

Committee(s)	Date:
Barbican Centre Board	15 April 2015
Subject: Composition of the Barbican Centre Board	Public
Report of: Town Clerk	For Decision

Summary

At its 18 February 2015 meeting, the Nominations Committee of the Barbican Centre Board gave initial consideration to the general composition and effectiveness of the Board. Members were cognisant of the need to ensure a dynamic and diverse Board which could not only provide strategic leadership and challenge for the Centre and its Directors, but was also comprised of key individuals with specific skill sets who could provide more comprehensive guidance and support in key strategic areas.

This report provides your Committee's analysis of the current composition of the Board, identifies the potential areas of need discussed, and provides your Committee's initial suggestions as to potential amendments which could enhance and strengthen the Board's effectiveness.

Recommendation(s)

Members are asked to:

- Consider the introduction of a role description for Board Members, highlighting desirable skills and experience, when advertising vacancies to Court of Common Council; and
- Consider an increase in the number of external Members the Board is permitted to appoint, subject to the concurrence of the Policy & Resources Committee and the Court of Common Council.

Main Report

Background

1. Your Nominations Committee recently discussed the composition of the Barbican Centre Board and the range of skills and expertise required to make it as effective as possible. During these discussions, a number of options were debated and the Town Clerk was asked to prepare a short paper summarising and assessing the current composition of the Board in line with discussions; this paper does so and proposes two actions to improve the Board's efficacy, for your consideration.

Current Position

2. The Board is currently comprised of 18 Members. 10 Members are directly elected by the Court of Common Council (or appointed by other key Committees) from amongst its membership, with a further 5 appointed by the Board in light of the specialist skills and knowledge they possess as full “external” Members. 3 further Members serve on the Board in an ex-officio capacity, to provide important links with the City’s other cultural activities.
3. In an evolving cultural and societal landscape, your Committee considered that the range of skill sets previously identified as necessary for a high-performing Board has expanded. The Board’s current composition was reviewed by the Court in September 2008. Since this time, a number of areas of critical importance, not just to a world-class arts centre but to any commercial enterprise, have emerged and developed. Your Committee noted that the ever-growing importance of a strong digital offering was one obvious area which was previously of less importance but other crucial issues, such as the lack of diversity within the cultural sector and decreases in public sector contributions to the arts, have also increasingly come to dominate the agenda.
4. In addition to these wider matters, your Committee felt that issues specific to the Barbican have also emerged where additional expertise would be beneficial. The ongoing discussions around the creation of a new National Centre for Music in the City, alongside the ever-present challenges of maintaining an operational arts centre within an ageing residential estate, begs the question as to whether a Member with significant property expertise would not be an asset to the Board and the Centre. The view was also expressed that the increasing focus of the Centre on Creative Learning and its youth offering across London, working with partners and other London Boroughs to change the lives of young people, also merits real consideration as to whether additional expertise could enhance and bring further success in this field.
5. Reference was made to the implications of public sector cuts and the Barbican’s response to the Service Based Review process has also seen an increasing shift towards maximising the Centre’s commercial capabilities, an area in which the Barbican has limited experience. Again, it was considered that additional expertise to drive through this change process and ensure successful delivery could be beneficial.

Options

6. General good governance dictates that effective Boards should determine and periodically review their size and composition. Due to its unusual funding and governance arrangements - being as it is an institution of the City Corporation, rather than a distinct entity (as other leading arts centres tend to be) - the Barbican benefits from having a higher than average number of Board Members, due to the requirement to ensure that the interests of the City Corporation are served whilst at the same time overseeing the Centre’s effective operation and the provision of multi-platform pioneering artistic programmes.

