



## **ALEXANDRA PARK AND PALACE CHARITABLE TRUST BOARD**

**4<sup>th</sup> March 2019**

**Report Title:** APTL independent non-executive director roles

**Report of:** Louise Stewart, CEO

Contact: Natalie Layton, Executive Assistant and Charity Secretary

Email: [Natalie.layton@alexandrapalace.com](mailto:Natalie.layton@alexandrapalace.com), Telephone: 020 8365 4335

**Purpose:** This report seeks approval of the role description and appointment process for two independent, non-executive APTL Board Directors.

**Local Government (Access to Information) Act 1985** N/A

### **1. Recommendations**

- 1.1 To undertake an appointment process for two independent, non-executive board directors to the Board of the Trading subsidiary APTL.
- 1.2 To note the role description and recruitment process recommended by APTL.
- 1.3 To appoint the members of the selection panel as proposed below.
- 1.4 To extend the term of office of the existing APTL Independent non-executive director for 4 months.

### **2. Background**

- 2.1 In accordance with its Articles of Association the trading subsidiary Board should contain two independent, non-executive directors (NEDs). There is currently one NED, who, after two terms of office, has notified the APTL Board Chair of his intention step down in March 2019. The other post has been vacant for a significant period. The appointments to the trading subsidiary Board are made by the APPCT Board.
- 2.2 The Board should consider extending the existing NED's term of office for a further 3 months in order to maintain an independent opinion on the APTL Board for the signing of the APTL annual accounts and to support the new NED appointment process.
- 2.3 The draft role description, recommended by the APTL Board is attached at Appendix 2. The terms of office and level of remuneration are a matter for, and have been agreed by, the APTL Board of Directors.

- 2.4 It is intended to engage an agency with expertise in non-executive appointments that will assist in sourcing suitable candidates and advise the Appointment Panel. The opportunities will be promoted as widely as possible within the resources available to attract a wide and diverse pool of candidates.
- 2.5 The Board should establish an appointment Panel to lead the process. It is proposed that the panel is comprised of:
- 1 APPCT Board Member (who is not an APTL Board Director), who will also chair the panel
  - 1 Non Executive APTL Board Director
  - 1 FRRAC member
  - 1 Executive APTL Board Director
- 2.6 The Panel will share its recommendations of preferred candidates with the APTL Board and FRRAC, prior to making its recommendation to the Board.

### **3. Legal Implications**

- 3.1 There are no legal implications resulting from this report. It is recognised that the newly appointed non-executive directors will need to be registered with Companies House and properly inducted, to ensure that they understand their duties and responsibilities as company directors, the remit and scope of APTL, its finances and the relationship with its parent charity.
- 3.2 The Council's Assistant Director of Corporate Governance has been consulted in the preparation of this report, and in noting the Legal Implications section above has no comments.

### **4. Financial Implications**

- 4.1 There are no financial implications for APPCT resulting from this report. The remuneration of APTL independent directors and any recruitment costs are covered by APTL.
- 4.2 The Council's Chief Financial Officer has been consulted in the preparation of this report and any comments will be tabled.

### **5. Use of Appendices: Appendix 1 – APTL Non-Executive Director Role Description**



## **Alexandra Palace Trading Limited (APTL) - Independent non-executive directors - Role Description **DRAFT****

### **About Alexandra Park and Palace**

Alexandra Park and Palace is a major event, heritage and cultural destination located in north London. It is a rare survivor of the great Victorian age of entrepreneurship, exhibition and spectacle. It is now known for its panoramic views of the city, diverse entertainment programme and as the birthplace of BBC Television in 1936. The Palace is 7.5 acres in size and is surrounded by 196 acres of award winning parkland and together they receive over 3 million visits per year.

The Park and Palace exist for the enjoyment of the public forever. The Alexandra Park and Palace Charitable Trust is responsible for its maintenance, restoration and repair for the enjoyment of the public and delivers an annual programme of works and activities to ensure the charitable purposes are achieved.

Alexandra Palace Trading Limited (APTL) is the Trust's wholly owned trading subsidiary. It delivers events, entertainment and leisure activities on the premises all year round, from live music concerts to Health and Wellbeing exhibitions and generates essential income for the Charity, as well as bringing the site to life for a diverse audience.

The Trust has recently completed a £28m restoration programme of the Palace's East Wing, reopening after 80 years, a Victorian Theatre as a cultural performance space and refurbishing a grand Victorian exhibition hall as a public space to welcome visitors and encourage them into the Palace building. This is an exciting additional remit for the trading subsidiary.

The Charity generates nearly 50% of its income from trading and other income generating activities and receives an annual grant from its Corporate Trustee<sup>1</sup>. The long term aspiration is that the Charity achieves greater financial sustainability, it has developed a 25 year Vision for the Trust and Alexandra Palace Trading Ltd has a key role to play to move that vision forward by identifying investment priorities, alternative investment sources and suitable partners.

### **Introduction to Alexandra Palace Trading Limited (APTL)**

Alexandra Palace Trading Limited is a wholly owned trading subsidiary of Alexandra Park and Palace Charitable Trust. By donating its profits back to the charity, as GiftAid each year, it supports the charity to fulfil its charitable purpose.

In the last 10 years has supported the Trust to transform the site into an all year round, indoor and outdoor entertainment, event and leisure destination; establish itself as the UK largest independent live music venue and a firm position as a key part of London's cultural infrastructure.

The team are passionate, enthusiastic and entrepreneurial, identifying early consumer trends and adapting the offer to respond, appropriate to the site itself. This has made us more than a venue for hire, we now deliver our own brand events of which the Fireworks Festival is the most high profile and attracts 90,000 visitors over two nights in November.

