\*Denotes attendance

\*\* for part of the meeting only

Councillors Egan\*\* (Chair), Strickland\*\* (Vice-Chair), Hare\*\*, Peacock\*, Scott\*\*,

Stewart\*, and Williams \*\*

Non-Voting Val Paley\*, Mike Tarpey, Nigel Willmott\*

Representatives:

Observer: David Liebeck

#### Also present:

\*Mr A. Gill – Interim General Manager – Alexandra Palace

\*Mr I. Harris - Trust Solicitor

\*Mr M. Evison - Park Manager - Alexandra Palace

\*Ms H. Downie - Head of Finance - Alexandra Palace

\*Ms R. Kane – Managing Director – Alexandra Palace Trading Limited

\*Mr J. Barnett – Interim Facilities Manager - Alexandra Palace

\*\*Ms J. Parker – Director of Corporate Resources – LB Haringey

\*Mr G. Oliver - Financial Manager - LB Haringey

\*Mr T. Mitchison – Legal Services – LB Haringey

Mr C. Hart – Committee Manager (Clerk to the Board) LB Haringey

### MINUTE

#### NO.

#### SUBJECT/DECISION

APBO40.	APOLOGIES FOR ABSENCE
	There were no apologies for absence.
	NOTED
APBO41.	URGENT BUSINESS
	The Chair advised that there were no items of urgent business relating to the
	agenda, and confirmed with the Clerk to the Board that as this was a special
	meeting only those items listed on the agenda sheet would be considered.
	NOTED
APRO42	DECLARATIONS OF INTERESTS
AI DOTE.	DESERVATIONS OF INTERESTS
	The Clerk to the Board – Mr Hart advised the Board that those members who sat
	as Directors to the Board of Alexandra Palace Trading Limited were required to
	declare a personal interest and prejudicial interest with regard to agenda item 8 –
	, , , , , , , , , , , , , , , , , , , ,
	Approval of written resolutions of the Board of APTL and to leave the
	proceedings for Item 8.

Councillors Egan, Hare, Scott and Strickland respectively declared a personal

interest and prejudicial interest with regard agenda item 8 - as Directors to the Board of Alexandra Palace Trading Limited .

Ms Parker – Director of Corporate Resources – LB Haringey also declared an interest in Exempt Item 8 as Director of Alexandra Palace Trading Limited., and employee of LB Haringey.

#### **NOTED**

#### **APBO43.** GOVERNANCE UPDATE

The Chair asked for a brief introduction of the report.

The Managing Director of Alexandra Palace Trading Limited, in her capacity as Project Manager for the Governance and Future Vision informed the Board that the purpose of the report was to report back on progress, following the decisions taken at Board on 29 June, and the subsequent actions arising for Project Steering Group (PSG) in the following areas:

- a) Financial Independence
- b) Structural changes to streamline processes and systems
- c) Timeframe and process mapping
- d) Master planning and the future of AP

The report also sought endorsement of the financial focus recommended by PSG across Alexandra Palace, together with a proposed 'interim' model proposed by PSG for structural change and seeking the Board's guidance on the terms of engagement, job description and recruitment process for the Independent Advisors. Ms Kane also referred to the reported updated key milestones for governance reform and those changes requiring Full Council of LB Haringey for approval.

Ms Kane also advised that following the Board's decision to create a "master planning" working group, it was necessary to seek the Board's approval for the terms of reference and membership of the Alexandra Park & Palace Regeneration Working Group. A revised version of pages 9-12 had been recirculated and should be referred to during discussion of the item.

Ms Kane also tabled the notes of the question and answer session that was held on 24 August 2010 with stakeholders on the issues outlined as ease of reference. (A copy will be interleaved within the minutes)

Ms Kane commented that in terms of the three areas for discussion, the first was Financial Independence and this had been agreed as a longer term aspiration of the Board. In the meantime, the following immediate focus was recommended by PSG:

- APTL: increase profit and drive commercial activity
- APPCT: fundraise
- Master Plan: identify untapped investment sources/funding (to include

quick wins as well as longer term investment)

The Chair felt that each section should be commented upon separately and asked that Members comment.

