

Notice of Russell Cotes Art Gallery and Museum Management Committee



Date: Monday, 2 June 2025 at 2.00 pm

Venue: HMS Phoebe, BCP Civic Centre, Bournemouth BH2 6DY

Membership:

Chairman:

To be elected

Vice Chairman:

To be elected

Cllr A Martin
Cllr L Northover
Cllr L Williams

Ms F Winrow
Sir George Meyrick Baronet

Mr A Frost
Stuart Bartholomew

All Members of the Russell Cotes Art Gallery and Museum Management Committee are summoned to attend this meeting to consider the items of business set out on the agenda below.

The press and public are welcome to view the live stream of this meeting at the following link:

<https://democracy.bcpCouncil.gov.uk/ieListDocuments.aspx?MIId=6162>

If you would like any further information on the items to be considered at the meeting please contact: Rebekah Rhodes or email rebekah.rhodes@bcpCouncil.gov.uk

Press enquiries should be directed to the Press Office: Tel: 01202 454668 or email press.office@bcpCouncil.gov.uk

This notice and all the papers mentioned within it are available at democracy.bcpCouncil.gov.uk

GRAHAM FARRANT
CHIEF EXECUTIVE

22 May 2025

**DEBATE
NOT HATE**



Available online and
on the Mod.gov app



Maintaining and promoting high standards of conduct

Declaring interests at meetings

Familiarise yourself with the Councillor Code of Conduct which can be found in Part 6 of the Council's Constitution.

Before the meeting, read the agenda and reports to see if the matters to be discussed at the meeting concern your interests



What are the principles of bias and pre-determination and how do they affect my participation in the meeting?

Bias and predetermination are common law concepts. If they affect you, your participation in the meeting may call into question the decision arrived at on the item.

Bias Test

In all the circumstances, would it lead a fair minded and informed observer to conclude that there was a real possibility or a real danger that the decision maker was biased?

Predetermination Test

At the time of making the decision, did the decision maker have a closed mind?

If a councillor appears to be biased or to have predetermined their decision, they must NOT participate in the meeting.

For more information or advice please contact the Monitoring Officer
(janie.berry@bcpcouncil.gov.uk)

Selflessness

Councillors should act solely in terms of the public interest

Integrity

Councillors must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships

Objectivity

Councillors must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias

Accountability

Councillors are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this

Openness

Councillors should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing

Honesty & Integrity

Councillors should act with honesty and integrity and should not place themselves in situations where their honesty and integrity may be questioned

Leadership

Councillors should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs

AGENDA

Items to be considered while the meeting is open to the public

1. Apologies for Absence

To receive any apologies for absence from Councillors.

2. Election of Chair

To elect a Chairman of the Russell-Cotes Art Gallery and Museum Management Committee for the municipal year 2025-26.

3. Election of Vice-Chair

To elect a Vice-Chairman of the Russell-Cotes Art Gallery and Museum Management Committee for the municipal year 2025-26.

4. Declarations of Interest

Councillors are requested to declare any interests on items included in this agenda. Please refer to the workflow on the preceding page for guidance. Declarations received will be reported at the meeting.

5. Minutes of the previous meeting

To confirm and sign as a correct record the minutes of the Meeting held on 29 January 2025.

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6. Public Issues

To receive any public questions, statements or petitions submitted in accordance with the Constitution. Further information on the requirements for submitting these is available to view at the following link:-

<https://democracy.bpcouncil.gov.uk/ieListMeetings.aspx?CommitteeID=151&Info=1&bcr=1>

The deadline for the submission of public questions is Tuesday 27 May 3 clear working days before the meeting.

The deadline for the submission of a statement is midday Friday 30 May the working day before the meeting.

The deadline for the submission of a petition is Thursday 15 May 10 working days before the meeting.

ITEMS OF BUSINESS

7. Russell-Cotes Art Gallery & Museum Update Report (1 October 2024 – 31 March 2025)

This winter 6-month period has seen the highest visitor numbers (23,283) since an admission charge was introduced in 2017, reflecting the popularity of the 'Artists in Purbeck' exhibition. It has generated increased income in admissions, Gift Aid, cafe and shop.

The Museum submitted its latest Accreditation return to the Arts Council England. This sets standards for governance, collections care and user experience and is a requirement for important museum activity such as

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inter-museum loans and grants. The result will be heard in August.

The Russell-Cotes has had considerable success with grant applications including:

- £1,500,817 for building repairs from ACE MEND Round 4 subject to BCP Council approval;
- £30,000 from Paul Mellon Centre for Studies in British Art for a research curator into the tempera revival at the Russell-Cotes;
- £8,000 acquisition grant for prints from the Hallett Prize;

as a partner museum in the £5million 5 year 'Going Places' project funded by Art Fund, National Heritage Lottery Fund and Julia Rausing Trust.

8. Russell-Cotes Art Gallery & Museum Acquisitions, Loans and Disposals Report

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To note the new acquisitions to the Collection (material owned and held in trust by the Russell-Cotes Art Gallery & Museum charity in accordance with its charitable objectives) and the loan of material to other institutions (ie public art galleries and museums) and to approve the disposal of items in the Collection which do not meet the Museum's Core Offer in accordance with the Museums Association Code of Ethics.

9. Report on the Conclusion of the 'Repair and Renewal' Project funded by Arts Council England (ACE), Museum Estates and Development (MEND) fund Round 1 for the restoration of the conservatory and replacement of services

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The ACE MEND project for urgent repairs of the Russell-Cotes has been successfully concluded with the completion of all planned activity by 31 March 2025 ie:

- Renewal of environmental plant and machinery
- Restoration of conservatory
- Improvements to foul drainage
- Increased CCTV coverage

The total cost was £1,016,221.

Funding was received from:

- £518,000 Arts Council England MEND
- £213,000 CIL
- £213,000 BCP Prudential borrowing
- £33,000 Conservatory fundraising
- £24,221 Reserves

£15,000 Insurance claim on conservatory

10. Russell-Cotes Art Gallery & Museum Update on Progress to Independence

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The Scheme which agrees the future governance framework for the new

Corporate Trustee of the Russell-Cotes Art Gallery & Museum has been approved by the Charity Commission and BCP Council under delegated powers. It was passed to the Department of Culture Media and Sport (DCMS) in April, together with the Draft Order of State for the publicity and modification phase, before ministerial and parliamentary approval in due course.

RCAGM Sole Trustee Ltd, the new Company Limited by Guarantee, was incorporated on 10 March 2025 and will act as Corporate Trustee in place of BCP Council after Vesting Day. The Company number is 16304062 and 9 Board members have been recruited and regular formal meetings have started.

Due to the extended time frame and higher legal and ICT costs than anticipated, the transition costs have been revised from £119,000 to £145,000. Additional funding to cover these costs has been agreed from reserves. £100,000 will be transferred from these and the NHLF Lottery Grant, which is contributing to the project, to the new Sole Trustee so that it can procure services needed (eg HR, legal and ICT) as well as other operational costs to prepare for vesting day.

11. Extension to the term of office of the Chair of the Russell-Cotes Management Committee

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The Russell-Cotes Art Gallery & Museum (charity Number 306288) is going through a highly complex governance change which was started in 2018 and will require an Order of State through Parliament to complete. Very significant progress has been made, after considerable investment of time and resource from BCP Council, Charity Commission, National Lottery Heritage Fund and Arts Council England.

The charitable 'Scheme', which allows for the repeal of Section 57 of the Bournemouth Borough Council Act 1985 and updates the original founding documents (from 1908 to 1920), has been agreed by Charity Commission and BCP Council and sent to the Department of Culture Media and Sport for review, ministerial and ultimately parliamentary approval.

Through the prolonged and complex process, which has also involved negotiating a financial package with the Council (agreed in January 2024), Professor Stuart Bartholomew has been the Chair of the Management Committee, to which Cabinet delegate the responsibility for oversight of the charity.

Professor Bartholomew was appointed in 2017 and served for the maximum two terms. In 2022, Cabinet agreed exceptionally to appoint him for a further 3 year term on the basis that the governance change had reached a critical juncture, which was impacted by Covid and heightened by coinciding with the Museum's Centenary.

That further term is due to end in September 2025 and while it had been anticipated that externalisation would be complete on 1 October 2025, there is a strong likelihood that Vesting Day may not be achieved until 1 January 2026 or even 1 April 2026 and therefore the Committee will need to keep functioning in the meantime.

A further limited extension is advised rather than lose Professor Bartholomew's experience and commitment to this complex project and

potentially putting it at risk at this critical moment.

12. Date of next meeting

To note the date of the scheduled meeting on 27 October 2025 at 2.00pm.

No other items of business can be considered unless the Chairman decides the matter is urgent for reasons that must be specified and recorded in the Minutes.

**BOURNEMOUTH, CHRISTCHURCH AND POOLE COUNCIL
RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT
COMMITTEE**

Minutes of the Meeting held on 29 January 2025 at 11.30 am

Present:-

Stuart Bartholomew – Chairman

Cllr L Williams – Vice-Chairman

Present: Cllr A Martin, Cllr L Northover and Ms F Winrow

23. Apologies for Absence

Apologies were received from Sir George Meyrick and Mr Alan Frost

24. Declarations of Interest

There were no declarations of interest.

25. Minutes of the previous meeting

RESOLVED: That the minutes of the meeting held on 28 October 2024 were approved as a correct record.

26. Public Issues

There were no public issues.

27. Disposals Report

The Museum Manager presented a report, a copy of which had been circulated to each Member and a copy of which appears as Appendix 'A' to these Minutes in the Minute Book.

To approve the disposal of items in the Collection which do not meet the Museum's Core Offer in accordance with the Museums Association Code of Ethics.

There were 3 specific disposals raised in the meeting

1. 2 items of natural history which were additional to a disposal at a previous meeting, which are on long term loan to Hampshire Cultural trust in Gosport Discovery Centre. No connection of the items to Bournemouth or the Russell-Cotes.
2. Collections of insects and moths which were subject to pest infestation which are putting the rest of the collection at risk.
3. 312 books relating to the life and work of Shelley which were previously held in the Mary Shelley Museum. They are secondary

RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT
COMMITTEE
29 January 2025

works. They were offered to Bournemouth University and Arts University Bournemouth who were not interested in them. Bournemouth Library are going to review them.

Members suggested also offering the books to other institutions such as St Peter's Church or the Shelley Society.

The Management Committee's thanks were recorded for Duncan Walker, Curator, for his meticulous work.

**RESOLVED that
The Management Committee approves the disposals as outlined in the Disposals Report**

Voting: Unanimous

28. Russell-Cotes Charity Accounts 2023-4

The Assistant Chief Financial Officer presented a report, a copy of which had been circulated to each Member and a copy of which appears as Appendix 'B' to these Minutes in the Minute Book.

It is a statutory requirement to agree the Annual Financial Statements for the Russell-Cotes Art Gallery and Museum and submit to the Charity Commission by 31 January each year. The Management Committee are asked to review and agree the Financial Statements and the Letter of Representation prior to them being signed off by the Leader of the Council.

It was recorded that a preliminary sight of the accounts and discussion had taken place and they were now ready for formal sign off.

As part of those discussions, the unsatisfactory treatment of some of Russell-Cotes reserves (totalling nearly £500,000), which were held in BCP Council accounts had been identified. Now all reserves had been transferred to the Russell-Cotes and were clearly identifiable in the accounts.

It was reported that Auditors had challenged the insurance basis of the valuation of the property. An external valuer was instructed to undertake a valuation, which they had concluded to be just under 5 million pounds which was significantly lower than the previous valuation. The Committee was assured that this was a notional figure and would not effect the reserves or impact the function for the museum as a charity.

**RESOLVED that
The Management Committee agree the Annual Financial Statements and the Letter of Representation for the Financial Year 2023/24.**

Voting: Unanimous

RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT
COMMITTEE
29 January 2025

29. Date of next meeting

Monday 2 June 2025.