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<sup>1</sup> The Charity was created by an Act of Parliament in 1901. The Trusteeship of the Charity was transferred to Haringey Council in 1980. The Council in recognition of the need for the Charity to act independently of the Council, delegates its duties to a Trustee Board.

Turnover has grown from £12m to £15m in the last 5 years, but there is scope for future growth as more spaces are returned to operational use and the business adapts to changing needs and improves further.

### **Membership of the APTL Board**

The APTL Board is appointed by the Alexandra Park and Palace Charitable Trust Board. There are 8 members on the Board; four members of the Trust Board, two non-executive independent directors, the CEO of Alexandra Palace; and the lead director of trading activity.

### **The role and responsibilities of the APTL Board**

- Providing entrepreneurial leadership and strategic direction;
- Ensuring the human and financial resources are available to achieve objectives;
- Ensuring that the company achieves the targets within the operating framework set by the Charity
- Reviewing management performance;
- Setting the company's values and standards;
- Non-Executive Directors have overall responsibility, under the leadership of the Chair, for the effective governance of the Company, including its compliance with its governing document (including the User Agreement with the parent body), the Charities Act regarding trading subsidiaries and Company Law.
- Supporting the Charity to deliver its obligations to stakeholders and beneficiaries including the health and safety of employees, customers and contractors.

### **Independent non-executive director role description**

#### **Strategic leadership**

- To agree the business vision, mission and strategic direction with the parent body, and ensure the focus is on achieving these;
- Ensure that the Board operates within its objectives, and provides clear strategic direction for the company;
- Ensure that the Board is able to regularly review major risks and associated opportunities, and satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks;
- Ensure that the Board fulfils its duties to ensure sound financial health of the company, with systems in place to ensure financial accountability;
- Supports the Chair to ensure Board meetings are strategic, energetic and motivating

#### **Governance**

- Ensure that the Board fulfils its duties and responsibilities for the effective governance of the company;
- Ensuring that the governance arrangements are working in the most effective way for the company;
- Working within agreed policies adopted by the company;
- To ensure that the organisation complies with all legal and regulatory requirements including the User Agreement with the parent body;
- To act as guardians of the business assets, both tangible and intangible, taking all due care over their security, deployment and proper application;

- To ensure that the company has satisfactory governance and systems of control, covering financial, quality, health & safety, workforce and risk management, and to review the level of risk annually;
- To safeguard the company's reputation and other intangible assets.

### **Performance Management**

- Ensure the Trading company discharges its obligations effectively
- Ensure that the company generates the maximum financial return while enhancing the reputation of the charity;
- To be joint and severally responsible within the Board for the performance of the business and for its corporate behaviour;
- Contribute to the annual appraisal review of the Company's most senior officers through the Company Chair;
- Monitor the performance of the executive management team against specific aims and objectives ;
- Take a lead in identifying, implementing and overseeing, appropriate performance measures.

### **Independent challenge**

- Independent Board Directors should bring constructive challenge, professional insight and independent judgment to bear on issues of strategy, performance and resourcing
- Participate in meetings of the Board of Directors effectively and efficiently, bringing impartiality and objectivity to the decision making process
- Provide guidance and independent feedback on matters arising to the Chair, Board and, when required the Chief Executive
- Provide creative and informed contribution to objectives and strategies devised by the executive management team

### **Relationship management**

- Act as an advocate and ambassador for APTL and champion the organisation's vision and mission
- Facilitate the growth of the company through the use of business networks and relationships
- Establish and build a strong, effective and a constructive working relationship with the Executive Staff and wider staff team;
- To support the staff when requested, sharing your expertise, as a member of a working group or in other appropriate ways.

There is no day to day involvement required or expected of Independent non-executive Directors.

## **Person specification**

### **Knowledge & Experience**

- Proven success in the leisure, catering & hospitality, entertainment, events or cultural sectors and or; strong experience in business, governance and financial management with an interest in the sectors in which APTL operates.
- Knowledge and acceptance of the legal duties, liabilities and responsibilities of non-executive directors outlined in the Companies Act
- Exceptional interpersonal skills and communication skills, proven leadership skills
- Experience of developing new concepts and business model development preferably in the heritage, leisure or entertainment industry
- Solid experience in investment sourcing and securing effective partnerships
- An understanding of Charity Trading subsidiaries would be beneficial
- Political awareness
- Sufficient time and commitment to fulfill the role

### **Approach & values**

- Integrity with particular observance to confidentiality
- a commitment to the work and ethos of the company
- an understanding and acceptance of the legal duties, responsibilities and liabilities of directorship
- a willingness to devote the necessary time and effort to their duties as a director
- strategic insight, energy and enthusiasm for the product of Alexandra Palace and the work of the team
- good, independent judgement
- an ability to think creatively
- a willingness to speak their mind but demonstrate a high level of emotional intelligence when doing so
- an ability to work effectively as a member of a team

The APTL Board is already a diverse and inclusive Board and welcomes applications from anyone who feels that they meet the required criteria regardless of their gender, background or ethnicity.

### **Time commitment**

- Four meetings per year held at Alexandra Palace
- Attendance at workshops and away days may also be required (maximum of two per year)
- Telephone discussions and email correspondence if and when required with the Chair and CEO or other members of the leadership team as appropriate.
- Potential for monthly/bimonthly meetings with Chair and CEO.
- Meetings may take place in the afternoon/evening and away days may happen at weekends.

Successful candidates will be expected to undertake an induction programme, which is expected to take at least one full day, with the potential for additional sessions in particular areas of focus at a later date.

### **Remuneration**

The post is remunerated at £6,000 per annum and reasonable expenses will be reimbursed.