Ms Kane referred to the Question and Answer Session of 24 August 2010 Q.s 1 & 2 which stated:

Question 1: Does this really represent real progress? The 'interim' model, due to be considered by Trustees on 6 Sept, is almost identical to the model tabled at the Stakeholder Forum in October 2009. Have the trustees gone far enough?

Question 2: What is the timeline for SAC and CC reform?

Councillor Stewart asked how many attended on 24 August and Ms Kane responded that the session had been attended by 15/16 individuals.

Members raised the following points of clarification

- Concerns of the attendees at the Stakeholder Forum at the length of time the whole issue of the future of the Palace was taking and the need for the Board to look itself at this as detailed in question 1. Ms Kane responded that the reason given had been it was hoped that stakeholders would take comfort from the fact that the interim model being considered by Trustees was almost identical to the one mooted in the autumn of 2009 and therefore reflected that the Board had listened to stakeholders and not created totally different models. There had been a lot of work behind the scenes and further engagement with stakeholders, plus bringing newly appointed trustees up to speed with the changes to ensure 100% support and understanding. The Board had also adopted an aspiration of total independence in the longer term which was what the majority of stakeholders requested.
- the issue of governance and future vision did not only centre on changing the function and capability of the current Alexandra Palace and Park Board and that by changing the Board set up this did not automatically alter how the palace would be run. The issue of the function of the Alexandra Park and Palace Advisory Committee (APPA), and Alexandra Palace and Park Consultative Committee (APPC) also required review as to whether there could some form of merging. The Stakeholders Forum had been informed that the reform would commence once the APPA and APPC had held forthcoming meetings (7 and 14 Sept respectively) and agreed the process for reviewing themselves. An update to the Board was expected on 5 October 2010 but not anticipating the work will have been completed at this stage.

#### Independent Advisors

Reference to question 5 from the Stakeholders Forum asking how Independent Advisors would be recruited. The question had been 'How will the independent advisors be selected? What skills will they have? They must be appointed with

ability to challenge/lead the Trustees rather than just do their bidding'.

Ms Kane advised that the response given was to the effect that there would be a clear recruitment and selection process, and that the Advisers would not be the same as paid consultants and would be chosen for their relevant skills sets to assist the delivery of a new vision. Ms Kane advised that it had been further suggested that the Independent Advisors should be "Shadow Trustees". Stakeholders had been invited to send suggestions for recruitment to the Interim General Manager.

Discussions then centred on the issue and role of the Independent Advisors – the main points being:

- Clarification was sought as to how to attract the Independent Advisors and the criteria for expertise and skills;
- possible advice from the Charity Commission as to how other Charities had progressed the recruitment of specialist advisors
- attracting advisers with particular historic interest or ability to fund raise and an understanding of commerciality/fund raising, or high profile nationally
- 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
- the possible interest as a museum site and attracting notable persons in the museum world
- the overriding need to ensure that any recruitment drive pitched itself to ensure that it attracted a sufficient level of interest and that there were concerns that in attracting expertise it then hopefully did not turn out that overall there is no achievement
- that whether the strategy for the future of the Palace and Park needed to be clearly defined in order to attract the most suitable advisors and rather than create a role this would naturally develop by the skills and expertise brought by those recruited
- 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
- the need to re-approach the BBC given the site's historic position as the birth of television and their support for a Museum/TV Heritage site
- the recruitment process be along the lines similar to that used the previous year for the recruitment of NED's of APTL by using external agencies for the purpose
- the need for obtaining the view of current employees at the palace as to their views as to the future development and expertise required

(Ms Downie arrived at 18.59hrs)

### Structural Changes to streamline processes and systems

Ms Kane referred to the structural changes as detailed in the report which had been recommended by the PSG with an 'interim' model proposed for adoption by the Board. The main features of the model were:

- Combined and more effective stakeholder forum: SAC and CC
- Appointment of independent advisors to the Board

Ms Kane advised that the PSG had concluded that the organisation was too far removed from the ultimate solution of legal and financial independence but that both should remain longer term aspirations of the Board. It was recommended that the 'interim' model would provide a phased approach in the meantime.