The meeting ended at 11.50 am

CHAIRMAN

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RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE

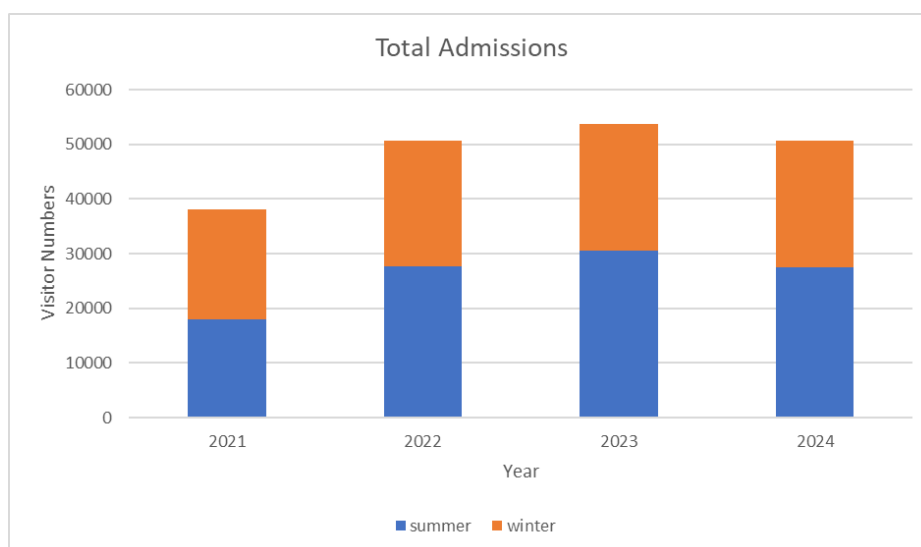


Report subject	Russell-Cotes Art Gallery & Museum Update Report (1 October 2024 – 31 March 2025)
Meeting date	2 June 2025
Status	Public Report
Executive summary	<p>This winter 6-month period has seen the highest visitor numbers (23,283) since an admission charge was introduced in 2017, reflecting the popularity of the 'Artists in Purbeck' exhibition. It has generated increased income in admissions, Gift Aid, cafe and shop.</p> <p>The Museum submitted its latest Accreditation return to the Arts Council England. This sets standards for governance, collections care and user experience and is a requirement for important museum activity such as inter-museum loans and grants. The result will be heard in August.</p> <p>The Russell-Cotes has had considerable success with grant applications including:</p> <ul style="list-style-type: none"> • £1,500,817 for building repairs from ACE MEND Round 4 subject to BCP Council approval; • £30,000 from Paul Mellon Centre for Studies in British Art for a research curator into the tempera revival at the Russell-Cotes; • £8,000 acquisition grant for prints from the Hallett Prize; • as a partner museum in the £5million 5 year 'Going Places' project funded by Art Fund, National Heritage Lottery Fund and Julia Rausing Trust.
Recommendations	<p>It is RECOMMENDED that:</p> <p>The Management Committee accepts the Russell-Cotes Art Gallery & Museum Update report for the period 1 October 2024 – 31 March 2025</p>
Reason for recommendations	To demonstrate the fulfilment of the Committee's responsibility to provide strategic oversight of the Russell-Cotes as the delegated governance body for the Charity.

Portfolio Holder(s):	Cllr Andy Martin, Portfolio Holder for Customer, Communities and Culture
Corporate Director	Glynn Barton, Chief Operations Officer
Report Authors	Sarah Newman, Museum Manager
Wards	Not applicable
Classification	For Update

Visitor Figures

1. This 6 month period has been the best equivalent period on record since charging began by a small margin, with 23,283 visitors between 1 October 2024 and 31 March 2025, which probably reflects the popularity of the 'Art in Purbeck' Exhibition which drew in a strong local audience by including a wide range of artists and styles with a local focus. The Museum was closed for 2 weeks in January for conservation cleaning.

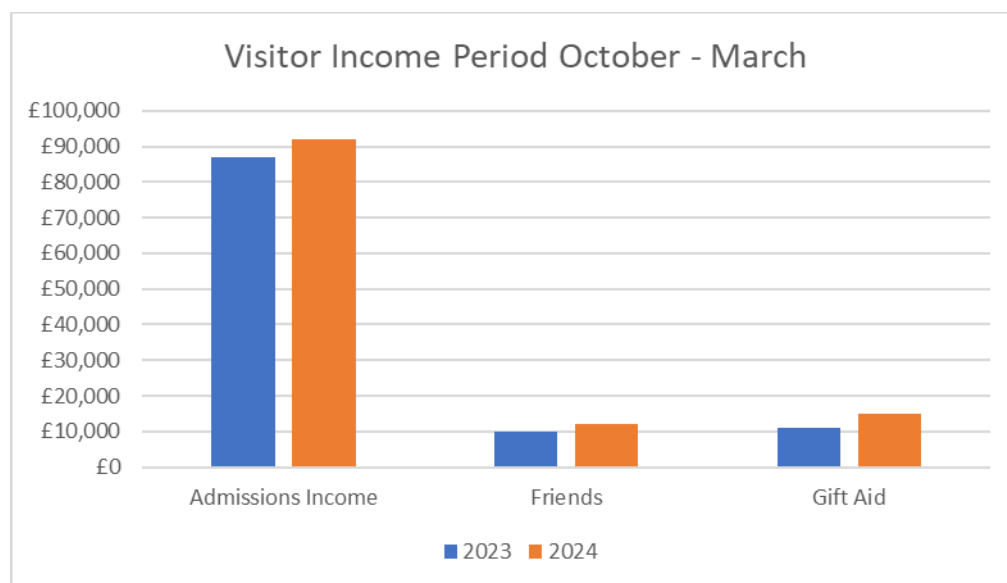


2. The final visitor figures for the 2024 – 2025 year are 50,738 (compared to 53,692 in the previous year), as the museum was not able to make up completely for the poor performance during last summer.

Financial Performance

3. Good visitor numbers and increased charges were reflected in increased income from admission, Gift Aid and Friends and Annual passes. The shop did exceptionally well and the café's performance increased too.
4. From January 2025, the Annual Ticket scheme was closed after a careful review. Previously the Museum had offered an Annual Ticket for £25 allowing free access for a year and a Friends Scheme for £36 with the additional benefit of an online

newsletter, discounts and event invitations. The Museum found that it was difficult to persuade Annual Ticket Holders to upgrade to a Friends membership because its additional benefits were so limited. Benchmarking revealed that no other museums were still offering two tier membership schemes in this way, so the scheme was closed. There have been surprisingly few formal complaints because the Friends scheme still represents very good value and income has not reduced so far.



Accreditation

5. The Museum was invited to make its accreditation return to Arts Council England by 1 May 2025, but submitted the application well ahead of the deadline at the end of January 2025. It is currently being reviewed by the Accreditation team at Arts Council England who may request further information. The outcome will be notified in August.
6. Accreditation sets standards for governance, collection care and user experience and is a requirement for much vital museum activity, such as inter-museum loans, and grant applications.

Building

7. There were only 23 building faults reported in the period (compared to 42 in the preceding half-year). Whilst some relate to water ingress complications, eg the flood in the vestibule in January, water ingress appears less of a problem probably reflecting a much drier winter than last year.
8. There was a break-in on 15th January 2025, when a casual intruder used scaffolding to gain access to the offices only, but nothing was taken from the scene. Police have notified the Museum that there is likely to be a prosecution because DNA evidence was found on site.
9. Ongoing building faults from previous reports are:
 - Bottom gate is collapsing and currently unusable but has now been raised for repair.

- mould in café store, but a survey has been undertaken detailing a method of managing the problem in situ.
 - damaged door frame at Study Centre has now been repaired.
10. There has been some success with front of house team undertaking minor repairs such as door hinges in the modern wing.
 11. Removing the bin from the garden, together with a baiting programme seems to have reduced the rat problem in the garden.
 12. The completion of the MEND Round 1 project is covered under a separate report.
 13. The proposals to recreate the children's pavilion in the garden, funded by the Bournemouth Civic Society, were submitted for pre-planning advice and although the officers were very supportive they conducted some detailed research and recommended changes to the design to make it more authentic. These are therefore being revised by Philip Hughes Associates so that updated quotes can be procured.

Collections and Conservation Care

14. The museum was closed for 2 weeks in January for its annual conservation cleaning work. All wooden floors in the historic house were polished and behind the scenes activities carried out.
15. The French 'Mystery Clock', which developed a fault last year has now been successfully repaired and is operating correctly and will go back on display in June.
16. A conservation grade acid free storage/transport box was made for the feathered headdress given to the author John Buchan when Governor General of Canada. This not only allowed for safe transportation to the Buchan Museum in Peebles, where it is on loan, but will also mean that this fragile object has a much better storage solution when it returns.
17. A custom-made plinth for the Burmese Buddha on display in the Yellow Room was made to lift it clear of the risk of being accidentally kicked by the public.
18. Funds generated from recent disposals are ringfenced, as per sector regulations, to be put back into collections care and development. Using this fund, 'Ave Maria Lane' by the Modernist artist Robert MacBryde (1913-1966) will be conserved and displayed in the 'Artist as Witness' exhibition. Interest in the artist is increasing and it is expected that this painting will be the subject of future loan requests.

Interpretation and Display

19. The redisplay of the Learning Gallery is underway by Lily Tutty as part of her Apprenticeship Degree and should be completed in June 2025.
20. The Room Books which provide information on each room and the paintings and objects displayed, have been comprehensively revised and professionally printed and represent a significant improvement on previous versions which dated back 25 years. They seem to be universally appreciated. Further information on all other objects on display (not included in the Books) is now also available to staff and volunteers so they can respond to enquiries from the public.

Programming

Artists in Purbeck: Spirit of Place (12 October 2024 – 16 March 2025)

21. This brand-new exhibition was curated by Dr. Gill Clarke MBE (co-author of 'Shorelines: Artists on the South Coast') and explored the profound impact that the Purbeck landscape had on artists, from the first half of the 20th century through to the present day. Showcasing a wide range of artistic styles and subjects, the exhibition featured some of the Russell-Cotes' finest 20th century works. It was also widely supported by over 20 private and public loans including key works from the Fitzwilliam Museum, the Courtauld Gallery, the British Council, the Government Art Collection and Pallant House Gallery.
22. The Russell-Cotes also worked closely with the Southwest Museum's Development Officer and regional museums in Purbeck including Corfe Castle Trust Museum, Langton Parish Museum and Swanage Museum. Using RCAGM's exhibition as a starting point, funding was secured for these museums to undertake conservation condition surveys and subsequent work, public programming activities and cross marketing opportunities. This ensured that the exhibition had a far-reaching benefit, with ongoing discussions to scope future plans, including a possible sequel and catalogue.
23. The exhibition was visited by 16,245 visitors. The local subject matter really resonated with local audiences, as reflected in the positive feedback. The Museum was delighted to see that during the exhibition's run, it had an 10% increase in visitors from the Purbeck region compared to the previous year.

Visitor comments included:

'It has inspired me to visit Swanage and Corfe Castle, and get over to the Purbecks more frequently

'Great range of contemporary as well as historic works'

'It was an absolutely enchanting exhibition, such a range of techniques and styles. Fabulous!'

'Very enjoyable and thorough. Thank you'.

24. An accompanying Purbeck related merchandise exhibition in the café gallery proved to be the most commercially successful venture to date (see below). However, unfortunately the team did not have the capacity to produce a catalogue for the exhibition, either with an external publisher or internally, and this was a missed opportunity as there was great demand.

Future Plans

May Morris: Art & Advocacy 5 April – 5 October 2025

25. Preparations have been underway for the development of an exhibition, on loan from The William Morris Society, to explore the wide-ranging talents and accomplishments of May Morris (1862-1938), the younger daughter of Arts & Craft designer, William Morris (1834-1896). The exhibition includes May's original designs for embroidery and wallpapers for Morris & Co., and showcases May's considerable achievements, including her tremendous efforts in establishing the Women's Guild of Arts. The exhibition shines a light on May's individual talent in both craft and design and her achievements in enabling female artists and crafts makers to fully engage in the artistic community, giving her the recognition she richly deserves.

26. It is anticipated that this exhibition will be more interactive, bring in a new audience who are focussed on textiles, embroidery and interior design and lends itself to many opportunities for selling William Morris merchandise.

Artist as Witness: The Impact of War (October 2025 – March 2026)

27. Dr Gill Clarke has been engaged to curate this exhibition on the impact of war, which focusses on the significant Russell-Cotes collection of War Art, commissioned by the War Art Advisory Committee and donated to the Museum in the 1946. It will also include private and public loans and a contemporary element, with a section of work by reportage artist George Butler from his work Ukraine.
28. The Museum has contracted to produce a catalogue for the exhibition with Sansoms & Company, which has been generously sponsored by Stuart Southall (a collector and lender to the exhibition).

Print Room

29. 'Picturesque Poole', a follow on from the previous exhibition of 'Beautiful Bournemouth' was displayed in the Print Room from 28 August 2024- 5 January 2025. Exploring recognisable Poole scenes through the years, the display featured works by notable Dorset artists and illustrators including Eustace Nash, Henry Lamb and Leslie Moffat Ward.
30. 'At the Heart of 'The Souls: The works of Violet Manners, Duchess of Rutland' is on display from January 2024 -July 2025. A display of the exquisite portraits drawn by Violet Manners (1856-1937) of her aristocratic social circle.

Future Plans

31. Self-Portrait Prize (22 July – 14 September) The Russell-Cotes is partnering with the Self Portrait Prize to host an exhibition of shortlisted works from the 2025 competition. Open to both emerging and established artists, the competition celebrates the power of self-representation and artistic identity, inviting participants to explore and redefine the genre of self-portraiture in contemporary art. Works will be shown in the Morning Room, Print Room and throughout the historic house.

