

Report Title: **Governance – Board meetings calendar**

Report of: **Duncan Wilson, APP Chief Executive**

1. Purpose


1.1 To seek the Board's approval to a new timetable for Board meetings from the beginning of the Municipal Year 2012/13 and beyond, coordinated with Trading Company and other subcommittee/advisory committee meetings.

2. Recommendations

2.1 That the Board notes the report, approves the proposed new quarterly frequency of Board meetings with effect from the beginning of the Municipal Year in May 2012 and invites the Chairs of other relevant Committees to co-ordinate their meetings with the main Board as proposed.

2.2 That the Board agrees to cancel the scheduled 19 December 2011, and consideration is given to moving the regular April 3 2012 meeting to mid-May 2012, to establish the new quarterly frequency (the meeting scheduled for 16 February 2012 fits with the proposed new cycle). However we may need special meeting to consider regeneration issues in early April 2012 anyway, so it is recommended that Board members hold the date.

Report Authorised by: **Duncan Wilson, Chief Executive APP**



Contact Officer: **Duncan Wilson, Chief Executive Alexandra Palace & Park, Alexandra Palace Way, Wood Green N22 7AY Tel No. 020 8365 2121**

3. Executive Summary

- 3.1 This report proposes rationalising the current calendar and frequency of Board meetings with effect from May 2012, and cancelling the Board meeting scheduled for December 19 2011 which is only three weeks from the November meeting.
- 3.2 It also proposes synchronising meetings with those of the Trading Company and other subcommittees and advisory bodies, subject to agreement by their respective Chairs and Boards.

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

The reason for reducing the frequency of meetings is to reduce Board member officer and staff time commitments and consequently reduce the direct costs of governance, releasing resources for redeployment into areas such as regeneration. This can be done without affecting accountability on the basis that there remains an urgency sub panel and the option of special meetings.

5. Background

5.1 There is a general recognition that the current governance structure at AP is very demanding of Board Members' time and staff resources. The question arises as to whether accountability could be as effectively delivered in a more efficient way. This question has been addressed at LB Haringey (LBH) more generally as part of the recent expenditure scrutiny exercise. Since LBH officers provide extensive support to the AP Board, it is incumbent on us to review our own arrangements with similar thoroughness.

5.2 The governance structure is as follows:

- (i) Main Trust Board (APPB) consisting of seven members drawn from Local Authority membership, reflecting LA's overall responsibility for APP Trust under The Alexandra Park and Palace (Public Purposes) Act 1900. The Chair of the APPB and the balance of membership reflecting overall political balance at LBH, is appointed by Full Council of the LBH annually and in accordance with the requirement of proportionality. Additional non voting members of the Board are: Chair of SAC (ex officio) and appointed representatives of Consultative Committee;
- (ii) An urgency Panel of APPB consisting of the Chair/Vice Chair , one other majority Member and two minority members, which meets on an ad-hoc basis;
- (iii) Wholly-owned subsidiary Trading Company (APTL), with separate Board of four members drawn from Trust Board plus two non-executive directors with commercial expertise and an officer from the Council, making seven in all. Chairman of Main APPT Board represents shareholder interest;
- (iv) Statutory Advisory Committee (SAC) of 8 members drawn from representative community bodies. SAC role and membership defined under the Alexandra Park and Palace Act 1985;
- (v) Consultative Committee (CC) of up to 30 members representing interested groups, with broader coverage than SAC.

5.3 Sub-committees

The APTL Finance and Audit sub committee, drawn from the APTL Board, meets to discuss Trading Company budgets and accounts regularly, and advise the APTL Board accordingly.

5.4 Other groups

- (i) The APPB has an informal Finance, Audit, and HR sub group which meets on an ad-hoc basis. This body has no executive/decision making powers recommends matters to the APPB for consideration;
- (ii) There is a Regeneration Working Group of seven people which meets separately to receive reports and advise the Trust on the regeneration project,

chaired by the LBH Director of Place and Sustainability. This body has no executive/decision making powers and recommends matters to the APPB for consideration;

- (iii) There is also an informal Stakeholder Forum which meets monthly. Membership is open to anyone expressing an interest.

5.5 Frequency of meetings

Altogether this amounts to about 50 meetings a year, ie close to one every week on average. Some of the senior staff of the Trust and Trading Company attend every meeting.