Ms Kane referred to the meeting that took place with the Chair of the Board, the Chair of the APPAC, Mr Liebeck, Mr Gill and herself where proposals were explored and the following agreed:

- APPAC and APPCC to be requested to hold an inaugural joint meeting at which both groups to agree a process for 'holding a mirror to themselves', as the Board had done, and identify actions to streamline their processes and improve effectiveness; including consideration of the necessity of having two separate groups. Pending approval by the APPB to the 'interim' model proposed, this action would be tabled for approval at both the APPAC (7 Sept) and the APPC (14 Sept) forthcoming meetings.
- It was recognised that whilst APPAC was constituted by an Act of Parliament, like the APPB, there could be means of enhancing its current remit/membership and that this should not be ruled out without thorough investigation.
- The SAC would also be asked, via the Park Manager for APPCT, to undertake a review of the AP byelaws.

Ms Kane referred to the questions 6 & 7 raised at the Stakeholders meeting on 24 August 2010 and the responses given as follows:

With regard to question 6 'How will the SAC / CC review be conducted and will it provide an opportunity for other interested parties to suggest new members etc?' Ms Kane commented that the response given had been similar to her earlier comments in that the SAC and CC needed to consider at their forthcoming meetings the process and methodology for conducting the review. Officers would feed back to both chairs that others (currently not members of either) would like to have an input. It was also important to note that the comment had been that the concept of the People's Palace remained a strong tenet of the future of AP&P.

With regard to question 7 'How can we be certain that the Trustees will listen to stakeholders in the future? In the past the SAC and CC have been ignored on many occasions' Ms Kane advised that the response had been along the lines that one of the main reasons the Board had asked that the APPAC and APPCC reviewed themselves was to ensure that the stakeholder forum become as efficient and effective as possible. This was a clear objective that emerged from both the trustee and the stakeholder forum sessions held in the autumn 2009. This would hopefully aid better communications and a constructive dialogue in the future. The Board had also committed, by virtue of the NCVO code that they had adopted, to open and transparent processes and effective engagement of a myriad of stakeholders. Ms Kane also advised that several present at the meeting had commented that the relationships and communications between the respective committees had improved recently.

The Chair asked if there were any particular comments or views.

Councillor Hare commented that in his view it was an effective process, given that the Board had examined its Governance and had considered the NCVO model it was only fair that it ask the APPAC & APPCC to look at their functionality and effectiveness in accordance with the NCVO guidelines. Councillor hare asked if officers would support this proposal. Mr Gill responded that officers would provide support to this process. Ms Kane advised that it should be acknowledged that a considerable amount of work had been progressed by the Board through consultation with stakeholders and that this was an on-going process.

At this point there was an interruption from a Member of the public present in the public seating area. The Chair advised that whilst the meeting was a public one, it was not for public participation and therefore advised that questions or clarification from the public was not allowed, and ask that such interruptions desist.

### Time Frame and Process mapping

Ms Kane referred to the adopting of the interim model and the timetable as detailed in para 6.3 of the report and asked if there were any points of clarification. Ms Kane referred to the political group meetings of the LB Haringey in early October and the need to firm up the likely dates.

The Chair commented that the timetable was aspirational and likely to encounter some slippage in the coming weeks, and suggested some further discussion outside of this meeting.

#### Master Planning and the future of Alexandra Palace and Park

Ms Kane referred to the appendices circulated (as amended for pages 9-12 of the report) in respect of the draft terms of reference of the Alexandra Palace and Park Regeneration Working Group which set out the key activities of the body. As outlined in the report the primary purpose of the Working Group would be to develop, manage and co-ordinate an integrated regeneration strategy and master plan for the palace and surrounding park.