Café Gallery

32. During the 'Artists in Purbeck' exhibition, Purbeck related prints and merchandise filled the café gallery with a large-scale vinyl of Corfe Castle and some larger works in the café area, inspired by the success of this approach for the Paul Kidby exhibition previously.

Future Plans

33. **Recovering by the Sea: Indian Soldiers in Bournemouth 1914 – 1915** The Museum is hosting a small exhibition recounting the experience of Indian soldiers convalescing at the Mount Dore Hospital (now the Civic Centre) which is being developed by the historian Nick Saunders.
34. **Waves of Change: Jewish Life in Bournemouth 1880 – 2020** (25 Nov 2025 – 15 March 2026) The Museum is hosting an exhibition on the Jewish community of Bournemouth which is part of a project funded by the National Heritage Lottery Fund and researched by the Jewish Communities of Bournemouth to record their history for future generations.

Education

35. 11 primary school, 3 secondary school and 3 home -education sessions were held as well as two outreach sessions to local primary schools.
36. The AUB 2nd Year Fine Art course held their 2 week installation of artwork created in response to the Russell-Cotes collection in March. 13 university groups also visited with 278 students. Clock conservation students from West Dean College, near Chichester spent a day working on the Museum's clocks.
37. One A level student completed a one week work experience placement. A student from West Dean College also worked at the museum for 6 weeks, primarily working with the curator to improve cataloguing of Asian ceramics but also on the installation of the May Morris Exhibition.
38. Bournemouth & Poole College Art Department held an away day for their staff at the museum.
39. The Museum took stands at the Freshers Fairs for both universities and interacted with more than 500 students.

Engagement

40. Half term drop-in craft activities were held at October and February.
41. Christmas activities worked well this year, including Father Christmas, themed tours, evening events and a Victorian Christmas weekend. After last year's overwhelming numbers, numbers were limited to ensure a safe and pleasant experience and this had an inevitable impact on income. There is a clear demand, so the Museum continues to explore ideas to bring in audiences at Christmas in a cost-effective and sustainable way.
42. Two 'Sixpence Days' which give free entry were offered in November and March attracting 262 and 961 visitors respectively. The numbers vary considerably, but at the moment are still manageable. The loss of admissions income is partially offset by much higher spend in the café and the shop.

Events

43. The Museum has been running a very popular evening programme of monthly 'Lates', but it is very labour intensive so not sustainable for staff and volunteers without additional capacity. There has been a period of change to trial a new approach. Autumn saw the ticketed Hallowe'en Murder Mystery which was sold out as usual and a ticketed Christmas evening. The final two themed 'Lates' events were held: Victorian Gothic in October and Candlelit Christmas in December.
44. In contrast from January 2025, the Museum started offering only a few low-key, evening events connected to established seasonal themes, with limited or no programming to see if there is still interest in this more sustainable approach whilst maintaining Friends' income. It is early days but the Valentines evening went well with 91 tickets sold. Further events are planned in the summer which will involve only dance or music performances.
45. Monthly themed tours delivered by volunteers; Behind the Scenes tours by curatorial staff and exhibition tours have continued as well as general volunteer- led museum tours and spotlight talks.

Marketing

46. The Museum's social media continues to maintain an impressive level of followers and engagement, with almost 800,000 views on our Facebook page with over 10,000 interactions during the last 6 months. Posts about the exhibition, 'Artists in Purbeck: Spirit of Place', performed particularly well, as well as announcements of new exhibitions and funding successes. In an aim to welcome more visitors to the Sixpence Free Days, information was shared more widely and reached over 80k on facebook.
47. There has been good local press coverage, including Bournemouth Daily Echo, Sandbanks Life and Swanage News, as well as featuring in national coverage in the Daily Star and Sunday Mirror in pieces focusing on the south coast. The painting 'The Fruit Seller', which is on loan to the Bowes Museum in County Durham, was used to illustrate their exhibition review in The Guardian in February.
48. The Russell-Cotes continues to be the second most popular attraction on TripAdvisor behind Bournemouth Beach, and we are up to 2,163 reviews on Google, with an average rating of 4.7 out of 5. Google seems to be the preferred reviewing platform recently, more popular now than TripAdvisor.
49. The Russell-Cotes won Bronze for Visitor Attraction in the BCP Destination Management Awards; highly commended for Large Visitor Attraction in the Dorset Tourism Awards and three awards (Large Public Spaces - Gold (Overall winner) environmentally Friendly Spaces – Gold; and Horticultural Ambassador Award for our Volunteer Phil Broomfield) in the Bournemouth in Bloom Awards. The feedback from the Dorset Tourism Awards mystery shopper has highlighted the poor quality of our visitor facilities, compared to the main experience, and efforts are being made to address issues where possible.

Café

50. The Café has also achieved good income over this half-year, at £81,000 compared to £70,000 in 2023/24. October and February half-terms were particularly strong and Christmas income was up. However the reduction in events has impacted on bookings. Salary costs however, were higher than anticipated but the Café has made reductions to rotas to keep control of costs.

Shop

51. The shop figures show that for the period October to March, the Russell-Cotes shop performed very well, and the merchandise related to *The Artists on Purbeck* Exhibition was one of the strongest to date. It benefitted from strong images, which built on existing stock related to some of the most appealing paintings in the collection, giving confidence in choices and reducing the risk of leftover stock as it could be absorbed into existing lines or even sold back to lenders such as Swanage Museum.

52. Table showing comparison of shop sales for period 1 October – 31 March.

Period	Visitor Numbers	Net sales	Gross Profit	Spend per head	Average Transaction Value	Conversation rate (percentage of visitors who make a purchase)
Oct 23 – March 24	23,075	£39,012	£23,639	£1.96	£10.04	19%
Oct 24 – March 25	23,283	£53,237	£33,217	£2.69	£10.76	25%
Increase	208	£14,225	£9,578	£0.73	£0.72	7%

53. Top sellers reflect the Purbeck Exhibition influence, they were: postcards (44% of 6000 postcards sold in the period were Purbeck titles), exhibition calendar, museum guidebook, framed Purbeck Prints, 'Chalk Cliffs' and 'Spray' tea towels.
54. Greater emphasis was given to 'The Artists in Purbeck' than to Christmas merchandise but it is assumed many exhibition items were bought as Christmas gifts.
55. The shop spend for the year was higher than budgeted reflecting increased supplier prices, increased shop sales, and the higher than usual spend on stock for 'May Morris Art and Advocacy' Exhibition opening in April 2025 before the financial year end.
56. Overall, 2024-2025 has been a very successful year in the shop with management accounts showing highest ever income of £115,000 and net profit of £58,000.

Venue Hire

57. From October to March there were two small hires – a filmed piano performance and a promotional photoshoot for a singer. There was a larger booking for a wedding party which involved the partial closure of the museum for part of the day. As it was a quiet day it was a success, and worth considering again in the future because the venue hire and catering income was good. Altogether venue hire delivered £1785 net income with an additional £1575 for the catering operation during this period.

Staff, Volunteers and Training

58. Pete Harvey retired as Senior Museum Assistant after 31 years to a great send off. He has been replaced by Therron Welstead, who joins the team from Osborne House.
59. From October to the end of March, volunteers contributed around 2668 hours to the museum, across a range of roles. Recruitment was frozen for most volunteer roles,

to focus on priority areas: the garden and conservation cleaning. A full-day's training in conservation cleaning and object handling was provided on site for staff and volunteers by the conservator Morwenna Stephens to support the development of the conservation cleaning team.

60. The Museum Manager attended the Museums Association Conference in Leeds.

Fundraising and Partnerships

61. An application to Weston Loan with Art Fund for support for the 'Artist as Witness' exhibition was unsuccessful as was the application for the National Gallery Masterpiece Tour.
62. The Russell-Cotes was successful in its application to Paul Mellon Centre for Studies in British Art for £30,000 to fund a research curator for a proposed exhibition on the Tempera Revival for 2027. After a recruitment exercise which attracted 12 applicants, Dr Ruth Brimacombe was appointed and has started work on the project.
63. The Russell-Cotes won the Hallett Acquisition Award which enabled the Manager to buy prints to the value of £8,000 at the London Original Print Fair at Somerset House in March. The prints were selected to fill gaps in the collection and with the intention of display in the 'Artist as Witness' exhibition and/or in a future exhibition programme and are itemised in the Acquisitions report.
64. The Russell-Cotes is part of the successful Going Places project which has attracted £5.36million funding from Art Fund, National Lottery Heritage Fund and Julia Rausing Trust. This will fund 20 museums, in 6 networks to undertake two touring shows each between 2026 and 2030. The Russell-Cotes is in the 'Founding the Future' network with The Bowes Museum in Barnard Castle and The Watts Gallery near Guildford as all were founded by philanthropic couples. The network will focus on working with young people to co-curate the shows. The project will bring very significant funding for a staff member, conservation and exhibition costs.
65. Stuart Southall has made a significant donation to enable the production of a catalogue for the 'Artist as Witness' exhibition.
66. Phil Gibby, Area Director Arts Council South West visited the museum in January to meet the Chair and provide an update about ACE priorities at the time.

MEND 4

67. The Russell-Cotes was awarded £1,500,817 by Arts Council England MEND Round 4 for urgent maintenance and repair work which will form part of a £1,879,857 project with additional support from Community Infrastructure Levy and legacies. It would:
- Redecorate and overhaul sea-facing facades, roofs, joinery and guttering
 - Install new CCTV
 - Provide additional security measures
 - Construct new drainage
 - Enable independent disabled access
 - Install fire safety and protection measures
 - Restore water damaged murals

68. BCP Council is due to approve the acceptance of the grant at its meeting on 3 June 2025.
69. If approved, the lead designer will be appointed immediately and building work should commence in January 2026. The Museum should remain open throughout most of the work which should be complete by the end of 2026.

Options Appraisal

70. n/a

Summary of financial implications

71. n/a

Summary of legal implications

72. n/a

Summary of human resources implications

73. n/a

Summary of sustainability impact

74. n/a

Summary of public health implications

75. n/a

Summary of equality implications

76. n/a

Summary of risk assessment

77. n/a

Background papers

none

Appendices

There are no appendices to this report.

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RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE



Report subject	Russell-Cotes Art Gallery & Museum Acquisitions, Loans and Disposals Report
Meeting date	2 June 2025
Status	Public Report
Executive summary	To note the new acquisitions to the Collection (material owned and held in trust by the Russell-Cotes Art Gallery & Museum charity in accordance with its charitable objectives) and the loan of material to other institutions (ie public art galleries and museums) and to approve the disposal of items in the Collection which do not meet the Museum's Core Offer in accordance with the Museums Association Code of Ethics.
Recommendations	<p>It is RECOMMENDED that:</p> <p>The Management Committee notes and approves</p> <ul style="list-style-type: none"> a) acquisitions b) loans c) disposals <p>As outlined in the Acquisitions, Loans and Disposals Report</p>
Reason for recommendations	The recommendations are in line with the Museum's agreed policies and procedures, including its Collections Development Strategy, which outlines the areas of the collection for development and those areas which do not meet the Core Offer and are therefore subject to disposal in order to achieve a more usable, well managed collection. The process and procedures used conform to the Museums Association Code of Ethics.

Portfolio Holder(s):	Councillor Andy Martin, Portfolio Holder for Communications, Customers and Culture
Corporate Director	Glynn Barton, Chief Operations Officer
Report Authors	Duncan Walker, Curator Sarah Newman, Museum Manager
Wards	Council-wide
Classification	For Decision

Background

1. The Management Committee is required to note the acquisitions and loans made by the museum and to formally approve disposals from the Collection in line with the Collections Development Strategy and subject to the Museums Association Code of Ethics.

Acquisitions and Loans

2. The latest acquisitions to the Collections and loans are listed in Appendix 1 for the agreement of the Committee.
3. It has been a particularly rich period for acquisitions with many donations by renowned artists prompted by the recent Purbeck exhibition notably, seven prints and three watercolours by Bournemouth based artist Philip Leslie Moffatt-Ward (1888 - 1978), a drawing by contemporary artist Martyn Brewster (1952 -) and sculpture by Jon Edgar (1968 -). Also of note is the donation of two oil paintings by Bournemouth-born equestrian artist Lucy Kemp-Welch (1869 - 1958) and Phillipa Chappell, Mayoress of Bournemouth 2008/9, has donated a folding screen depicting the 'Four Seasons' by the pre-Raphaelite follower Fred Appleyard (1874 - 1973).
4. The Russell-Cotes won The Hallett Independent Acquisitions Award which enabled the museum to choose prints to the value of £8,000 from the London Original Print Fair, 2025. The Museum was able to buy amongst others 'Diving Controls 2' by Eric Ravilious (1903 – 1943) an important war artist not represented in our collection, and six prints depicting women's work during the First World War. They will be used in the *Artist as Witness* exhibition.

