

Alexandra Palace & Park Board

on 14th October 2010

Report Title: **Governance Update**

Report of: **Andrew Gill, Interim General Manager, Alexandra Palace & Park Charitable Trust**

1. Purpose

- 1.1 To report back on progress, following the resolutions of the Board on 6 September 2010 in the following areas:
- a) Recruitment of Independent Advisors to the Board
 - b) Master planning (the Alexandra Park & Palace Regeneration Working Group)
 - c) Structural changes to streamline processes and systems
- 1.2 Following the end of the Governance and Future Vision Project and the winding up of the Project Steering Group, to inform the Board of the tasks remaining at the handover by the Project Manager to the Interim General Manager.
- 1.3 To inform the Board that it will receive further reports at future meetings on the matters above and progress and timescale concerning the following matters;
- d) Financial Independence, including the focus of APTL on increasing profits and APCCT on fundraising.
 - e) The review of the APP Statutory Advisory Committee (APPAC) and Consultative Committee (APPCC),

2. Recommendations

- 2.1 That the Board notes the progress in implementing a number of its previous resolutions on Governance and Future Vision outlined in this report.
- 2.2 That the Board notes that following the completion of its key objectives (previously reported to the Board), the Project Steering Group for Governance and Future Vision has now been wound up.
- 2.3 That the Board notes that the remaining key tasks associated with developing the Governance of the Trust have been entrusted to the Interim General Manager.
- 2.4 That the Board endorses the approach to the recruitment of the Independent Advisers to the Board detailed in section 6.7 of this report.
- 2.5 That the Board considers the draft job description for Independent Advisors appended to this report and provides guidance to the Interim General Manager on its preferences thereon.

Report Authorised by: **Andrew Gill, Interim General Manager**



Contact Officer: **Andrew Gill, Interim General Manager, Alexandra Palace & Park, Alexandra Palace Way, Wood Green N22 7AY Tel No. 020 8365 4340.**

3. Executive Summary

- 3.1 This report updates the Board on progress in implementing a number of its previous resolutions on Governance and Future Vision.
- 3.2 The Project Steering Group for Governance and Future Vision has now been wound up and the remaining key tasks associated with developing the Governance of the Trust have been entrusted to the Interim General Manager (IGM) and are outlined in this report.
- 3.3 Development of the NCVO Code of Good Governance into a bespoke Code of Governance for the Trust is the subject of a separate report to this Board meeting.
- 3.4 The IGM has drafted a Job Description for the Independent Advisors which is appended to this report at Appendix 1.
- 3.5 The Board may wish to consider whether it wishes to specify skills, experience or qualifications for inclusion in a Candidate Specification.
- 3.6 The recruitment process cannot commence until the Full Council of LB Haringey is requested to delegate to the Alexandra Palace and Park Board the recruitment, selection and appointment of the independent advisors to the Board.
- 3.7 A meeting of the Alexandra Park & Palace Regeneration Working Group is scheduled for 5 October 2010.
- 3.8 There has been limited progress towards a combined and more effective stakeholder forum;
 - 3.8.1 The APPAC at its meeting on 7 September 2010 declined to agree to a joint meeting with the APPCC but instead resolved to create a Sub Group to explore the proposals and to consider how the Committee might operate more effectively.
 - 3.8.2 The APPCC at its meeting on 14 September 2010 noted the response of the APPAC outlined above and the APPCC resolved to await the findings of the APPAC Sub Group before progressing the matter.

4. Reasons for any change in policy or for new policy development (if applicable)

- 4.1 Resolutions made by the Board on 29 June 2010 and 6 September 2010.

5. Local Government (Access to Information) Act 1985

- 5.1 N/A

6. Description

- 6.1 At its meeting on 6 September 2010 the Board resolved to adopt an 'interim' model for structural change, including the appointment of Independent Advisors to the Board and a review of the Alexandra Park and Palace Advisory Committee and Alexandra Palace and Park Consultative Committee as the most appropriate phased approach towards the longer term aspiration of legal/financial independence.
- 6.2 The Board has also resolved;
 - 6.2.1 To approve terms of reference and proposed membership of the Alexandra Park & Palace Regeneration Working Group (APPRWG).

