

**BRITISH FILM INSTITUTE
BOARD OF GOVERNORS**



**M I N U T E S
16 APRIL 2008**

Minutes of the meeting held from 1030 to 1245 on 16 April 2008 at the BFI, 21 Stephen Street, London W1T 1LN

Present:

Greg Dyke (Chair)
Shami Chakrabarti CBE
Eric Fellner CBE (part of meeting)
Peter Foy
Lizzie Francke
Leslie Hardcastle OBE
Professor Roger Laughton CBE
Caroline Michel
Peter Watson (part of meeting)

In attendance:

Amanda Nevill, Director
Eddie Berg, Artistic Director BFI Southbank
Gail Cohen, Director of Marketing
Paul Crake, Head of Policy & Corporate Affairs
Clare Diskin, Deputy Director of Development (part of meeting)
Emily Droy, Head of Sponsorship (part of meeting)
Sandra Hebron, Artistic Director of Festivals
Tania Hutt, Head of Trusts and Individual Giving (part of meeting)
Nick Mason Pearson, Director of Press & Public Affairs
Jill McLaughlin, Director of Resources & Planning
Heather Stewart, Director UK Wide
Jeanette Wilkins, Finance Director
Richard Brousson, Legal Counsel (Secretary)

1 APOLOGIES FOR ABSENCE

Tim Angel OBE
Stephen Frears
Sam Taylor-Wood

2 DECLARATIONS OF INTEREST

Lizzie Francke declared an interest as an employee of the UKFC in the matters discussed under Minute (6) below.

3 MINUTES OF THE MEETING OF 5 MARCH 2008

The Minutes of the meeting of 5 March 2008 were approved as an accurate record.

4 ANTHONY MINGHELLA

The Board noted with sadness and regret the untimely death of the immediate past Chair of the BFI, Anthony Minghella. On behalf of the Board, the Deputy Chair spoke of the major contribution Anthony had made to the transformation of the BFI, and of his inspirational leadership.

[Eric Fellner joined the meeting]

5 FUNDRAISING FOR THE PROPOSED BFI NATIONAL FILM CENTRE

The Board noted the indicative sourcing of the £200 million (including the contingency and optimism bias) required to deliver the BFI National Film Centre and the key assumptions. After discussing:

- the nature and scale of the fundraising task for this major national project, on a site with extremely high visibility;
- the proposed further professionalisation of the BFI's fundraising capacity; and
- the commitment of all Board members to hands-on involvement with fundraising;

the Board believed that the concept, profile and value of this project were such that they were confident it would be possible to raise the c.£150 million in contributions that would be required.

6 GOVERNANCE STRUCTURES

The Board agreed to establish a working group to draft a paper on the BFI's constitutional structure, to report back to the Board. The working group will be led by Professor Roger Laughton; the members will be Shami Chakrabarti, Amanda Nevill and Peter Watson; the secretary will be Paul Crake; Richard Brousson will provide legal advice.

*Action: Roger Laughton, Shami Chakrabarti, Peter Watson,
Amanda Nevill, Paul Crake and Richard Brousson*

7 NOMINATIONS & APPOINTMENTS

- 7.1 Caroline Michel, Chair of the Nominations & Appointments Committee, reported on the meeting of 13 March 2008.
- 7.2 The Board noted that Dambisa Moyo, previously approached to be a Governor of the BFI, was not now relocating to New York, and that she would now be re-approached to take-up an appointment.

- 7.3 It was agreed that, under Article 6(d) of the BFI Royal Charter and subject to the approval of the individuals concerned, the terms of office as Governors of the BFI of Tim Angel, Lizzie Francke, Stephen Frears and Roger Laughton should be extended from September 2008 until 31 December 2008.

Action: Paul Crake

8 BFI CORPORATE GOVERNANCE

At the request of the Chair, this item was reviewed following the decisions made by the Board at their meeting of 16 January 2008.

It was now agreed that:

- 1) the frequency of Board of Governors meetings would be reduced to six in any year, with an additional away-day;
- 2) the following committees would be established with memberships and quorums as set out in the Appendix to the Report:

Governance committees:

- a) Finance & General Purposes Committee
- b) Audit, Risk & Governance Committee
- c) Nominations & Appointments Committee
- d) Remuneration Committee

Project committees:

- e) National Film Centre Steering Group
- f) Development Committee

Advisory groups:

- g) Collections Advisory Group

- 3) minutes of all meetings of these committees will be circulated to all Governors;
- 4) minutes of governance and project committees will record only the decisions made at that meeting and, where requested at that time by the committee member concerned, will record their dissent from any specific decision;
- 5) minutes of advisory groups will represent the views and issues discussed at that meeting;
- 6) minutes of the Board, once they have been approved by the Chair or Deputy Chair (or, if neither were present, after approval by the person who chaired that meeting), and once any confidential items have been removed by the Office of the Head of Policy & Corporate Affairs, will be published on the BFI's website and in the BFI National Library;
- 7) a standing agenda item at each meeting of the Board of Governors will enable the chairs of governance committees to report to the Board any important issues that arose during any meetings of that

committee which had taken place since the previous meeting of the Board of Governors. These issues will be recorded in the Board's minutes and, hence, be widely published;

- 8) the Executive should seek to reduce very substantially the volume of papers produced for all Board and committee meetings;
- 9) draft Terms of Reference for the committees in (2) (*above*) will be prepared for the Board of Governors to consider, along with a schedule of draft dates which should be fixed to take account of the workload of each committee and the timing of matters such as the annual financial cycle;
- 10) all other committees previously established by the Board of Governors will be abolished with immediate effect;
- 11) the new corporate governance system should be formally reviewed by the Board of Governors in one year.

9 DIRECTOR'S REPORT

The report was noted.

10 DEVELOPMENT PRESENTATION

The Board welcomed the new Development Strategy outlined in a presentation by the Development Team. It was agreed that all Governors will meet individually with the Development Team to discuss how they might be able to support the delivery of the new strategy.

[Peter Watson left the meeting]

11 HEALTH & SAFETY

The Health and Safety report was noted.

12 MANAGEMENT ACCOUNTS

The Management Accounts were noted.

The meeting closed at 1245.

Paul Crake
Head of Policy & Corporate Affairs