Disposals

5. One disposal is listed in the Appendix for the Committee's agreement. The donor offered the Museum her husband's, the artist painting and preparatory sketches shortly after his death, and she and her family have come to regret the decision and therefore asks the Committee to allow the works to be returned to the family.

Update on previous disposals

6. The pair of Little Auks from Scarborough (T9.11.2007.26) were taken by Leeds Museums and Galleries, the Gannet (337.33.125) and Hen Harrier (426.36.26.1) were transferred to Hampshire Cultural Trust. The Slavonian Grebe (T9.11.2007.15) and the Guillemot (T9.11.2007.18) were taken by the Bournemouth Natural Science

Society. The rest of the natural history and the manual washing machine went to the auctioneers and were successfully sold as no other public collections were interested in them. The funds raised are being used to conserve the Robert MacBryde (1913-1966) painting *Ave Maria Lane* for the *Artist as Witness* exhibition.

7. At the Chair's suggestion at the January meeting, the Shelley Rooms Museum books were offered to universities nationwide and the majority have been sent to Sheffield University with a few being selected by BCP Libraries.

Options Appraisal

8. Each action is decided on a case-by-case basis in line with the Collections Development Strategy as outlined in the report and appendices.

Summary of financial implications

9. There are minimal financial costs from most acquisitions and any financial implication (storage, conservation cost) is taken into consideration when deciding on the acquisition of material.
10. The costs of loans are borne by the borrowers and it is anticipated that the institutions which acquire disposed objects will cover costs of removal and transport.
11. Any income generated by the sale of items from the Collection is held in a restricted fund and used solely for the purposes of acquiring items for the Collection (according to the Collections Development Strategy) or conserving objects already in the Collection in compliance with the Museums Association Code of Ethics and item 16.11 of the Collections Development Strategy.

Summary of legal implications

12. All activities are carried out in line with the Museums Association Code of Ethics and the Museum's Collection Development Strategy.

Summary of human resources implications

13. n/a

Summary of sustainability impact

14. n/a

Summary of public health implications

15. n/a

Summary of equality implications

16. n/a

Summary of risk assessment

17. n/a

Background papers

Russell-Cotes Art Gallery and Museum Collections Development Strategy.
See <https://russellcotes.com/wp-content/uploads/2021/11/5-Collections-Development-Policy.pdf>

Appendices

Appendix 1 Acquisitions Loans and Disposals

Appendix 2 Disposals Report for 'Lighthouse Fields, Purbeck' by Pádraig Mac Miadhacháin (1929-2017), 1979 and preparatory sketches

Appendix 1
Russell-Cotes Art Gallery & Museum
Management Committee June 2025
Acquisitions, Loans and Disposals Report

Acquisitions for the Collections
1st September 2024 – 1st May 2025

Donor / Method of Acquisition	Material	Date of Acquisition
Gift of Leigh Hatts	Order of service for the funeral of artist Philip Leslie Moffat Ward (1888-1978)	23.9.2024
Gift of Jack Stirling	A Tibetan flute or trumpet (rkang-gling). Dated to 1850-1950.	30.9.2024
Bequest of the late Shirley Francis	Two oil paintings, 'Horse Tents at Sanger's Circus' and 'Horses Ploughing', by Lucy Kemp-Welch (1869-1958).	28.11.2024
Gift of Yvonne Morton	Three notebooks compiled by the textile artist Mollie Saul (sister of Isabel Florrie Saul).	7.1.2025
Gift of Frances Haine	An untitled print showing a view of a village, a print titled 'Worth Matravers', a print titled 'A Lakeland Road', a print titled 'In Eskdale', an untitled print showing the Dutch Cottages and the Haven House Inn at Mudeford Quay, an untitled print showing a boatyard all by Philip Leslie Moffat Ward (1888-1978). A print titled 'Manor Farm Studland' by W. Ash.	13.1.2025
Gift of John A. Short	An untitled watercolour showing a view of a bridge, a print titled 'A Purbeck Farmstead', an untitled watercolour showing Bournemouth Beach in 1918 a watercolour titled 'Sandpit near Ilmington' all by Philip Leslie Moffat Ward (1888-1978).	31.1.2025
Gift of Leonie and Gabriel Summers	Newspaper cutting from The Observer regarding the Russell-Cotes' diamond wedding anniversary, a letter written by Lucy Kemp-Welch from Parkstone and a coloured print by C. Goossens endorsed to Sir Merton Russell-Cotes.	4.2.2025



Gift of Martyn Brewster	Charcoal and pencil drawing titled 'Ridgeway Hill 2' by Martyn Brewster (1952-)	8.3.2025
Purchased via The Hallett Independent Acquisitions Award from the London Original Print Fair, 2025	Print titled 'Diving Controls 2' by Eric Ravilious (1903-1943). Prints titled 'On the Land - Ploughing', 'On the Railways - Engine and Carriage Cleaning', 'In the Towns - Bus Conductress', 'On Munitions - Skilled Work', 'On Munitions: Dangerous Work - Packing T.N.T.', 'On Munitions: Heavy Work - Drilling and Casting' by Archibald Standish Hartrick (1864-1950). Print titled 'Leicester Fair' by Mary Sloane (1861-1961). Print titled 'Poverty' by Gerald Spencer Pryce (1882-1956). Print titled 'The Farmer of Porteroque' by Sir Frank Brangwyn (1867-1956).	19.3.2025
Gift of Jon Edgar	Sculpture titled 'Ramtorso' by Jon Edgar (1968-)	4.4.2025
Gift of Philippa Chappell	Folding screen titled 'Four Seasons' by Fred Appleyard (1874-1963)	1.5.2025



Loans from the Russell-Cotes to other Galleries and Museums

Completed				
Borrower	Exhibition	Dates	Item(s) borrowed	Visitor numbers
Tate Britain	'Now You See Us: Women Artists in Britain 1520-1920'	16.5.2024-13.10.2024	00112 'Always Welcome' by Lady Laura Alma-Tadema 01598 'Flower Study with Butterfly' by Annie Feray Mutrie	109,844
Vallance House Museum (London Borough of Barking and Dagenham)	'Beyond the Easel: Rediscovering Dagenham's Forgotten Artist'	6.7.2024-30.11.2024	00891 'The Pipe and Bottle' by Henry Gillard Glindoni	7,705
Current				
Borrower	Exhibition	Dates	Item(s) Borrowed	
The Bowes Museum (Barnard Castle)	From Josephine Bowes: Trendsetters and Trailblazers	8.2.2025-29.6.2025	1995.66 'The Fruit Seller' by Giuseppe Signorini 1981.101 'Visage de Femme' (plate) by Madoura Studio and Pablo Picasso	
The John Buchan Heritage Museum Trust (Peebles)	Display marking 150 th anniversary of John Buchan's birth (extended to three years)	17.3.2025-15.11.2027	1973.47 A First Nation war bonnet made for the author John Buchan when he was Governor General of Canada	

Future			
Borrower	Exhibition	Dates	Item(s) Borrowed
Penlee House Gallery and Museum (Penzance)	Birds: The Art of Cornwall's Birdlife	7.5.2025- 4.10.2025	01860 'In a Cornish Orchard' by Arthur Richards 01989 'The Bird Table' by Charles Simpson
Watts Gallery (Compton, Surrey)	Scented Visions: Smell in Art 1850-1915	15.5.2025- 9.11.2025	00535 'Maria Virgo' by May Louise Cooksey
Towner Gallery (Eastbourne)	Provincial! Modernism to Mods	21.5.2025- 21.9.2025	01937 'Gentle Spring Brings Her Garden Stuff to Market' by Amy Sawyer
The Charleston Trust (Lewes)	Robert MacBryde and Robert Colquhoun: Artists, Lovers, Outsiders	22.10.2025- 8.3.2026	01522 'Painter and Model' by John Minton
Fundacion MAPFRE (Madrid)	Pathways to Pre- Raphaelitism	22.9.2025- 10.1.2027	1995.65 'Drawing Room, 1a Holland Park' by Anna Alma-Tadema 385.35.108 Trinket bowl by Fanny Bunn
Laing Art Gallery (Newcastle)	Pre-Raphaelites: From Poetry to Poetic	28.9.2026- 5.3.2027	00360 'If One Could Have That Little Head of Hers...' by Eleanor Fortescue-Brickdale 08019 'Dramatis Personae and Dramatic Romances by Robert Browning, illustrated by Eleanor Fortescue-Brickdale

Disposals from the Russell-Cotes Collection

Object Number	Description	Image	Proposed intended action
BORGM:2024.172	A framed oil painting on canvas titled 'Lighthouse Fields, Purbeck' by Pádraig Mac Miadhacháin (1929-2017), 1979.		Return to donor
BORGM:2024.173	A preparatory sketch by Pádraig Mac Miadhacháin (1929-2017) for the 1979 oil painting on canvas 'Lighthouse Fields, Purbeck'.		Return to the donor

BORG:2024.174	A preparatory sketch by Pádraig Mac Miadhacháin (1929-2017) for the 1979 oil painting on canvas 'Lighthouse Fields, Purbeck'.		Return to the donor
BORG:2024.175	A preparatory sketch by Pádraig Mac Miadhacháin (1929-2017) for the 1979 oil painting on canvas 'Lighthouse Fields, Purbeck'.		Return to the donor

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Appendix 2
Russell-Cotes Art Gallery & Museum Management Committee
June 2025
Disposal Report

Disposal Report for – BORGM:2024.172-175 'Lighthouse Fields, Purbeck' by Pádraig Mac Miadhacháin plus associated sketches



Introduction

The RCAGM (Russell-Cotes Art Gallery & Museum) is considering the disposal at the specific request of the donor. It is not part of its planned disposal activity and would not normally be considered for disposal as these items relate to the RCAGM's 'Core Offer'¹.

Since donating the items subject to this report, the donor, who is the artist's widow, has come to regret her decision. She contests that as the artist did not want to ever sell this work it should remain within family ownership. She has offered to provide the RCAGM with an alternative work in lieu.

Object Description and Provenance

The specific details of the items under consideration in this report are as follows²:

BORGM:2024.172 – A framed oil painting on canvas titled 'Lighthouse Fields, Purbeck' (1979) by Pádraig Mac Miadhacháin (1929-2017). Signed by the artist in the bottom right corner of the image. Dimensions: 398mm x 455mm

BORGM:2024.173 – A pen and ink sketch on paper by Pádraig Mac Miadhacháin for the 'Lighthouse Fields, Purbeck'. Showing the Anvil Point Lighthouse and associated buildings. Dimensions: 135mm x 171mm

BORGM:2024.174 – A pen and ink sketch on paper by Pádraig Mac Miadhacháin for the 'Lighthouse Fields, Purbeck'. Showing a view of the Anvil Point Lighthouse and associated buildings with an incomplete curved decorative motif on the reverse. Dimensions: 125mm x 180mm

¹ See Appendix for the full text of the 'Core Offer' of the RCAGM

² See Appendix for images of the item

BORGM:2024.175 – A pen and ink sketch on paper by Pádraig Mac Miadhacháin for the 'Lighthouse Fields, Purbeck'. Showing two views of the Anvil Point Lighthouse and associated buildings near Swanage, Dorset, with two incomplete curved decorative motifs on the reverse. Dimensions: 125mm x 180mm

All of the above were gifted to the RCAGM by the artist's widow in 2024 ahead of the 'Artists in Purbeck' exhibition in which all of them featured. The donor completed all the RCAGM donation paperwork as required.

Due to the group of artworks being on display only the oil painting has thus far been added to the RCAGM's presence on the Art UK website.

The Case for Retention

Meeting the 'Core Offer' of the RCAGM

This group of artworks does fit within 'Core Offer' of the RCAGM.

Relevance to the RCAGM Interpretation Strategy

This group of artworks are relevant to the RCAGM Interpretation Strategy.

Public Benefit

The retention of this group of artworks by the RCAGM would benefit the public. This artist of regional and national note is currently only represented in seven other public collections across the UK.

Effect of Disposal on Remaining Collections

The disposal of this group of artworks by the RCAGM would have a slight detrimental effect on the rest of its collections. The artist would no longer be represented (subject to accepting a similar work in lieu from the donor).

Implications for Public Collections Holding Similar Material

No other public collections in the UK would suffer from the RCAGM disposing of this group of artworks.

The Costs of Retention (Including Conservation)

The oil painting is in good condition. The sketches are on acidic paper, which over time would have to be dealt with, but stable and display ready. Currently this group of artworks do not place an excessive cost the RCAGM other than storage and insurance (although that cost is small).