- 6.2.2 That in respect of the recommendations arising from the work of the APPRWG requiring consideration by the Board it be noted that special meetings of the Board will be convened as and when required to consider such issues.
- 6.2.3 That support be given to the financial focus in the short term for APPCT, APTL and the APPRWG;
- APTL: increase profit and drive commercial activity
 - APPCT: fundraise
 - APPRWG: identify untapped investment sources/funding
(to include quick wins as well as longer term investment)
- 6.2.4 That the full Council of LB Haringey be requested to delegate to the Alexandra Palace and Park Board the recruitment, selection and appointment of the independent advisers to the Board
- 6.3 Following the completion of its key objectives (previously reported to the Board), the Project Steering Group (PSG) for Governance and Future Vision has now been wound up and the remaining key tasks associated with developing the Governance of the Trust have been entrusted to the Interim General Manager (IGM).
- 6.4 The key tasks remaining are;
- 6.4.1 Development of the NCVO Code of Good Governance code adopted by the Board on 2 March 2010 into a bespoke Code of Governance for the Trust. This is the subject of a separate report to this Board meeting.
 - 6.4.2 The appointment of Independent Advisors to the Board.
 - 6.4.3 Working towards a Stakeholder Forum via the review of the Alexandra Park and Palace Advisory Committee and Alexandra Palace and Park Consultative Committee.
 - 6.4.4 The development of a new Strategy for the Trust following the Board's decision to abandon the former Strategy of awarding a long lease for the site to a single developer.
 - 6.4.5 Work towards achieving financial and (ultimately) legal independence of the Trust.
- 6.5 Of the five tasks listed above, 6.4.1 and 6.4.2 can be achieved in the short term, i.e. within a matter of weeks from now. 6.4.3 is likely to take more time to achieve i.e. within a matter of months from now. 6.4.4 will be informed by the outputs of the APPRWG and should be achieved within the next year. 6.4.5 is unlikely to be achieved in the near future and may take a number of years to achieve, because, among other reasons it will require new legislation.
- 6.6 The Board is asked to note the status of the key tasks described above and progress made since the Board's meeting on 6 September 2010 as follows;
- 6.7 **A) The appointment of Independent Advisors to the Board.** The Board has discussed the terms of engagement, job description and recruitment process for the Independent Advisors and provided a steer to the IGM via discussion of the matter and in the following terms:
- attracting advisers with particular historic interest or ability to fund raise and an understanding of commerciality/fund raising, or high profile notoriety
 - the need to not limit the number of advisors but this be dependent on the specific criteria and skill set e.g. advisers similar to those used for the development of St Pancras or Tate Modern or other such large scale development
 - that the criteria for expertise could fall into 3 main categories – fund raising, heritage, hospitality
 - that the Independent Advisors would not receive any monetary stipend for the role but would be able to claim reasonable expenses
 - that the Independent Advisors would be seen in an ambassadorial role with a whole range of abilities and that their function be a meaningful one