Ms Kane referred to questions 4 and 8 at the Stakeholders Forum and the responses given:-

With regard to question 4 'Will anything happen whilst LBH is in charge? The LBH councillors have no vision, as evidenced at Hornsey Town Hall. Another 5 years could be spent talking about plans and delivering nothing', Ms Kane advised that the response to the question had been that the Board had been considering their vision for Alexandra Palace and Park and had abandoned the previous strategy of finding a single developer for the site. Stakeholders had been involved in that process, with draft brand values created to underpin that vision, and the suggestion of some independent advisors being invited onto the APPB to swell the skills sets and experience to be drawn upon. The stakeholders were also advised that the proposed Regeneration Working Group would formulate ideas and recommendations for the Trustees and draw on a wide range of expertise. The building was driving the timescales, and there no time for lengthy debate and procrastination. The building would not survive if action was not swift.

With regard to question 8 'Can we be assured that there is no hotel coming into the main building? And that the trustees won't lease parts of the building?', Ms Kane advised that the response to the question had advised that nothing would be ruled in or out at this stage. The role of the Regeneration Working Group would be to assess the best use of the building and make recommendations to the APPB. It was further advised that a hotel had long been viewed by many as a necessity for Alexandra Palace and Park and planning permission had been granted in the past for the site. The APPB had committed to not seeking to grant a long lease to a sole operator, though the Chair of APPB did not rule out that if a body like English Heritage wished to manage the Palace that might be appropriate.

Ms Kane then referred to the draft terms of reference of the Alexandra Palace and Park Regeneration Working Group as detailed and stated that the role of the Chair of the Working Group and the actions of the group were clearly defined.

The Chair referred to the revised terms of reference as drafted by the Interim General Manager – Mr Gill and asked that he give a brief explanation of those proposed revisions.

Mr Gill responded that he had not been in attendance at the PSG meeting when the draft had been agreed due to being on annual leave. As the amendments showed in bold in the addendum to the circulated report it was a fact that the role of the Regeneration Working Group was in an advisory capacity and this body was not empowered to take decisions on behalf of the Alexandra Palace and Park Board. Therefore the terms of reference required amendment to reflect this, with the amendments clearly showing that the Working Group would not be responsible for taking any decisions. Mr Gill explained to the Board the rationale and implications of each his proposed amendments.

The Trust Solicitor – Mr Harris also referred the Board to his circulated note regarding the proposed original terms of reference as agreed by the PSG. Mr Harris advised that the further Terms of Reference circulated on 1 September

2010 by the Clerk to the Board on behalf of Ms Kane appeared to give decision making power to the group, with its stated role being "delivery of a strategic master plan which will provide an integrated framework for future commercial and development delivery." Mr Harris commented that his advice to the Board was that it should ensure amendments to the proposed terms of reference were made so that it was convened as an advisory group; with the Board retaining the ultimate decision making function. The legal rationale behind this advice was that it was for the Alexandra Palace and Park Board alone to make key decisions about the charity. The Board was able to delegate matters but not such a key one as this, and to seek to delegate such a matter would be contrary to charity law and also in breach of the recently adopted Code of Governance.

The Chair thanked Mr Gill, Mr Harris and Ms Kane for their comments and asked if there were any comments from the Board.

Councillor Hare commented that his concern regarding the amendments to the terms of reference of the Regeneration Working Group could mean that the working group may feel hampered or held back by the need to refer all matters to the Board for decision. He also sought clarification as to if there was a budget allocation to progress this work. In response Mr Gill advised that £50K had specifically been allocated for this purpose – held by the LB Haringey.

Councillor Hare referred to the scope of work that the Working Group would undertake and the likely slowing of the timetable given the small number of scheduled Alexandra Palace and Park Board meetings. He felt that if the amendments to the terms of reference were agreed there would be a need for special Board meetings to be convened at regular intervals to take required decisions. Councillor Hare expressed his concerns at the issue of timescales and the need for additional Board meetings as and when required and asked that these concerns be noted.

Councillor Scott commented that in terms of the Working Group it should clearly be established in a non decision making capacity and in his view the working group's main tasks would be to draw up the strategy and master plan for adoption by the Board and that the Board would meet on a regular basis in order to consider issues as and when required.