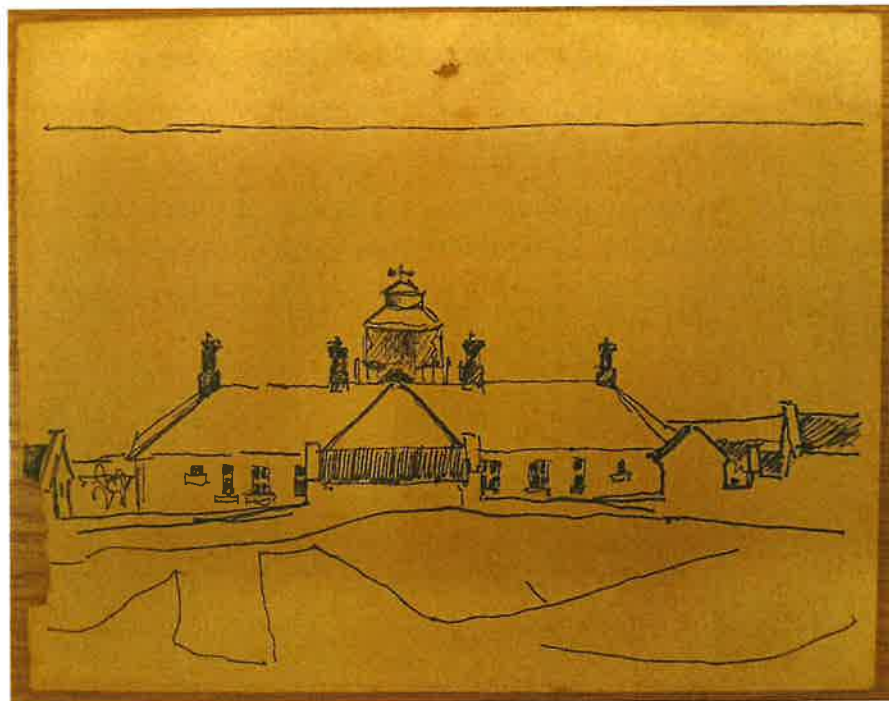
The Case for Disposal

Meeting the 'Core Offer' of the RCAGM

This group of artworks does meet the 'Core Offer' of the RCAGM being by a regional artist of note.

Appendices

Appendix 1 – Images



Relevance to the RCAGM Interpretation Strategy

This is relevant to the RCAGM Interpretation Strategy as it meets the Core Offer' around which the strategy is based. The RCAGM has displayed this group in its recent 'Artists in Purbeck' show and would likely do so again in another exhibition.

Public Benefit

The public does benefit from the RCAGM holding this group of artworks. There are very few works by this artist in the public domain and his life in Dorset is represented by only one other piece in the Dorset Museum and Art Gallery, Dorchester.

Effect of Disposal on Remaining Collections

The disposal of this group of artworks by the RCAGM would have a detrimental effect on the rest of its 20th century art collections, especially the subgrouping of locally based artists of a similar reputation and stature. However, another work has been offered in lieu by the donor.

Implications for Public Collections Holding Similar Material

No other museums/collections in the UK would specifically suffer from the RCAGM disposing of this group of artworks but it would mean that there would be just the one artwork held by a public collection in this region.

The Costs of Disposal

The cost of disposing of this group of artworks would be minimal. There is no grant aid or funding to be repaid.

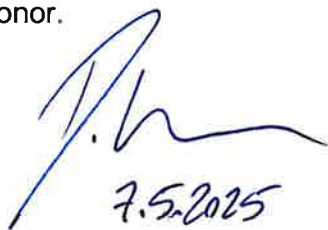
Conclusions and Recommendations

These objects fit within the RCAGM's 'Core Offer' and collecting policy as regards art by locally based artists of stature and would not normally be considered for disposal.

However, this is an exceptional circumstance based on genuine regret on the part of the donor and with an offer of a work in lieu.

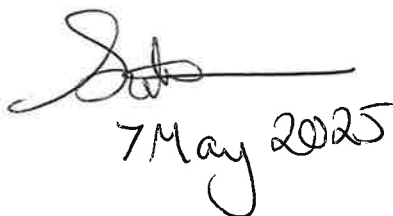
The retention of this group of artworks, despite their obvious quality, is not worth the reputational damage to the RCAGM amongst the artist community of Dorset.

Therefore, the author recommends that this group is deaccessioned and returned to the donor.

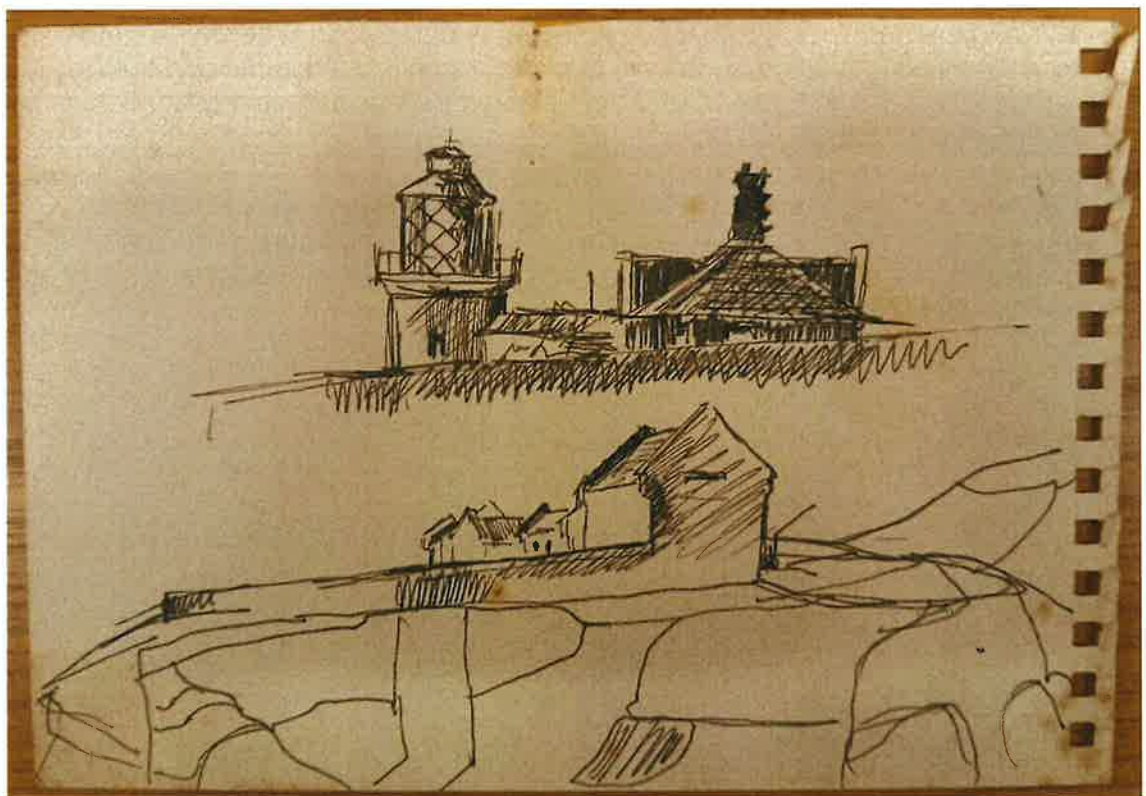
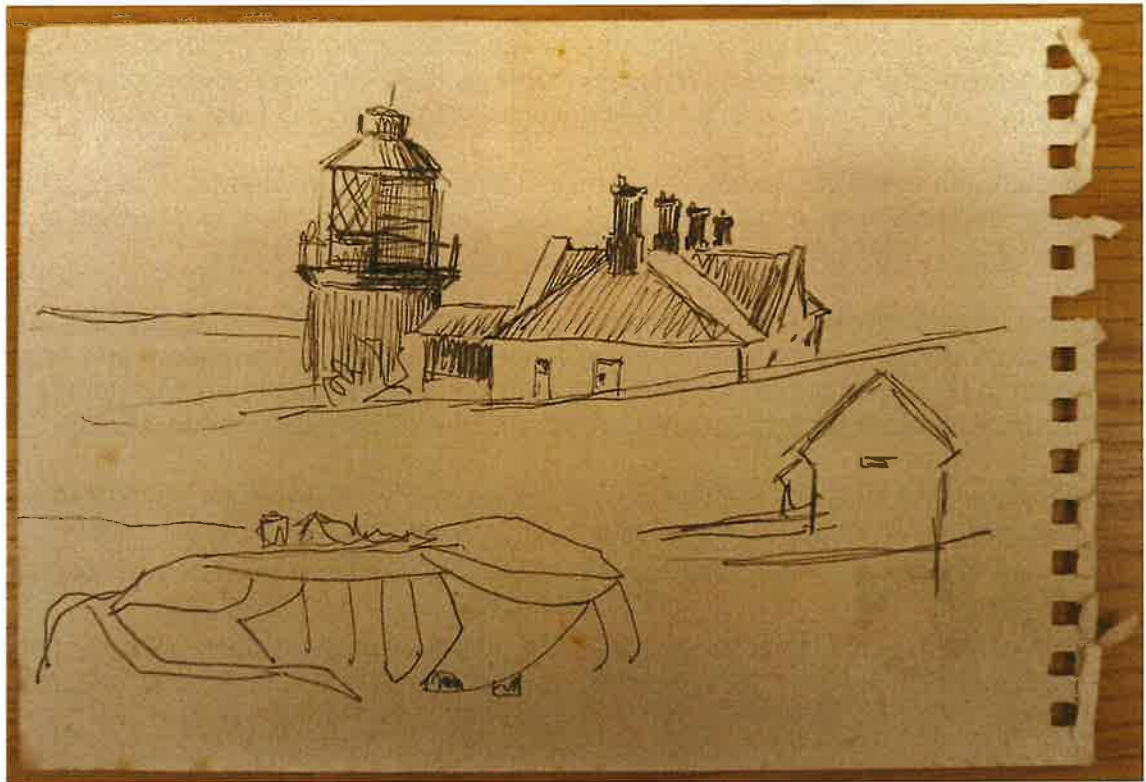


7.5.2025

Duncan Walker MA, AMA – Curator RCAGM



7 May 2025



Appendix 2 – The RCAGM Statement of Purposes – Our Core Offer

Russell-Cotes Art Gallery and Museum is an outstanding celebration of late-Victorian art collectors; their passions and achievements; how they lived and encountered the world; and how they presented their collections to enrich the lives of others.

We are entrusted to present the Russell-Cotes' personal vision and legacy in the most authentic way possible, and to enable learning, enjoyment and access to the house and collections for residents and visitors to Bournemouth.

The 'core offer' is focused on the historic building, East Cliff Hall, its stunning seafront setting, and its internationally-known collections, which attract and astound visitors. However, this is only part of the offer. In addition to the original house, we also have four art galleries added in the early 1900s. We will use this offer to:

1. Explain the story of the Russell-Cotes, the Victorian /Edwardian house and world cultures/art collections, putting it into local, national and international context
2. Encourage use of the galleries, collections, and unique energy and atmosphere of the house to inspire great art, and to stimulate creativity and curiosity
3. Explore aspects of the human condition, which were recognised by the Victorian innovators, philanthropists and social reformers, and which matter to communities today.

Finally, the spaces available at Russell-Cotes Art Gallery & Museum are not the exclusive domain of the Victorians. We are developing a vibrant cultural programme which, while rooted in the era of our founders, will be a stage for wider participation and engagement. We will continue in the spirit of two of Bournemouth's most forward-thinking citizens by striving to make a significant contribution to the development of the Russell-Cotes Art Gallery and Museum as a cultural flagship for Bournemouth. (MBTS, 2012)

We want our art gallery and museum to do what the very best galleries and museums do: to be spaces where the past, present and future come together in an irresistible mix of life, culture and heritage - a place where everyone can feel at home with a world of art.

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RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE



Report subject	Report on the Conclusion of the 'Repair and Renewal' Project funded by Arts Council England (ACE), Museum Estates and Development (MEND) fund Round 1 for the restoration of the conservatory and replacement of services
Meeting date	2 June 2025
Status	Public Report
Executive summary	<p>The ACE MEND project for urgent repairs of the Russell-Cotes has been successfully concluded with the completion of all planned activity by 31 March 2025 ie:</p> <ul style="list-style-type: none"> • Renewal of environmental plant and machinery • Restoration of conservatory • Improvements to foul drainage • Increased CCTV coverage <p>The total cost was £1,016,221.</p> <p>Funding was received from:</p> <ul style="list-style-type: none"> • £518,000 Arts Council England MEND • £213,000 CIL • £213,000 BCP Prudential borrowing • £33,000 Conservatory fundraising • £24,221 Reserves • £15,000 Insurance claim on conservatory
Recommendations	<p>It is RECOMMENDED that:</p> <p>The Management Committee reviews the report and approves the conclusion of the project</p>
Reason for recommendations	The Management Committee is responsible for the oversight of the Russell-Cotes and is required by ACE to monitor the progress of the MEND project.