- 6.7.1 The Board (via the IGM) has invited suggestions regarding the recruitment of the Independent Advisors from Stakeholders and members of the Alexandra Park and Palace Advisory Committee. The Chair of the Board has also invited suggestions from members of the Alexandra Palace and Park Consultative Committee to be sent to the IGM. At the time of writing, the IGM has received suggestions from one person.
- 6.7.2 While the role of Independent Advisor to the Board is not the same as that of a Trustee, there are enough similarities in the role to the role of Trustee and Chair of a Board of Trustees that resources are available to assist in the recruitment process.
- 6.7.3 The IGM has researched the options for recruiting the Independent Advisors and considered best practice in the Third Sector and has drafted a 6 step Recruitment Plan, based on the NCVO plan for recruiting Trustees.
- 6.7.4 The key Steps of the Recruitment Plan are summarised below;
 Step 1 Getting started, checking the legals and planning the process.
 Step 2 Who Are You Looking For? Do they exist? Defining the role, skills and experience, telling people about the role
 Step 3 Attracting the new Advisors, advertising the role, meeting with potential applicants, observing board meetings, dealing with queries etc.
 Step 4 Selection and Appointment, use of specialist recruitment agency, shortlist, interview, etc.
 Step 5 Welcoming the new Advisors, induction, assigning specialist roles, officer support etc.
 Step 6 What Next? Developing the Board, succession planning, etc.
- 6.7.5 The recruitment process is currently at Step 2. Further details, including the full Recruitment Plan, will be reported to a future Board meeting.
- 6.7.6 The IGM has taken advice and considered best practice in the Third Sector and has drafted a Job Description for the Independent Advisors which is appended to this report at Appendix 1. The Board may wish to consider whether it wishes to specify skills, experience or qualifications for inclusion in a Candidate Specification.
- 6.7.7 The recruitment process cannot commence until the Full Council of LB Haringey is requested to delegate to the Alexandra Palace and Park Board the recruitment, selection and appointment of the independent advisers to the Board.
- 6.7.8 The Chair is anxious to ensure support for any changes to the Trust's governing documents before full Council approval is sought. Therefore no date has been set for Full Council approval.
- 6.8 **B) Master planning (the Alexandra Park & Palace Regeneration Working Group).** The role of the APPRWG (as approved by the board in its Terms of Reference) is;
 "To oversee and give direction to the design, formulation and adoption of a sustainable regeneration strategy for Alexandra Park and Palace and will include the delivery of a strategic master Plan which will provide an integrated framework for future commercial and development delivery."
- 6.8.1 Once the planning framework has been resolved the Board may move on to consider a new Strategy to replace the one of holistic development abandoned by the Board in January 2010.
- 6.8.2 The inaugural meeting of the APPRWG is scheduled for 5 October 2010. The IGM will ensure that any decision requiring approval by the Board is communicated promptly to the Chair of the Board and to the Board as appropriate.
- 6.9 **C) Structural changes to streamline processes and systems.** It is recognised that whilst the APP Statutory Advisory Committee (APPAC) is constituted in an Act of Parliament, there could be means of enhancing its current remit/membership. Progress towards a combined and more effective stakeholder forum has commenced. The APP Statutory Advisory Committee (APPAC) and Consultative Committee (APPCC) have both held meetings since 6 September 2010. Both Committees were requested by their Chairs to consider holding an inaugural joint meeting at which both groups need to agree a process for 'holding a mirror to themselves', as

the Trustees have done, and identify actions to streamline their processes and improve effectiveness; including consideration of the necessity of having two separate groups.

- 6.9.1 The APPCC at its meeting on 14 September 2010 noted the response of the APPAC outlined above and the APPCC resolved to await the findings of the APPAC Sub Group before progressing the matter.
- 6.9.2 The APPAC at its meeting on 7 September 2010 declined to agree to a joint meeting with the APPCC but instead resolved to create a Sub Group to explore the proposals and to consider how the Committee might operate more effectively.
- 6.9.3 Officers continue to support both Committees in this matter and will advise the Chair of the Board on the legal and constitutional aspects of the Committee's deliberations. Further reports on the matter will be provided to future meetings of the Board.

7 Consultation

- 7.1 There has been no specific consultation on this report beyond the liaison with the APP Statutory Advisory Committee and APP Consultative Committee (APPCC) described at 6.9 above.

8 Recommendations

- 8.1 That the Board notes the progress in implementing a number of its previous resolutions on Governance and Future Vision outlined in this report.
- 8.2 That the Board notes that following the completion of its key objectives (previously reported to the Board), the Project Steering Group for Governance and Future Vision has now been wound up.
- 8.3 That the Board notes that the remaining key tasks associated with developing the Governance of the Trust have been entrusted to the Interim General Manager.
- 8.4 That the Board endorses the approach to the recruitment of the Independent Advisers to the Board detailed in section 6.7 of this report.
- 8.5 That the Board considers the draft job description for Independent Advisors appended to this report and provides guidance to the Interim General Manager on its preferences thereon.

