

# RUSSELL COTES ART GALLERY AND MUSEUM MANAGEMENT COMMITTEE



Report subject	<b>Extension to the term of office of the Chair of the Russell-Cotes Management Committee</b>
Meeting date	2 June 2025
Status	Public Report
Executive summary	<p>The Russell-Cotes Art Gallery &amp; 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>

<b>Recommendations</b>	<p><b>It is RECOMMENDED that the Russell-Cotes Management Committee recommend to Cabinet that :</b></p> <p><b>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.</b></p> <p><b>It is noted that as soon as Vesting Day is achieved the Management Committee will cease to exist and the appointment will be concluded.</b></p> <p><b>It is noted that this decision will not set any precedent for this or any other BCP Council Committee.</b></p>
<b>Reason for recommendations</b>	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.
<b>Portfolio Holder(s):</b>	Cllr Andy Martin, Portfolio Holder for Customer, Communications and Culture
<b>Corporate Director</b>	Glynn Barton, Chief Operations Officer
<b>Report Authors</b>	Sarah Newman, Museum Manager
<b>Wards</b>	Council-wide
<b>Classification</b>	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.