Portfolio Holder(s):	Cllr Andy Martin, Portfolio Holder for Customer, Communication and Culture
Corporate Director	Glynn Barton, Chief Operations Officer
Report Authors	Sarah Newman, Museum Manager
Wards	Council-wide
Classification	For Update

Background

1. The Russell-Cotes received a grant of £518,000 in 2022 from ACE MEND fund to deliver a defined programme of maintenance work, with a total project budget of £974,000.
2. Match funding of £456,000 was originally raised from
 - a. £30,000 fundraising
 - b. £213,000 Community Infrastructure Levy
 - c. £213,000 Prudential borrowing
3. However, as costs rose and the conservatory tenders were higher than budgeted, the project cost was increased to £1,050,000 with additional contributions from an historic insurance claim (£15,000) and £58,000 museum reserves.
4. The project consisted of:
 - Renewal of environmental plant and machinery
 - Restoration of conservatory
 - Improvements to foul drainage
 - Increased CCTV coverage
5. Work started in October 2022 with Philip Hughes Associates, conservation accredited surveyors, appointed as Lead Designers.

MEND Project

6. All aspects of the project have been completed, final reports submitted to Arts Council England, and funding drawn down. The following elements have been completed:

Repair of the Conservatory

7. The historic conservatory that was built for the house in 1901 has been in poor condition since 2010. It was earmarked for refurbishment in 2012, but insufficient funds were available so attempts have been made ever since to secure funding and conserve this beautiful building. In recent years, with panes of glass lost, rotting woodwork, constant water ingress, and a corroding beam causing cracking in the

floor, the structure has been destabilised and has been at significant risk of catastrophic failure with every passing storm.

8. MEND Round 1 has enabled the Museum to restore the conservatory to its original state and add features to promote its longevity such as increased lead work and support bars. With advice from a paint conservator, the original colour scheme has been revived of pale pink, mushroom brown and peacock blue. The result is a beautiful indoor space with original tiles and coloured glass giving stunning views of Christchurch Bay. Visitors can once again enjoy sitting in this conservatory and are stunned by the beauty of this restored space.
9. The Museum also took the opportunity whilst full scaffolding was on site, to repair and redecorate the rotten windows on the west façade.

Mechanical Plant Replacement

10. The Museum's mechanical plant was more than 25 years old and was beyond 'end of life'. Heating and cooling the museum and its collection were at the point of catastrophic failure and the modern wing's systems had already failed beyond repair. With MEND all the plant has been replaced in the four plant rooms (boilers, ducting and air handling units), so that we now have reliable machinery which provides appropriate environmental conditions depending on the location – close control in the museum and galleries and not elsewhere. This has enabled the monitoring of conditions in all museum areas, providing better control to protect our valuable collections. At the same time, more efficient machinery and monitoring has reduced our energy consumption enabling financial savings and reducing environmental impact.
11. There was an opportunity to upgrade the fire performance of the plant room enclosures (including fire protecting the fabric, firestopping around services and replacing fire dampers with more effective smoke and fire dampers).

Drainage

12. Improvements to drainage and particularly the clearing of party drains in the Royal Bath Hotel have eliminated the pooling of foul water by the entrance which was a health risk and unpleasant for staff and visitors.

Security Improvements

13. Additions of cameras on the modern wing has improved security in this vulnerable site.

Final Budget

14. Expenditure

Project	Final Cost
Conservatory	£292,246
Air handling units	£651,456
Drainage	£1,840
Cameras	£7,490
Fees	£62,615
Building Regs	£575
total	£1,016,221

15. Income

Income	
Arts Council England	£518,000
CIL	£213,000
BCP Prudential borrowing	£213,000
Insurance claim on conservatory	£15,000
Conservatory fundraising	£33,000
Reserves	£24,221
Total	£1,016,221

Impact

16. Financial savings of 10 – 20% have been identified on gas and electricity bills so far and usage is being monitored remotely with regular updates to identify any tweaks to the system or physical interventions that can be made that maintain conditions but reduce usage. This will continue for some time as the impact of the weather, seasons and museum usage change.
17. The Conservatory is now open continuously to the delight of our visitors and the Museum will identify opportunities for events or hires to use it to generate income.
18. Organisational resilience There are already significantly fewer interventions required from staff to deal with water ingress and plant failure which were putting staff, volunteers and collections at risk.

Ongoing Maintenance

19. The work done under MEND 1 does not introduce any new liabilities and under current arrangements, servicing of plant and cameras, as a statutory requirement, will be maintained by Council contractors. However, there is no budget for regular maintenance of the conservatory.
20. The Russell-Cotes is in the process of becoming a fully independent charity, with a new sole Trustee. Any statutory requirements will be transferred. One of the drivers for the change in governance is to enable the Museum to prioritise planned maintenance as the best way to care for a historic building. The new Trustee will fundraise for a sink fund to spread the cost of ongoing maintenance and inevitable repairs so that some annual maintenance and cleaning can take place, and plan for five yearly decoration of the front façade and a full scaffold and total redecoration every decade.

Remaining Urgent Repair Work

21. This project covered a portion of the building's repair work identified in the 2000 Condition Survey as vital. In 2024 a new Condition Survey was completed by Philip Hughes Associates which showed in the period since the initial application for MEND Round 1, very serious deterioration had occurred particularly in the sea-facing south façade, which is failing and allowing significant water penetration into the building, damaging original murals, allowing pest infestations and requiring the building to close on occasion. There are also very significant risks from poor security and fire protection. They identified £1,076,580 (+fees) of urgent work to completed

within the next 2 years and £1,400,970 (+ fees) of further work required within 5 years.

22. The Museum applied successfully for £1,500,817 funding from Round 4 of MEND which will address the sea-facing façade; new CCTV; general security improvements; independent disabled access; fire protection and the conservation of murals.
23. The Museum is in early discussions with NHLF about an application to complete the remaining work, less urgent work, for example severe water penetration on the north side of the building.

Options Appraisal

24. N/a

Summary of financial implications

25. Covered in the report

Summary of legal implications

26. n/a

Summary of human resources implications

27. n/a

Summary of sustainability impact

28. n/a

Summary of public health implications

29. n/a

Summary of equality implications

30. n/a

Summary of risk assessment

31. n/a

Background papers

None

Appendices

There are no appendices to this report.

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RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE



Report subject	Russell-Cotes Art Gallery & Museum Update on Progress to Independence
Meeting date	2 June 2025
Status	Public Report
Executive summary	<p>The Scheme which agrees the future governance framework for the new Corporate Trustee of the Russell-Cotes Art Gallery & Museum has been approved by the Charity Commission and BCP Council under delegated powers. It was passed to the Department of Culture Media and Sport (DCMS) in April, together with the Draft Order of State for the publicity and modification phase, before ministerial and parliamentary approval in due course.</p> <p>RCAGM Sole Trustee Ltd, the new Company Limited by Guarantee, was incorporated on 10 March 2025 and will act as Corporate Trustee in place of BCP Council after Vesting Day. The Company number is 16304062 and 9 Board members have been recruited and regular formal meetings have started.</p> <p>Due to the extended time frame and higher legal and ICT costs than anticipated, the transition costs have been revised from £119,000 to £145,000. Additional funding to cover these costs has been agreed from reserves. £100,000 will be transferred from these and the NHLF Lottery Grant, which is contributing to the project, to the new Sole Trustee so that it can procure services needed (eg HR, legal and ICT) as well as other operational costs to prepare for vesting day.</p>
Recommendations	<p>It is RECOMMENDED that:</p> <p>The Management Committee notes progress on moving to an independent trust</p> <p>requests officer support to progress:</p> <ul style="list-style-type: none"> a) The transfer of £100,000 of reserves and grant funding to the new Sole Trustee b) The delivery of the pension actuarial assessment c) Development of legal agreements d) ICT Service transfer

	and delegates authority for progressing and agreeing terms to Service Director for Customer and Property, Chief Operations Officer and Monitoring Officer.
Reason for recommendations	BCP Council as Trustee supports the change of governance and wishes to ensure that it be achieved in a timely way, for which it requires officer support and Council agreement.
Portfolio Holder(s):	Cllr Andy Martin, Customer, Communities and Culture
Corporate Director	Glynn Barton, Chief Operations Officer
Report Authors	Sarah Newman, Manager
Wards	Council-wide
Classification	For Update

Background

1. The Russell-Cotes has been actively reviewing its unsatisfactory governance since 2018. Its status as an unincorporated charity, with BCP Council as sole trustee, creates an inherent conflict of interest for the Trustee and a lack of financial transparency which makes it difficult for it to thrive and falls short of the standard of governance required for a modern charity.
2. A change of governance to create a new independent company (CLG) to act as sole trustee in place of the Council was therefore supported by the Charity Commission (August 2022), approved by BCP Council (Jan 2023) and supported financially by the National Heritage Lottery Fund (March 2023).

Financial Settlement

3. A financial settlement for the new Trustee was agreed by Cabinet and then by full Council in February 2024.
 - a. £2million grant up front to enable the Russell-Cotes to establish itself as an independent organisation
 - b. Asset transfer of the Study Centre to the new Trustee, subject to appropriate overage clauses.
 - c. A one-off grant of £250,000 to support building maintenance
 - d. Transfer of earmarked reserves (currently £299,000) but subject to change

This will allow the Council to reduce its subsidy as the museum progresses under independent management as detailed in the Cabinet report.

Scheme

4. In December 2023, BCP Council applied formally to the Charity Commission for a repeal of Section 57 of Bournemouth Borough Council Act, 1985 so that the Council may be replaced as sole trustee, by a new corporate Trustee **(the Scheme)**.
5. In repealing Section 57 of Bournemouth Borough Council Act, 1985, the supplementary changes to the Indentures of the Charity will no longer be in force and the governance of the charity will revert to the original Indentures of 1908 – 1920. The Scheme therefore addresses any amendments to the Indentures needed to avoid some of the outdated provisions coming back into force.
6. The draft scheme has been under negotiation with the Charity Commission since December 2023.

Establishment of a New Company Limited by Guarantee (CLG) to act as new Trustee

7. The solicitors, Sharpe Pritchard have drafted the specialist Memorandum of Articles for the new corporate trustee, in consultation with the Charity Commission, as they will need to reflect the arrangements required in the Charity Commission Scheme for the Charity. This will enable the new Company to be formally registered at Companies House. A draft was reviewed by the Committee at their meeting in June 2024.

Progress

Scheme

8. A final draft of the Scheme (Appendix 1) has been agreed by the Charity Commission and BCP Council, as Sole Trustee. It will
 - a. Repeal Section 57 Bournemouth Borough Council Act 1985 as well as certain provisions in the Governing Documents which will no longer be applicable once the Council is not the Sole Trustee
 - b. Outline that Sir George Meyrick (or the person for the time being in the enjoyment of the title) has the right to be a director the CLG
 - c. Outline that the Council is entitled to appoint two directors of the CLG
 - d. Re-affirm the object of the Charity that it is 'For the benefit of the inhabitants of and visitors to Bournemouth, the provision of an art gallery and museum under the name of Russell-Cotes Art Gallery & Museum'
 - e. Provide safeguards for the appointment of paid Directors
9. The Charity Commission has submitted the Scheme to the Department of Culture, Media and Sport (DCMS) for their review, as well as the Order of Parliament for bringing the Scheme into force. This is known as the 'publicity and modification' stage prior to ministerial approval.

Next steps

10. When the DCMS have confirmed they are content with the Scheme as drafted, there is likely to be a period of public notice of the Scheme which is a standard process and would be conducted by the Russell-Cotes Art Gallery and Museum. The Scheme will then be passed for ministerial approval and parliamentary approval.

11. There is no clarity as yet on how much longer this process will take.

RCAGM Sole Trustee Ltd Incorporated to act as sole trustee

12. With the agreement of the Charity Commission, the new sole trustee, which is called RCAGM Sole Trustee Ltd, was incorporated as a Company Limited by Guarantee with Articles of Association drafted by Sharp Pritchard on 10 March 2025 (See Appendix 2). The Company registration number is 16304062.

13. The Company was established with three founding directors:

- Professor Stuart Bartholomew
- Alan Frost
- Sir George Meyrick.

14. After a recruitment exercise in autumn 2024, a further 5 directors, including two Council appointees, have been submitted to Companies House for registration.

15. The Board has been meeting informally and now formally on a monthly basis since November 2024 in preparation for taking over the role of trustee from the Council. It is compliant with company law and filings.

Project Management

16. The project was overseen by the Russell-Cotes Externalisation Steering Group consisting of members of the Management Committee, new Board, Portfolio Holder and officers until 10 April. However, with the establishment of the new CLG, this group's role has come to an end and oversight will be provided by the Management Committee and new CLG with officers providing support when needed.