9 Legal Implications

- 9.1 The Trust's Solicitor's advice has been taken into account in preparing this report.
- 9.2 This report was sent to the LBH Head of Legal Services for comment.

10 Financial Implications

- 10.1 In 2010/11 a budget allocation of £30,000 was approved by the Trustees to complete this work. Actual spend YTD is £15,000. No additional budget is anticipated at this stage. If additional funding were required, Trustees would be asked to redirect funds from other revenue budgets.
- 10.2 The LBH CFO notes the contents of the report.

11 Use of Appendices/Tables/Photographs

11.1 Appendix 1 - Draft Job Description for Independent Advisor

Appendix 1

Alexandra Palace & Park Charitable Trust (APPCT)

DRAFT JOB DESCRIPTION

Post: **Independent Advisor to the Board**

Responsible to: **The Board of APPCT**

Working Context

Alexandra Park and Palace has a long history as a popular destination for leisure dating back to the 1860's. The origin of the charity is in the 1900 act of parliament titled the "Alexandra Park and Palace (public purposes) Act 1900. The act established a "body of trustees to acquire Alexandra Park and Palace and other lands and to hold them for the unlimited use and recreation of the public forever".

The trusteeship of the charity was passed to the London Borough of Haringey from the Greater London council (GLC) in 1980. The objects and powers of the charity and trustees are contained in various acts of parliament and orders known collectively as the Alexandra Park and Palace Acts and Orders 1900-2004.

The charity governance is delegated by the corporate trustee (Haringey Council) to a board of the local authority known as the Alexandra Palace and Park board. This delegation means that the individual members of the Board are, as a matter of charity law the "charity trustees." In consequence they are responsible for all the charity does and how it does it.

The board currently consists of seven trustees who are elected members of the council and four non voting representatives. These are drawn from the Alexandra Palace and Park Consultative Committee which advises the board of the views and desires of the park and palace user groups and also gives opportunity to those local and national organisations that wish to have an input into the operation of the charity.

The board is also advised by a (Statutory) advisory committee which consists of local residents associations and ward councillors from the adjacent local wards along with two council wide representatives.

The Board has recently created a new working group, the Alexandra Park & Palace Regeneration Working Group (APPRWG) the role of which is to oversee and give direction to the design, formulation and adoption of a sustainable regeneration strategy for Alexandra Park and Palace and will include the delivery of a strategic master Plan which will provide an integrated framework for future commercial and development delivery.

Once the planning framework has been resolved the Board will move on to consider a new Strategy to replace the one of holistic development abandoned by the Board in January 2010.

The Role of the Trustees

Trustees take ultimate responsibility for the work that the Trust does, and the way in which it spends its money to achieve its aims. It is a big responsibility, focussing on the strategic direction of the organisation, agreeing plans and budgets, and holding the Chief Officer to account for the delivery of the plans.

It has a legal dimension too, with Trustees legally responsible for ensuring that the organisation operates to standards set by Parliament and the Charity Commission.

The Role of the Independent Advisors

The role differs from that of Trustee in the sense that it has no general or regulatory accountability for the operation of the Charity's affairs. At APPCT it also differs in that, currently, only elected members of Haringey Council can be Trustees of the Charity. Accordingly Independent Advisors are full members of the Board but they are not able to vote in board meetings. In practice, decisions are rarely pushed to a vote as the Chair tries hard to seek consensus and unanimity when the Board is asked make decisions.

You will have demonstrable expertise and board level experience in one or more of the areas of fund raising, heritage or hospitality.

Commitment

This is a meaningful and important role in which you will be expected to act as an Ambassador for Alexandra Park & Palace. It is a task that will take time to do properly, we estimate the equivalent of at least one day per month on average, possibly more during periods of intense activity.