As an immediate measure to improve efficiency it is recommended that main APPB Board meetings are held quarterly, with “special” meetings convened in between quarterly dates only as a matter of absolute necessity. APTL meetings would ideally be scheduled a week or so in advance of the main Board so that results can be reported to the main Board promptly, and the relevant Finance committee meeting a week in advance of the related APTL meeting. Advisory committees would as present meet a few weeks in advance of the main Board. That would point to a typical annual cycle being as follows:

	First cycle	Second cycle	Third cycle	Fourth cycle
APPB	May <i>Week 2</i>	July <i>Week 4</i>	November <i>Week 2</i>	February <i>Week 2</i>
APTL Board	May <i>Week 1</i>	July <i>Week 3</i>	November <i>Week 1</i>	February <i>Week 1</i>
APPT and APTL Finance Committee(s)	April <i>Week 4</i>	July <i>Week 2</i>	October <i>Week 4</i>	January <i>Week 4</i>
AP SAC and CC	April <i>Week 2</i>	July <i>Week 2</i>	October <i>Week 2</i>	January <i>Week 2</i>
Regen. Working group	<i>Monthly as required</i>	<i>Monthly as required</i>	<i>Monthly as required</i>	<i>Monthly as required</i>
Informal stakeholder forum	<i>Quarterly as required</i>	<i>Quarterly as required</i>	<i>Quarterly as required</i>	<i>Quarterly as required</i>

This would make approximately 32 meetings per annum, formal and informally and would constitute a significant reduction on the present cycle of 50 meetings.

5.6 Cyclical items.

These are mainly financial, or at least include a large financial component, and would be dealt with as follows

February <i>(next year's draft budget, 3-year Business Plan)</i>	May <i>(management accounts for previous year, budget confirmation)</i>	July <i>(first quarter results)</i>	November <i>(half year results)</i>
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5.7 Current main APPB meeting timetable

Currently APPB meetings are scheduled for 29.11.11, 19.12.11, 16.2.12 and 3.4.12. It is recommended that of these the 19 December 2011 meeting is cancelled, the February 2012 meeting is unchanged and the "regular cycle" April 3 meeting is moved to mid-May 2012. However it is also recommended that the April 3 date is "held" in Board members' diaries in case it is needed as a special meeting for regeneration. The new timetable would begin in accordance with the LB Haringey's Municipal Year 2012/13 with the first APPB in May 2012.

5.8 Structural changes in governance.

At this stage no recommendations are made for structural changes in governance since the assessment of potential costs and benefits needs comprehensive consideration and should also include detailed technical advice. A further paper will be prepared for consideration by the Board early in 2012.

Legal and Financial Comments

6.1 The Trust's solicitor comments as follows:

- 6.1.1 It is sound management to try to rationalise and reduce the number of trustee Board meetings both to save costs and officer time. Given that the role of the trustee Board is to make key decisions on matters of strategy and achieving objectives, quarterly meetings may be considered as sufficient and would not be out of line with practice in the voluntary sector.
- 6.1.2 It is appropriate to note the option, as per paragraph 5. 2 (ii), of ad hoc meetings of an urgency sub panel as and when required.
- 6.1.3 Further there exists an option of convening a Special Board meeting should any key strategy and objective issues need to be determined.
- 6.1.4 Board members are reminded of the fact that a trustee induction meeting is held at the start of each municipal year. This has always been arranged prior to the first Board meeting. Its purpose is to provide new trustees with a bible of key documentation and update the knowledge base of any re appointed trustees. We recommend this meeting continues to be held in addition to the proposed quarterly meeting.
- 6.1.5 Our advice in relation to trustee induction is based on the Charity Commission recommended best practice as to what someone should do before becoming a trustee. This is set out at E1 of the Commission's publication "The Essential Trustee."

6.2 The LBH Acting Head of Legal Services

The Council's Acting Head of Legal Services endorses the comments of the Council's Chief Financial Officer.

6.3 The London Borough of Haringey Chief Finance Officer

Any streamlining for the frequency of meetings is to be welcomed providing the Trust is able to discharge its duties in a timely fashion. It is noted that special meetings will be held if necessary.

7. Equalities Implications

7.1 There are no perceived equalities implications

DW 17.11.11