17. Lucy Marder's contract as Project Manager which started in Summer 2023 has come to an end as the project enters this new phase.

Transition Costs

18. The total budget proposed for the transition costs (legal, pension, project manager etc was £119,800

- £98,000 The National Heritage Lottery Fund (NHLF)
- £20,000 Russell-Cotes Reserves

The current spend is about £60,000. However, the costs of the transition process are significantly higher than anticipated, because of the increased time frame, increased legal costs and higher than anticipated ICT tenders.

19. The NHLF is not willing to consider providing further funding and has requested that the Russell-Cotes outline what it can achieve within the existing budget. Even reducing all of the non-vital expenditure (eg publicity, training, travel, some consultancy), it is not possible to deliver the project within the original budget.

20. So a revised budget of £145,000 has been drawn up which is contingent on an additional £26,000 from unrestricted reserves which has been agreed by BCP Council. This is designed to provide adequate budget for the remaining work including the legal fees for both BCP Council and the new CLG and ICT costs. Approval from NHLF for this approach is being requested.

Funding for the new Sole Trustee

21. The remainder of the expenditure for transition is largely for the procurement of new services for the CLG as it prepares for vesting day and payment must come directly from the CLG as the contracting organisation. Therefore it has been agreed that £100,000 of NHLF funding and Museum reserves will be transferred to the new CLG, once its bank account has been opened and NHLF agreement received. It will then be able to formalise the necessary contracts and schedule payments as well as have budget for other expenses required to enable the new CLG to be ready to act as Trustee (including the appointment of a Business Development Manager).

Procurement of Services for the new Trustee

22. The new Trustee has procured HR and Legal Services in principle after tender processes. ICT procurement is under way. With the support of an independent accountant, accounting systems, budgets and software are being developed and a bank account is currently in the process of being opened.

Next Steps

23. When the transfer of funds is confirmed the CLG will:
- contract the HR adviser to support the development of appropriate policies and progress the transfer arrangements for staff
 - contract the legal adviser to draw up contracts with BCP Council on transfer of assets and legal agreements
 - continue policy development and familiarisation for the new Board of Directors.
24. The CLG is awaiting an actuarial assessment of pension liabilities to inform discussions on the arrangements for the staff transfer

Options Appraisal

25. n/a

Summary of financial implications

26. The project is funded largely by the NHLF. The provision of up to £100,000 to support the additional transition costs and initial operational costs of the new CLG will be funded from NHLF grant and unrestricted reserves.

Summary of legal implications

27. The legal implications are covered in the report

Summary of human resources implications

28. The HR implications are covered in the report.

Summary of sustainability impact

29. n/a

Summary of public health implications

30. n/a

Summary of equality implications

31. n/a

Summary of risk assessment

32. n/a

Background papers

None

Appendices

Appendix 1 – Draft Scheme (confidential)

Appendix 2 – Articles of Association

Document is Restricted

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FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

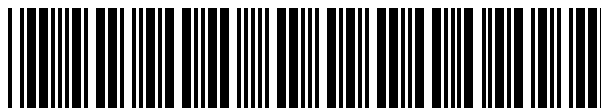
Company Number **16304062**

The Registrar of Companies for England and Wales, hereby certifies that

RCAGM SOLE TRUSTEE LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **10th March 2025**



N163040629



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **07/03/2025**

XDXSU4BC

Company Name in full:

RCAGM SOLE TRUSTEE LTD

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**RUSSELL-COTES ART GALLERY AND MUSEUM
EAST CLIFF PROMENADE
BOURNEMOUTH
UNITED KINGDOM BH1 3AA**

Sic Codes:

91020

Company Director 2

Type:	Person
Full Forename(s):	PROFESSOR STUART
Surname:	BARTHOLOMEW
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/01/1947** *Nationality:* **BRITISH**
Occupation: **EMERITUS PROFESSOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type:	Person
Full Forename(s):	MR ALAN JOHN
Surname:	FROST
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/10/1944** *Nationality:* **BRITISH**
Occupation: **NONE**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **GEORGE MEYRICK**

Address **RUSSELL-COTES ART GALLERY AND MUSEUM
EAST CLIFF PROMENADE
BOURNEMOUTH
UNITED KINGDOM
BH1 3AA**

Amount Guaranteed **1**

Name: **STUART BARTHOLOMEW**

Address **RUSSELL-COTES ART GALLERY AND MUSEUM
EAST CLIFF PROMENADE
BOURNEMOUTH
UNITED KINGDOM
BH1 3AA**

Amount Guaranteed **1**

Name: **ALAN FROST**

Address **RUSSELL-COTES ART GALLERY AND MUSEUM
EAST CLIFF PROMENADE
BOURNEMOUTH
UNITED KINGDOM
BH1 3AA**

Amount Guaranteed **1**

Lawful Purpose Statement

The subscribers confirm that the company has been formed for lawful purposes.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

<i>Name:</i>	GEORGE MEYRICK
<i>Authenticated</i>	YES
<i>Name:</i>	STUART BARTHOLOMEW
<i>Authenticated</i>	YES
<i>Name:</i>	ALAN FROST
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
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COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of RCAGM SOLE TRUSTEE LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
GEORGE MEYRICK	Authenticated Electronically
STUART BARTHOLOMEW	Authenticated Electronically
ALAN FROST	Authenticated Electronically

Dated: 07/03/2025

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
RCAGM SOLE TRUSTEE LTD (the “Company”)

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act	means the Companies Act 2006;
Articles	means the Company’s articles of association for the time being in force;
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
Charities Act	means the Charities Act 2011;
Charity	means the Russell-Cotes Art Gallery and Museum registered as a charity with the Charity Commission with registered number 306288;
Charity Commission	means the Charity Commission for England and Wales;
Charity Trustee	has the meaning prescribed by s177 Charities Act 2011;
Council	Bournemouth, Christchurch and Poole Council;
Circulation Date	in relation to a written resolution, has the meaning given to it in the Act;
Clear Days	in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;
Connected Person	means any person falling within one of the following categories: <ul style="list-style-type: none"> (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together; or

	(e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest;
Director	means a director of the Company;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form and electronic means	have the meaning given to such terms in section 1168 of the Act;
Governing Documents	trust deeds and conveyances which set out the terms under which the Charity must be administered by the Company, comprising of: <ul style="list-style-type: none"> • the Indenture dated 1 February 1908; • the Indenture dated 29 October 1918; • the Indenture dated 1 February 1919; • the Indenture dated 11 November 1920; and • the Scheme dated 6 April 1976 as amended from time to time;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (<i>SI 2008/3229</i>);
Objects	means the objects of the Company as stated in article 2;
Special Resolution	has the meaning given in section 283 of the Act;
Term	three years;
United Kingdom	means Great Britain and Northern Ireland;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Sir George Meyrick Director	means Sir George Meyrick Baronet (or the person for the time being in the enjoyment of the title);
Council Director	means any person appointed by the Council to be a Director;
Independent Director	means any person appointed by resolution of the Directors to be a Director (such director not being a Council Director or the Sir George Meyrick Director);

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a **statute, statutory provision or subordinate legislation** is a reference to it as it is in force from time to time, taking account of:
- 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1 The object for which the Company is established, at all times in accordance and subject to the Governing Documents, are as follows:
- 2.1.1 to hold office and act as the trustee of the Charity in accordance with the Governing Documents;
 - 2.1.2 to promote or assist in promoting the objects of the Charity in any manner, either alone or with others;
 - 2.1.3 to exercise all powers exercisable by the trustee of the Charity under the Governing Documents in the promotion, administration, and management of the Charity; and
 - 2.1.4 to undertake, do and perform all things that the Directors shall consider necessary, desirable, or appropriate in connection with the performance of such office as trustee.
- 2.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

3. POWERS OF THE COMPANY

In pursuance of the Objects, the Company has the power to do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Company shall only be applied to promote the Objects.

4.2 Except as provided below, no part of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Company. This shall not prevent any payment in good faith by the Company of:

4.2.1 interest on money lent by a Member to the Company at a reasonable and proper rate;

4.2.2 reasonable out-of-pocket expenses properly incurred by any Director when acting on behalf of the Company, in accordance with any rules adopted by the Directors from time to time.

5. WINDING UP

On the winding up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remain shall not be paid or distributed to the Members but shall be transferred to the trustees for the time being of the Charity to be held on the trusts applicable to the Charity or in default of such trusts, in accordance with the Governing Documents of the Charity or as directed by the court or Charity Commission.

6. LIABILITY OF MEMBERS

6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

6.1.1 payment of the Company's debts and liabilities contracted before they cease to be a Member,

6.1.2 payment of the costs, charges and expenses of the winding up, and

6.1.3 adjustment of the rights of the contributories among themselves.

7. TERMS OF REFERENCE

7.1 The Company shall act as the Charity Trustee of the Charity in the management of the affairs of the Charity including but not limited to the financial matters and the appointment and dismissal of all employees of the Charity and shall at all times have regard to the status of the Charity as a charity.

7.2 Subject to these Articles, the Directors are responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

8. MEMBERSHIP

8.1 The Directors from time to time shall be the only Members. A Director shall become a Member on becoming a Director.

8.2 The Company shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.

8.3 Membership is not transferable.

9. TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member if they cease to be a Director or die.

10. GENERAL MEETINGS OF MEMBERS

- 10.1 The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.
- 10.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Company.
- 10.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is three Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 10.4 A Member is entitled to appoint another person as their proxy, in accordance with the Act, to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company.
- 10.5 The chair of Directors shall chair general meetings of the Company or, if they are absent, the vice-chair of Directors shall act as chair. If neither the chair nor the vice-chair of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- 10.6 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 10.7 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 10.8 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 10.9 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

11. WRITTEN RESOLUTIONS

- 11.1 Subject to article 11.4, a written resolution of the Members passed in accordance with this article 11 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
 - 11.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - 11.1.2 as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 11.2 Where a resolution is proposed as a written resolution of the Company, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

- 11.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 11.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 11.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 11.6 A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 11.6.1 if the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the person sending it;
- 11.6.2 if the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- 11.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 11.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 11.9 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Act.
- 11.10 The Members may require the Company to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

12. DIRECTORS

- 12.1 The number of Directors shall not be less than three.
- 12.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 12.3 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

13. POWERS OF DIRECTORS

- 13.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the Company's business and may exercise all the powers of the Company for that purpose.
- 13.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.

- 13.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

14. APPOINTMENT OF DIRECTORS

Sir George Meyrick Director

- 14.1 The Sir George Meyrick Director shall be entitled to be a Director.
- 14.2 The Sir George Meyrick Director may elect at any time to not act as a Director but shall have the right to be reappointed as a Director at any time.

Council Director

- 14.3 The Council shall be entitled to appoint two Council Directors and to require the removal of such persons from office by notice to the Directors.

Independent Director

- 14.4 Any person who is willing to act as a director, and who is permitted by law to do so, may be appointed to be an Independent Director by resolution of the Directors.
- 14.5 An Independent Director may serve in that office for one Term, which may be renewed or extended by resolution of the Directors, for one additional Term only.
- 14.6 An Independent Director must be appointed in accordance with any rules adopted by the Directors from time to time.

15. TERMINATION, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 15.1 The Directors may terminate the appointment of a single Director, without their consent, by giving them written notice if, in the reasonable opinion of the majority of the Directors, the Director is:
- 15.1.1 guilty of conduct which has or is likely to have a serious adverse effect on the Charity or the Company or bring the Charity or the Company or the Directors or any or all of the Members into disrepute;
 - 15.1.2 acting or threatening to act in a manner which is contrary to the interests of the Charity or of the Company; or
 - 15.1.3 deliberately failing to observe the terms of these Articles.
- 15.2 In the event of a situation arising under 15.1, the notice to the Director must give the Director the opportunity to be heard in writing or in person as to why their directorship should not be terminated. The Directors must consider any representations made by the Director and inform the Director concerned of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the membership of a Director.
- 15.3 A Director shall cease to hold office if they:
- 15.3.1 are disqualified from acting as a Charity Trustee by virtue of the Charities Act;
 - 15.3.2 are convicted on indictment of a criminal offence;
 - 15.3.3 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

- 15.3.4 in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 15.3.5 cease to be a Member of the Company;
 - 15.3.6 resign by written notice to the Company, provided that at least one Director will remain in office once the resignation takes effect;
 - 15.3.7 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
 - 15.3.8 or any person connected with them is employed by the Charity or the Company in return for remuneration; or
 - 15.3.9 are removed by ordinary resolution of the Company pursuant to the Act.
- 15.4 Following termination of office for any reason, the Director concerned shall be removed from the Registrar of Members.

16. PROCEEDINGS OF DIRECTORS

- 16.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 16.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:
 - 16.2.1 the appointment of any such Director or person acting as a Director was defective; or
 - 16.2.2 any or all of them were disqualified; or
 - 16.2.3 any or all of them were not entitled to vote on the matter.

