (iv) data privacy and confidentiality are maintained.
- **In Phase 4:**
 - The benchmarking exercise will be: (i) led by Inside the Box with a review by the Charles Russell Speechlys team when inputting into the final report; and (ii) limited to looking at 4 other developments / estates.
 - The results of this benchmarking exercise will be included as a section of the final report after the consultation (and not shared before this).
- **In Phase 5:**
 - A copy of the draft final report will be issued to you and BEO prior to sharing with other stakeholders.
 - Any feedback on the draft report will be given during a meeting with you lasting not more than 2 hours, hosted at CRS offices.
 - The report will be finalised and issued to all stakeholders after this meeting.
- **Further general assumptions:**
 - All work carried out will be within the scope set out above. This advice will not include any issues more broadly related to landlord and tenant matters such as service charge issues or Building Safety Act advice (although we will bear these issues in mind when conducting our review).
 - Any consultations are conducted by all parties on a reasonable and professional basis and are not unduly protracted.
 - There are no circumstances outside our control that delay the timely progress and conclusion of the matter.
 - You pay us: (i) monies on account promptly, if requested; and (ii) our bills on a monthly basis.
 - We will not be required to travel. Should this be required, time will be charged at the hourly rates provided in our Appendix unless otherwise agreed and unless we are working on other matters within the area.
 - This work is limited to the residential elements of the Barbican Estate and not the commercial.

Project management *approach*

This governance review process will be multifaceted and involve several stakeholders, each with their own priorities and issues. For a project the central purpose of which is to streamline processes and improve operational effectiveness, it is crucial your external project team demonstrate excellent skills in this regard.

As such, we have sought to make it expressly clear here the way in which we propose working together with Inside the Box Advisory to deliver a seamless and efficient combined service for you. Our team have worked closely with Inside the Box Advisory on a number of occasions – we work together well and will be able to hit the ground running on this project. We have provided some of our combined experience in this proposal.

Kick off

- Once appointed, we would propose setting up a kick off meeting. The purpose of this meeting will be to introduce our combined core team with yours and to discuss clearly the project at hand and your key strategic objectives. We will provide our initial thoughts on the key strategic and legal issues involved and identify a clear route forward.
- We will establish a clear and agreed scope of work with defined roles and responsibilities, and direct lines of contact to streamline communication and ensure operational effectiveness. We will discuss our proposed project approach and identify technology and processes we can deploy to support with project and cost efficiencies. It will be clear to you after this meeting who your key points of contact are for any issue you may have, and who will be driving forward each piece of work, and by when.

Project

- Our combined team will begin to carry out this agreed scope of work immediately, to the timings agreed in your proposal document, or otherwise agreed at the kick off meeting.
- Our combined Charles Russell Speechlys and Inside the Box Advisory team will meet at least bi-weekly to discuss project progress and identify any issues of concern. Should any issues arise within these meetings, or otherwise, we will flag these at the earliest possible opportunity, offering clear and practical proposed solutions.

Service Quality

Our kick off meeting will identify clear lines of communication, to ensure we respond to any concerns you have as soon as possible. We endeavour to be responsive and will respond to any emails outside of planned meetings at the earliest possible opportunity, and in any case no longer than 24 hours.

We have carefully reviewed our project team in line with your budget to ensure that it is appropriately resourced. The project will be led by senior team members to ensure the highest level of quality but involve junior staff to the extent that you receive the highest quality advice, cost-effectively. We can confirm our team has full capacity to support you with this project. Should any unforeseeable periods of absence arise, both Charles Russell Speechlys and Inside the Box Advisory have bench strength and will call on a wider team quickly if required to ensure project continuity. You will not be charged for any reading in time required to get these deputising team members up to speed.

As your key relationship contact, Emma Humphreys will bear ultimate responsibility for the delivery of a high-quality service. In Emma's absence, we propose that Andrew Collins act as your deputy relationship partner. Both will regularly assess with your team the level of advice and service that you receive to identify any room for improvement.

Our *experience*

Our combined Charles Russell Speechlys and Inside the Box Advisory team have delivered value to clients by working closely together on a number of projects, combining legal and property advisory expertise.

Recent projects include advising the **Church Commissioners** in an application to determine the apportionment of garden rates under an Estate Management Scheme; and acting for the **management company of a modern estate** comprising over 100 residential units in relation to a challenge in the First Tier Tribunal brought by one of the leaseholders in relation to the historic apportionment of service charges at the estate.

Further selected experience includes:

Charles Russell Speechlys

- **The Howard de Walden Estate** on all their key legal matters, including governance, for over 100 years. We are their primary advisers across their mixed-use 95-acre Marylebone estate which includes residential, retail, offices, educational and medical assets
- **A large estate** (comprising significant rural and London property interests) in connection with a comprehensive management agreement involving trustees, partnerships, companies, family members, and the in-house Estate Office, formalising the Estate Office's role and addressing issues such as trustee delegation, indemnities, and risks associated with in-house advice
- **Moore Stephens International** on the corporate governance and structural elements of the reorganisation of its international advisory and accounting network
- **A global investment manager** in connection with a structural governance review of the business prior to its sale
- **Numerous sports organisations and governing bodies** on key strategic governance matters, including the implementation of a major governance review for a national sports governing body, including board reforms, amendments to articles of association, implementation of new policies and implementation of over 100 other governance reforms
- **A number of high-profile landed Estates** across strategic real estate matters, including the Church Commissioners and Pollen.

Inside the Box Advisory

Inside the Box Advisory are recognised specialists in the establishment of estate and building management frameworks. They offer extensive experience delivering governance structures that support long-term, community-led stewardship across both new developments and existing estates.

