

Committee(s):	Date:
Barbican Centre Board	27 May 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.

The Barbican Centre Board considered these proposals at its 15 April 2015 meeting and agreed:-

- The introduction of a role description for Board Members, highlighting desirable skills and experience, when advertising vacancies to Court of Common Council; and
- 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

It was agreed that a report should be prepared for the Policy and Resources Committee proposing these amendments; this report is appended for Members' review prior to submission.

Recommendation(s)

Members are asked to:

- Consider the attached report and propose any amendments, with authority delegated to the Town Clerk (in consultation with the Chairman and Deputy Chairman) to make these changes prior to submission to Policy and Resources.

Appendices

- Appendix 1 – Draft report to Policy and Resources Committee

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Committee:	Date:
Policy and Resources Committee	23 June 2015
Subject: Barbican Centre Board: Proposed Amendments to Terms of Reference and Composition	Public
Report of: Town Clerk	For Decision

Summary

At its 15 April 2015 meeting, the Barbican Centre Board considered recommendations of its Nominations Committee concerning 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 important strategic areas.

Following discussion, Members agreed that the effectiveness of the Board would be improved by:

- The introduction of a role description for Board Members, highlighting desirable skills and experience, when advertising vacancies to Court of Common Council; and
- 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

The approval of the Policy and Resources Committee is now sought to make the proposed governance amendments, subject to the final approval of the Court of Common Council.

Recommendation(s)

Members are asked to agree, subject to the concurrence of the Court of Common Council:

- the use of a role description when advertising vacancies to Members of the Court of Common Council;
- an increase in the number of external Members the Barbican Centre Board is permitted to appoint, from five to “up to seven”; and
- the associated amendments to the Board’s Terms of Reference, as set out in appendix 1.

Main Report

Background

1. In February 2015 the Barbican Centre Board's Nominations Committee 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 these discussions.
2. This paper was subsequently produced and considered by the Board at its 15 April 2015 meeting, resulting in Members making two proposals aimed at improve the Board's efficacy. These proposals are now put forward for your consideration, subject to the concurrence of the Court of Common Council.

Current Position

3. The Board is currently comprised of 18 Members, including 5 external Members appointed by the Board in light of the specialist skills and knowledge they possess. 10 Members are directly elected by the Court of Common Council (or appointed by other City of London Corporation Committees) from amongst its membership, with a further 3 Members serving on the Board in an ex-officio capacity, to provide important links with the City's other cultural activities and the Barbican Centre Trust (the Chairmen of the Board of Governors of the Guildhall School of Music and Drama, Culture Heritage and Libraries Committee, and Barbican Centre Trust).
4. In an evolving cultural and societal landscape, the Barbican Centre Board considered that the range of skill sets previously identified as necessary for a high-performing Board had now 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.
5. The Board noted a number of such areas which have emerged, highlighting the following issues where additional expertise would be beneficial:
 - the ever-growing importance of a strong digital offering
 - the lack of diversity within the cultural sector
 - decreases in public sector contributions to the arts and the need to expand the Centre's commercial operations
 - property expertise, in view of the the creation of a new National Centre for Music alongside the ever-present challenges of maintaining an operational arts centre within an ageing residential estate
 - the increasing focus on Creative Learning and the youth offering across London, working with partners and other London Boroughs to change the lives of young people
 - development activities, working with the Barbican Centre Trust to maximise the Centre's fundraising abilities.

Consideration

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, the Board felt that it was questionable as to whether increasing the size of the Board significantly would be desirable.
8. In considering amendments to the Board's structure, Members were 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 Board 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 it was considered that the use of a job description or role specification could be of use in attracting those with requisite skills to apply. It was agreed that the Town Clerk should, in consultation with the Chairman and Deputy Chairman, draft a statement identifying 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 would ensure that the document was updated at appropriate intervals and remained fit for purpose.
10. Members nonetheless recognised this process does not 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, the Board was minded that provision should be made to allow for it to increase the number of external Members it could appoint, so that the Centre's needs could be met within 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 Barbican Centre Board, it is therefore proposed that consideration be given to the use of a role specification when advertising its vacancies to the Court in future. This would be updated on a regular basis to reflect the skills the Board identifies as lacking amongst its current Membership, either through discussions or through the Board's regular skills audits. A draft example is attached at Appendix 2.
13. The Board also proposes that you consider an amendment to its 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.
14. In order to ensure that Common Councilmen retain the controlling interest in decision-making, it is also proposed to increase the quorum of the Board to "any seven Members, provided Common Councilmen are in the majority." This would ensure that external Members never hold the majority on any voting matter.

Implications

15. These proposals would be subject to the concurrence of the Court of Common Council.
16. 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 the Barbican Centre Board's Nominations Committee, with all proposals then subject to the final consideration of the Board.

Conclusion

17. These proposals are intended to enhance the effectiveness of the 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
- Appendix 2 – Example draft role description

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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 seven** Members, ~~elected by the Court of Common Council~~ provided **Common Councilmen are in the majority.**

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 |
| 8 | (1) | Catherine McGuinness, M.A., Deputy |
| 1 | (1) | Wendy Mead, O.B.E. |
| 1 | (1) | Thomas Charles Christopher Sleigh |

Together with:-

Roly Keating)	
Sir Brian McMaster)	
Guy Nicholson)	Up to five seven non-Common Council
Keith Salway)	Members appointed by the Committee
Trevor Phillips)	

And together with the ex-officio Members referred to in paragraph 1 above .

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.

Barbican Centre Board: Role Description for Board Members

The Barbican Centre Board is responsible for the activities and services of the Barbican Centre, Europe's largest Arts Centre. The Centre is a world-class multi-platform arts and learning organisation, offering a range of events to suit every taste - cinema, theatre, opera, classical music, art exhibitions, a library - and is also a leader in the field of creative learning.

The Barbican Centre Board provides strategic challenge and guidance to the Centre's Directors, determining the general principles and targets within which the Centre should operate and scrutinising performance, management, operation and maintenance.

Expressions of interest from all Members are welcome, but the Board has identified through recent skills audits and discussions the following areas where additional expertise would be particularly helpful:

- Creative Learning
- Property
- Equalities and Diversity
- Commercial/retail
- Digital Media
- Development

Applications from Members with experience or knowledge of any of these areas are therefore particularly welcome.

For further information, please contact the clerk to the Board, Greg Moore (gregory.moore@cityoflondon.gov.uk , 0207 332 1399).