

Report subject	Extension to the Term of Office of the Chair of the Russell-Cotes Art Gallery & Museum Management Committee
Meeting date	7 September 2022
Status	Public Report
Executive summary	<p>The Russell-Cotes is a charity which is managed by the Russell-Cotes Art Gallery and Museum Management Committee, as the delegated sub-committee of Cabinet. 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.</p> <p>Largely due to Covid, the renewal of the Committee membership has been subject to delays and the Management Committee is due to lose 3 of its 4 external members by October 2022.</p> <p>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. It has reached a pivotal moment in this long and complicated process and over the next few months, it is anticipated that very significant decisions will need to be made on whether and how to pursue this direction of travel.</p> <p>2022 is also the Centenary Year for the Russell-Cotes with increased programming, marketing and activities drawing attention locally, regionally and nationally.</p> <p>At their meeting on 4 May 2022, the Russell-Cotes Art Gallery & Museum Management Committee agreed to recommend to Cabinet that the Chair be given a further term of office because of these exceptional circumstances, on the basis that no precedent is set for this or any other committee.</p>
Recommendations	<p>It is RECOMMENDED that:</p> <p>Cabinet agree that the Chair of the Management Committee be given a further 3 year term of office to provide vital continuity at an exceptional time for the Russell-Cotes, both externally and internally, due to the impacts of the Covid pandemic, the pivotal moment in the governance review and the Museum's Centenary in 2022. It is noted that this decision will not set any precedent for this or any other BCP Council Committee.</p>

Reason for recommendations	At this particular time, the progress of the move to externalisation of the Russell-Cotes is reaching a pivotal moment and it needs to retain the experience and continuity of its Chair to steer the Committee through the process to its conclusion and not risk jeopardizing the very significant work that has been undertaken internally and in consultation with key national stakeholders. Any change risks reputational damage to this key cultural organisation in Bournemouth during its centenary year when it is enjoying a higher profile.
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Portfolio Holder(s):	Councillor Beverley Dunlop, Portfolio Holder for Tourism, Culture and Vibrant Places
Corporate Director	Jess Gibbons, Chief Operations Officer
Report Authors	Sarah Newman, Manager, Russell-Cotes Art Gallery and Museum Michael Spender, Head of Culture
Wards	Not applicable
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. The current governance arrangements were agreed by Cabinet on 27 January 2016 as a response to the Museum accreditation which highlighted a significant weakness in this regard together with the Charity's Commissions concerns over the late filing of accounts.
3. The Management Committee currently meets twice a year with minutes of meetings noted and agreed by Cabinet.
4. The Management Committee is currently made up of:
 - a. The Portfolio Holder
 - b. Two further Council Members
 - c. 4 external (Non-Council) Members
 - d. Sir George Meyrick (or the person for the time being in enjoyment of the title), in compliance with the Bournemouth Borough Council Act, 1985.
5. To comply with the Local Government Act only Council members have formal voting rights. However, a shadow vote can be taken with non-councillors and Sir George Meyrick to record their views.
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.

Governance Review

7. The legal framework which the museum currently operates is part Charities Act and part Local Government Act. Neither sit very well together nor complement each

other, in fact they force compromise that can make external partners nervous. It has neither the power, control nor responsibilities of a normal Trustee board.

8. The Management Committee have been reviewing the governance arrangements since 2018 to find a way for the museum to thrive in the long term, to:
 - a. Demonstrate clear separation between the charity and the Council
 - b. Better fulfil its long-term strategic direction and potential to deliver the charitable objectives
 - c. Be in a better position to maximise the potential to generate income from fundraising and commercial activities to support the charity
 - d. Provide resilient, sustainable and appropriate organisational support.
 - e. To fulfil museum accreditation requirements
9. However, such are the complexities, particularly of the legal position and the impact of the inclusion of the Russell-Cotes management in the Bournemouth Borough Council Act, 1985, progress has been slow.

Committee Membership Turnover and Issues

10. Currently the membership of the Committee is in a position of change.
11. Three of the 4 external appointees are just completing their second term of office and will be required to change between May and October 2022 (although one new appointment was made November 2021).
12. The Councillor appointments are also relatively new, dating back only to October 2020 and being subject to continuing change under the Terms of Reference as changes in portfolios and administrations occur.
13. The Chair has always been appointed from the non-Council members in order to clearly demonstrate separation and independence of the Committee from the Council in managing the museum in the best interests of the charity.
14. If no action is taken, the Museum will require 3 new external appointees before October 2022 and the committee as a whole (except Sir George Meyrick) will have little long-term understanding of the Russell-Cotes issues. The longest serving Council member of the committee will only have been in place since October 2020 and whichever external member is appointed as the Chair could only have had a few months experience at most.

Risks

15. The Russell-Cotes is currently going through an unprecedented period in its history when the need for continuity on the Committee is vital and a total change in the membership would not be in its best interests.
16. The Committee has been investigating the governance since 2018 and is at a pivotal moment as it decides whether or not to recommend a change to the Trusteeship to BCP Council as Sole Trustee, potentially via an Order of State.
17. 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 has been 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.

18. It is anticipated that in the next year or so, very significant decisions will need to be made about the future of the Russell-Cotes, its governance and funding.
19. The pandemic has brought significant delays in progressing developments on governance, delayed the recruitment of Members to the Committee, and made it more challenging for the Committee to pursue and participate in developments on all aspects of the Museum including governance.
20. 2022 is the Centenary year of the Russell-Cotes and it is the catalyst for many additional activities, events and exhibitions which are providing a focus for increased public attention. This is highly desirable for raising the profile of this important cultural and heritage asset for the conurbation and enabling it to gain further recognition for the importance of its collection and its contribution to the cultural life of the region.
21. 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.

Recommendation

22. It is recommended that Cabinet agree that the Chair of the Management Committee be given a further 3 year term of office to provide vital continuity at an exceptional time for the Russell-Cotes, both externally and internally, due to the impacts of the Covid pandemic, the pivotal moment in the governance review and the Museum's Centenary in 2022. It is noted that this decision will not set any precedent for this or any other BCP Council Committee.

Options Appraisal

23. The only other option is to do nothing and allow all the terms of offices to run their course. The new external appointees could be made and one of the members would be elected Chair. The risk is that the very significant work that has been done to date both internally and externally would either be lost or be repeated because of the lack of experience and background with a new Chair and inexperienced Committee. There is a potential to waste significant time, budget and risk reputational damage.
24. The Russell-Cotes governance arrangements have lacked clarity for many years and having invested so much into trying to resolve the issue satisfactorily and being so close to a resolution, this is not a sensible risk to take.

Summary of financial implications

25. N/A

Summary of legal implications

26. Under the Terms of Reference agreed by Cabinet on 27 January 2016, this decision should be made by BCP Cabinet.

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. See above

Background papers

None

Appendices

There are no appendices to this report.