A selection of their high-profile projects involving similar workstreams include:

- **The Minories in the City of London** on bespoke management solutions that align with the complexities of the urban regeneration project and legacy estate management
- **Crest Nicholson** in connection with their Upper Longcross development in Surrey
- **Human Nature** in connection with their innovative sustainable development project, The Phoenix, built on the former Phoenix ironworks in Lewes, East Sussex
- **Lovell** on their £290m housing regeneration project at Morris North & South in Greenwich
- **Stakeholders** in connection with the Purfleet Centre Regeneration project in Purfleet-on-Thames
- **Wates Group** in connection with their 152-home regeneration project at Cecil Avenue, in Brent
- **Lendlease** on their £1.9bn 17-hectare mixed use development project at Birmingham Smithfield
- **Stakeholders** in connection with the Barking Riverside development project, building over 10,000 new homes on the former Barking Power Station site

Your *project team*



Emma Humphreys | *Relationship Partner, Real Estate*
+44 (0)20 7203 5326 | emma.humphreys@crsblaw.com

Emma advises on the full range of contentious property issues, with a particular focus on arrears recovery, tenancy terminations, insolvency matters, dilapidations and business tenancy renewals. Emma will act as your key relationship partner.



Charles Seifert | *Director, Inside the Box Advisory*
+44 (0)7977 120 466 | charles@itboxadvisory.co.uk

Charles is a Chartered Surveyor with over 30 years' experience in property management and professional services. Over recent years he has become a specialist in building safety and has founded ItBox a tech platform delivering building safety resident engagement. Charles is a former chairman of the RICS mixed use working party, he has sat on the BPF Residential management Committee and regularly authors articles for industry publications.



Emma Darch | *Director, MNEME Property*
+44 (0)7880 700 589 | emma@mnemeproperty.co.uk

Emma specialises in providing strategic, operational advice and support to investors and developers on complex mixed-use estates and regeneration projects. With over 25 years of combined property management and advisory experience, Emma's expertise supports clients through all the project delivery stages, including steady-state management and beyond. Emma has worked with Charles for many years on projects, and spent seven years together at a previous London based consultancy.



Andrew Collins | *Deputy Relationship Partner, Corporate*
+44 (0)20 7427 6511 | andrew.collins@crsblaw.com

Andrew specialises in corporate advice and transactional work for a wide variety of public and private companies, including family businesses and Estates. Andrew is joint head of our Corporate Governance team and regularly advises clients on strategic and legal matters related to their governance structures.



Georgina Muskett | *Senior Associate, Real Estate*
+44 (0)20 7203 8897 | georgina.muskett@crsblaw.com

Georgina advises on a broad range of landlord and tenant issues, with particular experience advising on a range of property management issues for landlord clients and has extensive experience of proceedings in the First-tier Tribunal (Property Chamber). Georgina also advises on other real property issues including restrictive covenants, misrepresentation and rights of light issues.

Appendix: *proposed hourly rates*

For areas of work that fall outside the scope of work agreed in this proposal, or clearly in our kick of meeting, we will charge time against the below discounted hourly rates unless otherwise agreed. We will identify these at the earliest possible opportunity with your team.

These rates are based on our typical London rates, are exclusive of any VAT and disbursements, and will apply until May 2026.

Charles Russell Speechlys	Hourly Rate (GBP)	Inside the Box Advisory	Day Rate (GBP)
Partner	895	Director	2,400
Senior Associate	715		This rate includes out of hours meetings, lone working arrangements, reasonable travel to the Barbican Estate or City of London's office for meetings and disbursements.
Associate 4 – 6 PQE	545 - 645		
Associate 2 – 4 PQE	470 - 545		
Associate 0 – 2 PQE	395 - 470		
Trainee	295		

Contact us

If you have any questions please contact



Emma Humphreys
Relationship Partner

+44 (0)20 7203 5326
emma.humphreys@crsblaw.com



Andrew Collins
Deputy Relationship Partner

+44 (0)20 7427 6511
andrew.collins@crsblaw.com

This information has been prepared by Charles Russell Speechlys LLP as a general guide only and does not constitute advice on any specific matter. We recommend that you seek professional advice before taking action. No liability can be accepted by us for any action taken or not taken as a result of this information. Charles Russell Speechlys LLP is a limited liability partnership registered in England and Wales, registered number OC311850, and is authorised and regulated by the Solicitors Regulation Authority (SRA number: 420625). Charles Russell Speechlys LLP is also licensed by the Qatar Financial Centre Authority in respect of its branch office in Doha, licensed by the Ministry of Justice and Islamic Affairs in respect of its branch office in Manama and registered in the Dubai International Financial Centre under number CL2511 and regulated by the Government of Dubai Legal Affairs Department in respect of its branch office in the DIFC. Charles Russell Speechlys LLP's branch office in Singapore is licensed as a foreign law practice under the Legal Profession Act (Cap. 161). Any reference to a partner in relation to Charles Russell Speechlys LLP is to a member of Charles Russell Speechlys LLP or an employee with equivalent standing and qualifications. A list of members and of non-members who are described as partners, is available for inspection at the registered office, 5 Fleet Place, London, EC4M 7RD. In Hong Kong, France, Luxembourg and Switzerland Charles Russell Speechlys provides legal services through locally regulated and managed partnerships or corporate entities. For a list of firms trading under the name of Charles Russell Speechlys, please visit <https://www.charlesrussellspeechlys.com/en/legal-notices/>.