Councillor Hare referred to the role of the Interim General Manager in that issues for consideration by the Board from the Working Group would be passed to the Board following consideration/vetting by the Interim General Manager, and subject to the Interim General Manager's agreement or rejection of matters to be considered by the Board. Councillor Hare felt that when this was the case, the Board be given the opportunity to see the original proposals from the Working Group referred to the General Manager for consideration in order to ensure that the Board was aware of any issues being blocked (for any reason) by the Interim General Manager.

The Chair asked Mr Gill if he had any response to give in respect of Councillor Hare's suggestion. Mr Gill advised the Board that in his opinion Councillor Hare's suggestions did not warrant a response.

Councillor Stewart sought clarification from Ms Kane as to whether she was broadly in support of Mr Gill's proposed amendments.

In response Ms Kane commented that the Working Group would need to move fast in order to expedite and drive through the development, management and co-ordination of an integrated regeneration strategy and master plan for the palace and surrounding park. In terms of the time line the Working Group needed to have the ability to progress effectively and the amendments would in her view hamper this. Ms Kane commented that the original terms of reference did have enough clauses to protect the position of the Alexandra Palace and Park Board and there were reassurances of this protection within those un-amended terms of reference.

Councillor Stewart asked if in Ms Kane's views, the amendments could limit the function of the Working Group, and Ms Kane responded that that potentially yes the amendments would do so.

The Chair referred to the membership of the Regeneration Working Group and expressed his concern that there was only one representative of the Trust on the Working Group and asked whether the Board felt that it was sufficient or whether there should be some Board representation.

Mr Willmott commented that in his view as it was a working group of officers and as there were built in processes for reporting to the Alexandra Palace and Park Board he felt that whilst the Working Group was officer lead, should there be some Board members sitting on the Group.

In response to further clarification from the Chair and Councillor Hare as to the Working Group's membership, the Director of Corporate Resources LB Haringey – Ms Parker advised that once the Group was established its membership could be varied if it was felt necessary, and the membership could be reviewed as time progressed.

Ms Kane sought clarification as to the £14Kspent on the previous NED's recruitment to APTL and given this amount spent would there be sufficient funds available for the recruitment of Independent Advisers. Mr Gill responded that there was a budget allocation for this purpose and there would be no need to seek Board approval on this point.

The Chair then summarised the discussion and it was:

### **RESOLVED**

- i. That support be given to the financial focus in the short term for APPCT, APTL and the Regeneration Working Group;
- ii. That the proposed 'interim' model for structural change, including 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 be endorsed.

- iii. That the terms of engagement, job description and recruitment process for the Independent Advisors be endorsed based on the steer outlined during discussion of the item 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 nationally
  - 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
- iv. That the key milestones be noted and it be agreed that the Board Trustees will act as champions for these, in a bid to help secure Full Council approval;
- v. That approval be given to the amended draft terms of reference and proposed membership of the Alexandra Park & Palace Regeneration Working Group as shown in pages 13-15 of the report;
- vi. That in respect of the recommendations arising from the work of the Alexandra Park & Palace Regeneration Working Group requiring consideration by the Alexandra Palace and Park Board it be noted that special meetings of the Alexandra Palace and Park Board will be convened as and when required to consider such issues; and
- vii. 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.

(Ms Parker left the proceedings at 19.30hrs due to her attendance at another meeting at the LB Haringey)

#### APBO44. PARK AND PALACE BYE-LAWS

The Chair asked for a brief introduction of the report.

The Park Manager – Alexandra Palace – Mr Evison advised the Board that the purpose of the report was to seek approval to commencing the process of

considering whether the byelaws for Alexandra Park and Palace were fit for purpose and up to date. The Board, if minded to do so, were also asked to agree to a consultation exercise so relevant stakeholders could input into the review process.