7. Nonetheless, with 18 Members already serving on the Board, your Committee felt that it was questionable as to whether increasing the size of the Board significantly would be desirable.
8. In considering proposed amendments to the Board's structure, your Nominations Committee was conscious of the importance of retaining an overall majority of Common Council Members. It was noted that, even excluding the three Common Councilmen serving on the Board in an ex-officio capacity, the composition is currently such that there is a two-thirds Common Councilman majority. The Committee felt that this gave some scope to increase the number of external appointees to the Board, notwithstanding the desire to avoid the Board becoming significantly larger and unwieldy.
9. It is also evident that a number of the desired skill sets are possessed by Members already serving on the Court of Common Council. The preference therefore would clearly be to attract such Members to stand for election to the Board and your Nominations Committee considered that the use of a job description or role specification could be of use in attracting those with requisite skills to apply. If the Board agrees with this approach, the Town Clerk will in consultation with the Chairman and Deputy Chairman draft a statement which identifies areas of need for the Board. This would then be circulated to Common Councilmen ahead of any election in respect of vacancies; the continuation of regular skills audits will ensure that the document is updated at appropriate intervals and remains fit for purpose.
10. Members nonetheless recognised this process cannot guarantee that the requisite skill sets are procured. It is possible that Members with expertise in relevant areas are not serving on the Court at the time of election, or that they do not have the ability to join the Board at that point due to other commitments. They might also not be elected by their fellow Common Councilmen.
11. Accordingly, your Committee was minded that provision should be made to allow the Board to increase the number of external Members it could appoint, so that the Centre's needs could be met in a reasonable timescale. After some debate, it was felt that increasing the number by one might be insufficient; increasing by a fixed two could potentially be too much. Consequently, it was felt that an increase of "up to two" Members would allow for an appropriate degree of flexibility.

Proposals

12. In accordance with the views expressed by the Nominations Committee, it is therefore proposed that consideration be given to the role specification set out at appendix 1 and its use in advertising vacancies to the Court in future.
13. The Committee also proposes that you consider recommending to the Policy & Resources Committee and the Court of Common Council an amendment to your Terms of Reference, to allow for up to seven non-Common Council Members appointed by the Board. This proposed change is indicated in red text on a new draft Terms of Reference document, attached at Appendix 1.

Implications

14. These proposals would be subject to the concurrence of the Policy & Resources Committee and the Court of Common Council.
15. If the proposals are approved, the process of identifying any prospective candidates in respect of external vacancies would be undertaken in the normal manner by your Nominations Committee, with all proposals then subject to the final consideration of the Board.
16. Your Nominations Committee was conscious that the proposal to increase the number of external Members might not find favour. In view of this, Members might also wish to give consideration to the possibility of seeking approval to co-opt a number of non-voting individuals to attend Board meetings. This would allow for the Board to benefit from their expertise without increasing the number of voting Members.

Conclusion

17. These proposals are intended to enhance the effectiveness of your Board by allowing for additional expertise and strategic leadership at what is a time of significant change, both for the arts world and the Centre itself.

Appendices

- Appendix 1 – Draft revised Terms of Reference

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APPENDIX 1

BARBICAN CENTRE BOARD

1. **Constitution**

A Non-Ward Committee consisting of,

- eight Members elected by the Court of Common Council for three year terms, at least one of whom shall have fewer than five years' service on the Court at the time of their appointment.
- **Five Up to seven** non-Common Council representatives appointed by the Committee, of which at least two should be drawn from the arts world
- a representative of the Policy & Resources Committee
- a representative of the Finance Committee
- the Chairman of the Board of Governors of the Guildhall School of Music & Drama (ex-officio)
- the Chairman of the Barbican Centre Trust (ex-officio)
- the Chairman of the Culture, Heritage & Libraries Committee (ex-officio)

The Chairman of the Board shall be elected from the City Corporation Members.

There is a maximum continuous service limit of three terms of three years.

2. **Quorum**

The quorum consists of any five Members elected by the Court of Common Council.

3. **Membership 2015/16**

- 10 (3) Jeremy Paul Mayhew, M.A., M.B.A.
- 5 (3) John Tomlinson, B.A., M.Sc., Deputy
- 5 (2) Tom Hoffman
- 2 (2) Judith Lindsay Pleasance
- 5 (2) Dr Giles Robert Evelyn Shilson, Deputy

together with:-

Roly Keating)
Sir Brian McMaster)
Guy Nicholson)
Keith Salway)
Trevor Phillips)

Up to **five seven** non-Common Council Members
appointed by the Committee

together with the ex-officio Members referred to in paragraph 1 above and three Members to be appointed this day.

4. **Terms of Reference**

To be responsible for:-

- (a) the strategic direction, management, operation and maintenance of the Barbican Centre, having determined the general principles and financial targets within which the Centre will operate;
- (b) the appointment of the Managing Director of the Barbican Centre;
- (c) the Centre's contribution to the City of London Corporation's key policy priority, 'Increasing the impact of the City's cultural and heritage offer on the life of London and the nation', viz: -
 - i) the provision of world-class arts and learning by the Centre for the education, enlightenment and entertainment of all who visit it; and
 - ii) the provision of access to arts and learning beyond the Centre;
- (d) the creation of enterprise and income-generating support for the Centre.