APPCT Board meets about 6 or 7 times per year, usually taking a long break during the summer period. There may be sub committees or working groups, with authority delegated to them by the Board, meeting at other intervals. Staff or stakeholders may seek to consult with you on your particular area of expertise. You may be asked to represent the Trust at outside meetings with potential funders or influencers, attend our open days, or work alongside staff at events and receptions.

Key Responsibilities

- 1 To provide specific advice to the Board on your area/s of expertise and professional experience.
- 2 To act as an Ambassador for APPCT
- 3 To assist other Board members to hold APPCT 'in trust' for donors and current and future beneficiaries by;

- Ensuring that the Trust has a clear vision, mission and strategic direction, and is focused on achieving these
- Being responsible for the performance of the Trust and for its 'corporate' behaviour
- Ensuring that the Trust complies with all legal and regulatory requirements
- Acting as guardians of the Trust's assets, both tangible and intangible, taking all due care over their security, deployment and proper application
- Ensuring that the Trust's governance is of the highest possible standard
- To work in partnership with other Board members, the Chief Officer and other senior staff

Duties

To use your knowledge, skills, experience and expertise to assist the Board to;

1. To agree the vision and strategy for the Trust
2. To ensure that the business plan and budget reflect the agreed strategic direction and are appropriate
3. To agree the measures for objectively monitoring the progress of the charity towards its strategic goals
4. To monitor the achievement of the Trust against the key measures from the business plan and budget
5. To hold the Chief Officer accountable for the achievement of the Trust's goals, and provide them with regular, constructive feedback on both management and overall achievement
6. To appoint the Chief Officer, to set their terms and conditions and to ensure that the organisation and the appointee invests in ongoing professional development, and considers succession planning
7. To agree the Trust's policies and ensure that they will assist in the achievement of the strategic and business plans
8. To ensure that the Trust has satisfactory financial control systems and procedures, and to review the level of risk annually
9. To safeguard the Trust's reputation, and other intangible assets
10. To reflect annually on the Board's performance and your own performance as a Board Member.

Tasks

1. To participate in the annual Trustee induction meeting and planning workshops or Away Days.

2. To attend Board meetings, read relevant papers and be prepared to make relevant contributions to discussion and providing guidance to officers of the Trust.
3. To support the staff when requested, sharing expertise, as a member of a working group or in other appropriate ways
4. To be prepared to act as a spokesperson for the Trust when asked by the Chair or Chief Officer, and to work within an agreed brief
5. To attend events as an ambassador for Trust, to network and promote the work of the organisation
6. To assist with fundraising by speaking, networking and otherwise seeking donations in conjunction with staff and volunteers as appropriate

Self Development

To develop own skills and capabilities through appropriate continuing professional development, including participation in Board appraisals and review of strategic plans.

Adherence to Legislation and Policy

1. To ensure that all responsibilities are carried out under relevant health and safety legislation and Trust Policy.
2. To comply with the Trust's Governing Documents, including its Code of Governance and its various policies and procedures relating to the Trust's activities.

Equalities

To promote and implement the Trust's Equality and Diversity policies in all areas of the work.

Terms of Engagement

1. The role of Independent Advisor, like that of Trustee, is unpaid but reasonable expenses incurred may be reclaimed from the Trust.
2. The term of office will be in accordance with the Constitution of Haringey Council, which currently means that APPCT Board members are appointed annually at the Council's AGM.

Key Working Relationships

1. Board of APPCT
2. General Manager APPCT
3. Alexandra Palace Stakeholder Committees
4. Alexandra Palace Trading Ltd

Other Information

The role of Independent Advisor to the Board of Alexandra Park & Palace is an exciting development in the long history of the iconic site we know as "Ally Pally". As the Board moves into the next crucial phase of developing its long-term strategy you could play a key part in influencing and advising on the direction Ally Pally takes next.

Your knowledge, experience and expertise will be valued and respected by the Board, its officers and stakeholders. Your advice could make a real difference, not merely to the Board, but to the hundreds of thousands of people who visit Ally Pally each year and the millions who might visit a regenerated Ally Pally in the future.

Further details are available from;

Councillor Pat Egan

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