Mr Evison commented that the existing Byelaws had been made on 31 May 1929 under what was then Section 18 of the 1900 Act, subsequently repealed by the 1966 Order which effectively transferred Alexandra Palace to the Greater London Council (GLC) with Paragraph 8 of the 1966 Order stipulating that any Byelaws in force shall have effect as if they had been made by the GLC. That particular paragraph survived the 1985 change and appears in schedule 3 to the 1985 Act, which sets out the provisions from the earlier legislation that remain in force

Mr Evison advised that the Board was not asked at this point to consider the particular details of the existing byelaws but to decide whether or not the 1929 Byelaws should be reviewed and possibly updated in view of both the change of circumstances over the last 80 odd years and perhaps more particularly the change in language. Mr Evison further advised that a review of the byelaws could include relevant details relating to traffic and car parking in light of the potential to enact a car park charging scheme in the future. Mr Evison concluded that the Board would retain the final decision making power and in essence what was being sought from the Alexandra Park and Palace Advisory Committee and Alexandra Palace and Park Consultative Committee was advice though the Board may or may not accept that advice.

The Chair thanked Mr Evison for his succinct summary and asked if the LB Haringey's Legal representative – Mr Mitchison had any comment to add.

Mr Mitchison responded that whilst it was appropriate to review existing byelaws it was the case that there were no guarantees of them actually being revised. Though it would be for the Board to agree any such changes it was ultimately a decision of Central Government though he could not see any major issue arising that would cause difficulty.

In response to clarification of points from Councillor Scott the Trust Solicitor Mr Harris advised the Board were Trustees appointed by the Council and although the Board were in the position to review the byelaws these were actually byelaws belonging to the LB Haringey.

There being no further points of clarification the Chair summarised and it was:

### **RESOLVED**

- i. That approval be given to review the palace and park byelaws;
- ii. That the Alexandra Park and Palace Advisory Committee and the Alexandra Palace and Park Consultative Committee and other stakeholders be requested to consider the byelaws and give their advice on updates or amendments; and
- iii. That the advice of the Alexandra Park and Palace Advisory Committee and the Alexandra Palace and Park Consultative Committee and other

stakeholders be reported to the Board at a future meeting.

#### APBO45. EXCLUSION OF THE PUBLIC AND PRESS

That the press and public be excluded the from the meeting for consideration of Items 7 - 9 as they contain exempt information as defined in para 3 of Section 100a of the Local Government Act 1972 (as amended by Section 12A of the Local Government Act 1985); namely information relating to the business or financial affairs of any particular person (including the authority holding that information).

At this point in the proceedings (19.35hrs) the Chair moved an adjournment for a period of 5 minutes which was agreed nemine contradicente.

The Board adjourned at 19.35hrs and reconvened at 19.40hrs.

The Chair announced that the order of business would be varied to consider agenda item 9 after agenda item 7.

#### NOTED

### SUMMARY OF EXEMPT/CONFIDENTIAL PROCEEDINGS

### APBO46. THE LEASE FOR THE OLD STATION BUILDING

#### AGREED RECOMMENDATIONS

At this point in the proceedings the Chair reminded the Board that it would next consider agenda item 9.

### APBO47 INTEGRATED FACILITIES MANAGEMENT CONTRACT

#### AGREED RECOMMENDATIONS

At this point in the proceedings (20.10hrs) Councillors Egan, Hare, Scott and Strickland withdrew from the proceedings having declared a personal and prejudicial interest in agenda item 8 – Approval of written resolutions of the Board of APTL Accounts. The Managing Director of APTL did not leave the proceedings.

#### NOTED

# APBO48. APPROVAL OF WRITTEN RESOLUTIONS OF THE BOARD OF APTL ACCOUNTS

The Clerk to the Board – Mr Hart advised the Board that as the Chair and Vice-Chair had withdrawn from the proceedings it would be necessary to elect a Chair for the remainder of the proceedings. Mr Hart sought nominations for the Chair.

Councillor Peacock nominated Councillor Stewart as Chair for the remainder of the proceedings. Councillor Williams seconded the nomination.

There being no other nominations it was resolved nemine contradicente that Councillor Stewart take the Chair for the remainder of the proceedings.

### **COUNCILLOR STEWART IN THE CHAIR**

#### AGREED RECOMMENDATIONS

There being no further business to discuss the meeting ended at 20.33hrs.

**COUNCILLOR PAT EGAN** 

Chair