17. CALLING A DIRECTORS' MEETING

- 17.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
- 17.2 Unless otherwise agreed by the Directors, meetings of the Directors shall be held no less than quarterly on such dates as they may agree (and failing such agreement on such day as the chair of Directors shall decide).
- 17.3 Notice of a meeting of the Directors must be given to each Director but need not be in writing. The notice must specify:
 - 17.3.1 the time, date and place of the meeting;
 - 17.3.2 the general particulars of the business to be considered at the meeting; and
 - 17.3.3 if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

18. PARTICIPATION IN DIRECTORS' MEETINGS

- 18.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 18.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

19. QUORUM FOR DIRECTORS' MEETINGS

- 19.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and, unless otherwise fixed, will be three.
- 19.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

20. CHAIRING DIRECTORS' MEETINGS

- 20.1 The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as vice-chair of Directors.
- 20.2 If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

21. DECISION-MAKING BY DIRECTORS

- 21.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 22.
- 21.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

22. UNANIMOUS DECISIONS BY DIRECTORS

- 22.1 A decision of the Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 22.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 22.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

- 22.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

23. DELEGATION BY DIRECTORS

- 23.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 23.2 The Directors shall be empowered to establish such committees as they consider necessary to carry on the Company's business as Charity Trustee of the Charity. The Directors shall nominate, from its own number, a chairman and an agreed number of members for each committee.
- 23.3 Both the chairman and the members of each committee will be nominated by the Directors for such term as the Directors may determine. The Directors shall provide Terms of Reference for each committee established and shall state that number of members that shall constitute a quorum.
- 23.4 The committee shall be empowered to require the attendance of any member of the Company for any specific item on the agenda.
- 23.5 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.
- 23.6 In the absence of a quorum, no business shall be transacted, and the meeting shall be deferred to a later date to be decided on by the chairman of the committee.
- 23.7 The terms of any delegation to a committee shall be recorded in the minute book.
- 23.8 The Directors may revoke or alter a delegation.

24. CONFLICTS OF INTEREST

- 24.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
- 24.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 24.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
- 24.3.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 24.3.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - 24.3.3 the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

- 24.4 In this Article 24.4 a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

25. SECRETARY

- 25.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.
- 25.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

26. MINUTES

- 26.1 The Directors shall cause the Company to keep the following records in writing and in permanent form:
- 26.1.1 minutes of proceedings at general meetings;
 - 26.1.2 minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
 - 26.1.3 copies of resolutions of the Company and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
 - 26.1.4 particulars of appointments of officers made by the Directors.

27. RECORDS AND ACCOUNTS

- 27.1 The Directors shall comply with the requirements of the Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
- 27.1.1 annual reports;
 - 27.1.2 annual returns; and
 - 27.1.3 annual statements of account.
- 27.2 Accounting records relating to the Company must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 27.3 A copy of the Company's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Company's reasonable costs of fulfilling the request, within two months of such request.

28. COMMUNICATIONS

- 28.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

- 28.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 28.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

29. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

30. INDEMNITY

- 30.1 Subject to Article 30.2, but without prejudice to any indemnity to which they may otherwise be entitled, the Company and every Director shall be indemnified by the Company for all acts done in good faith by the Company as Charity Trustee of the Charity or by a Director in the course of their duties to the Company. No Director shall be under any personal liability in respect of defalcation or breach of trust by any other Director or any member, employee, or agent of the Company except in the case of express complicity or wilful default on their own part.
- 30.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 30.3 All acts on behalf of the Company carried out in good faith by any Director or officer of the Company or on behalf of the Company in its capacity as Charity Trustee of the Charity shall be valid notwithstanding that it be afterwards discovered that there was some defect in their appointment or continuance in office or the appointment or continuance of in office of the Company as Charity Trustee of the Charity.
- 30.4 The Company shall insure the Directors against the cost of a successfully defence to a criminal prosecution brought against or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or a breach of duty (unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty).
- 30.5 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 30.6 In this Article 30:
- 30.6.1 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any person fund or employee's share scheme of the Company or associated company; and
- 30.6.2 a "relevant officer" means any Director or other officer or former Director or other officer of the Company, but excluding in each case any person engaged by the Company as auditor to the extent they act in capacity of auditor.

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RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE



Report subject	Extension to the term of office of the Chair of the Russell-Cotes Management Committee
Meeting date	2 June 2025
Status	Public Report
Executive summary	<p>The Russell-Cotes Art Gallery & Museum (charity Number 306288) is going through a highly complex governance change which was started in 2018 and will require an Order of State through Parliament to complete. Very significant progress has been made, after considerable investment of time and resource from BCP Council, Charity Commission, National Lottery Heritage Fund and Arts Council England.</p> <p>The charitable 'Scheme', which allows for the repeal of Section 57 of the Bournemouth Borough Council Act 1985 and updates the original founding documents (from 1908 to 1920), has been agreed by Charity Commission and BCP Council and sent to the Department of Culture Media and Sport for review, ministerial and ultimately parliamentary approval.</p> <p>Through the prolonged and complex process, which has also involved negotiating a financial package with the Council (agreed in January 2024), Professor Stuart Bartholomew has been the Chair of the Management Committee, to which Cabinet delegate the responsibility for oversight of the charity.</p> <p>Professor Bartholomew was appointed in 2017 and served for the maximum two terms. In 2022, Cabinet agreed exceptionally to appoint him for a further 3 year term on the basis that the governance change had reached a critical juncture, which was impacted by Covid and heightened by coinciding with the Museum's Centenary.</p> <p>That further term is due to end in September 2025 and while it had been anticipated that externalisation would be complete on 1 October 2025, there is a strong likelihood that Vesting Day may not be achieved until 1 January 2026 or even 1 April 2026 and therefore the Committee will need to keep functioning in the meantime.</p> <p>A further limited extension is advised rather than lose Professor Bartholomew's experience and commitment to this complex project and potentially putting it at risk at this critical moment.</p>

Recommendations	<p>It is RECOMMENDED that the Russell-Cotes Management Committee recommend to Cabinet that :</p> <p>the Chair of the Management Committee's term of office be extended until the transfer of the Museum to the new sole trustee is completed or for a further 3 years (whichever is soonest) to provide vital continuity at the pivotal moment in the process of externalisation.</p> <p>It is noted that as soon as Vesting Day is achieved the Management Committee will cease to exist and the appointment will be concluded.</p> <p>It is noted that this decision will not set any precedent for this or any other BCP Council Committee.</p>
Reason for recommendations	The externalisation of the Russell-Cotes is on track to be achieved this financial year, subject to the parliamentary timetable. This long and complex project would be put at risk by changing a key individual at this moment.
Portfolio Holder(s):	Cllr Andy Martin, Portfolio Holder for Customer, Communications and Culture
Corporate Director	Glynn Barton, Chief Operations Officer
Report Authors	Sarah Newman, Museum Manager
Wards	Council-wide
Classification	For Decision

Background

1. The Russell-Cotes Art Gallery and Museum is a charity, the sole trustee of which is BCP Council. The Council delegates the management of the museum to the Russell-Cotes Art Gallery and Museum Management Committee.
2. Since 2018, the Management Committee has been exploring how to improve the governance arrangements of the Russell-Cotes to ensure that it can thrive in the long term, given the compromised governance arrangements which make it difficult to operate successfully and raise funds. This has been uniquely complicated because the current arrangements are outlined in the 1985 Bournemouth Borough Council Act and any change requires an Order of State through Parliament.
3. The Museum has reached a pivotal moment in this long and complicated process.

- The charitable Scheme, which repeals Section 57 of the Bournemouth Borough Council Act, updates the original Deeds of Gift of the Museum and establishes the new governance arrangements, has been agreed by BCP Council and the Charity Commission. This was sent in May to the Department of Culture, Media and Sport (DCMS) with a draft Order of State for review. It will then be subject to public consultation, ministerial approval and then laid before Parliament.
 - RCAGM Sole Trustee, a new corporate body which will take over the responsibility for the Russell-Cotes from BCP Council, has been registered with Companies House. Board Members have been recruited and meetings and policy work started in preparation for assuming its charitable responsibilities on Vesting Day.
 - BCP Council has made a commitment to provide upfront funding of £2million of the new Sole Trustee as well as provide other funds and assets. This was agreed by BCP Council in January 2024.
4. A target Vesting Day of 1 October 2025 has been proposed and the Charity Commission and DCMS are aware of this timeline. However, since the Scheme requires an Order of State through Parliament which will be going into recess in the summer, it is likely that this deadline will not be met. If this is the case, it is proposed to set a target date of 1 January 2026 or failing that 1 April 2026 to fit with financial year quarters.

The Chairmanship

5. Professor Stuart Bartholomew, then Vice-Chancellor of Arts University Bournemouth, was appointed as one of the external candidates to the newly formed Management Committee in 2017. The Committee has a membership of 3 councillors who have voting rights and 4 external appointees and Sir George Meyrick who do not have voting rights.
6. Under the Committee's Terms of Reference, the 4 external (non-Council) members can be appointed for two 3-year terms of office and then must leave for at least one year before seeking reappointment. The first external appointees were made by Cabinet in April 2016 and renewals and changes have since been approved by the Leader.
7. Having served two terms Professor Bartholomew's role was due to end, so in July 2022, BCP Council agreed to appoint him for a further 3 year term due to exceptional circumstances: the pivotal moment in externalisation; the impact of Covid on progress and on the recruitment of new members and the high profile centenary year for the museum. The expectation was that the Russell-Cotes would have achieved externalisation within this extension period.

Further Extension of Term of Office of Chair

8. The current Management Committee consists of:
- a. Councillor Andy Martin (Portfolio Holder for Customer, Communications and Culture)
 - b. Councillor Lisa Northover
 - c. Councillor Lawrence Williams
 - d. Sir George Meyrick

- e. Professor Stuart Bartholomew
 - f. Alan Frost
 - g. Fiona Winrow
 - h. One vacant place due to the death of Greg Irvine
9. Professor Bartholomew's term of office is due to end in September 2025 and while it was anticipated that externalisation would have been completed on 1 October 2025, there is a strong possibility that this will not be the case and it will take up to a further 6 months, maybe until 1 April 2026.
 10. Professor Bartholomew has chaired the Committee throughout the period of governance review, and is therefore aware of the tortuous progress with the Charity Commission and the Council to bring this to a resolution. With a few months left to run of the current arrangements any change in personnel risks undermining all the delicate and complex work and negotiations that have occurred to date.

Recommendation

11. It is recommended therefore that Cabinet agree that Stuart Bartholomew, Chair of the Management Committee be given a further term of office which would last until the new Sole Trustee takes responsibility for the Charity on Vesting Day or up to 3 years (whichever is soonest). This is in order to provide vital continuity in this complex governance change for the Russell-Cotes.
12. It is noted that the position of Chair, membership of the Committee and the very existence of the Management Committee will end on Vesting Day when the new Sole Trustee takes over from BCP Council. The expectation is that this will take place by 1 April 2026, but it is recognised that the parliamentary process required is outside the control of the Council.
13. It is noted that this decision will not set any precedent for this or any other BCP Council Committee.

Options Appraisal

14. Allow the Stuart Bartholomew's membership to finish and appoint a new Chair from within the current membership. However, this would risk losing all the knowledge and experience of the previous 7 years in this complex negotiation and could put the project at risk
15. Allow Prof Bartholomew's membership to finish and appoint a new member. It would not be feasible to recruit and embed a new external member to a Management Committee which is about to be disbanded within a few months.

Summary of financial implications

16. n/a

Summary of legal implications

17. It is noted that the term will end as soon as Vesting Day is achieved.

Summary of human resources implications

18. n/a

Summary of sustainability impact

19. n/a

Summary of public health implications

20. n/a

Summary of equality implications

21. n/a

Summary of risk assessment

22. The Russell-Cotes is currently going through an unprecedented period in its history when the need for continuity on the Committee is vital and the loss of the Chair would bring significant risk.
23. The Committee has led the process of examining the complex governance and business/financial options of the Russell-Cotes, which have been under active review since 2018. These have involved commissioning significant reviews from external consultants and legal advisers, dedicated funding from Arts Council England and National Heritage Lottery Fund, discussions with major stakeholders locally, regionally and nationally including Arts Council England, National Heritage Lottery Fund, Charity Commission and Department for Culture Media and Sport. There has also been very significant investment made both in terms of officer time, revenue budget and reputation in fully investigating and resolving these long standing issues which limit the operation of the charity.
24. In these very particular circumstances, it would not be in the interests of the Charity to lose the continuity, understanding, knowledge and experience of the Chair to steer the Russell-Cotes through the next few years as the issues outlined above are resolved.

Background papers

none

Appendices

There are no appendices to this report.

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