

**BRITISH FILM INSTITUTE
BOARD OF GOVERNORS****MINUTES
18 JUNE 2008**

Minutes of the meeting held from 1030 to 1320 on 18 June 2008 at the BFI, 21 Stephen Street, London W1T 1LN

Present:

Greg Dyke (Chair)
Shami Chakrabarti CBE (part of meeting)
Eric Fellner CBE (part of meeting)
Peter Foy
Lizzie Francke
Leslie Hardcastle OBE (part of meeting)
Peter Watson
Sam Taylor Wood

In attendance:

Amanda Nevill, Director
Gail Cohen, Director of Marketing
Paul Crake, Head of Policy & Corporate Affairs
Sam Dunn, Head of DVD/Video Publishing (part of meeting)
Sandra Hebron, Artistic Director of Festivals (part of meeting)
Nick Mason Pearson, Director of Press & Public Affairs
Jeanette Wilkins, Finance Director
Richard Brousson, Legal Counsel (Secretary)

1 APOLOGIES FOR ABSENCE

Tim Angel OBE
Stephen Frears
Professor Roger Laughton CBE
Caroline Michel

2 DECLARATIONS OF INTEREST

There were no declarations of interest.

3 MINUTES OF THE MEETING OF 16 APRIL 2008

The Minutes of the meeting of 16 April 2008 were approved as an accurate record.

[Leslie Hardcastle joined the meeting]

4 DIRECTOR'S REPORT

It was agreed that:

- 1) the revised draft application to the UK Film Council for additional funding for the London Film Festival should be reviewed by the Chair and two other Governors;
Action: Greg Dyke, Amanda Nevill, Sandra Hebron
- 2) the Board of Governors Away Day should not be a standard Board meeting but should, instead, focus on one or two major strategic themes.
Action: Greg Dyke, Amanda Nevill, Paul Crake

[Sandra Hebron left the meeting]

5 NOMINATIONS & APPOINTMENTS COMMITTEE

5.1 The minutes of the meeting of the Nominations & Appointments Committee of 4 June 2008 were noted.

5.2 This minute contains confidential personnel information and has been removed

6 BRITISH FILM INSTITUTE (BIG SCREEN) LIMITED

The draft minutes of the meeting of the Board of Directors of British Film Institute (Big Screen) Limited of 28 May 2008 were noted.

7 PROPOSED BFI NATIONAL FILM CENTRE

The paper was noted.

[Sam Dunn joined the meeting]

8 BFI DVD PUBLISHING

The presentation was noted.

[Shami Chakrabarti and Sam Dunn left the meeting]

9 TERMS OF REFERENCE FOR BFI COMMITTEES

9.1 It was agreed that:

- 1) the Terms of Reference (set out in Appendix 1 to these Minutes) for the four governance committees be adopted;
- 2) Governors be appointed (as set out in Appendix 2 to these Minutes) to the vacant committee and company director posts: committee memberships with immediate effect, company directorships to take effect at the earliest convenient date for each company as may be determined by the relevant Company Secretary;

9.2 the draft cycle of meetings (set out in Appendix 3 to these Minutes) and the staffing arrangements (set out in Appendix 4) were noted.

10 HEALTH AND SAFETY

The paper was noted.

11 MANAGEMENT ACCOUNTS

The paper was noted.

12 BFI FELLOWSHIPS

This minute contains confidential personnel information and has been removed

[Eric Fellner left the meeting]

13 PARTY CONFERENCES

It was agreed that the BFI should attend the party conferences in partnership with Hewlett Packard. The Board's view – that a very high quality professional experience should be delivered – was noted.

Action: Nick Mason Pearson

The meeting closed at 1320.

Richard Brousson
Legal Counsel

TERMS OF REFERENCE FOR BFI GOVERNANCE COMMITTEES

A FINANCE & GENERAL PURPOSES COMMITTEE

- 1) The Finance & General Purposes Committee (F&GP) is the sole committee of the BFI's Board of Governors ("the Board") with authority to commit resources on behalf of the Board.
- 2) F&GP will:
 - i) consider the annual BFI Business Plan and budgets, and make recommendations to the Board;
 - ii) consider on behalf of the Board the BFI's longer-term development plans and funding strategy, and make recommendations accordingly;
 - iii) during the course of any financial year, consider and approve on behalf of the Board any material changes from the Business Plan;
 - iv) during the course of any financial year, review reports on financial and non-financial performance against the Business Plan, approving any material changes and reporting these to the Board;
 - v) initiate efficiency and value for money reviews of any BFI activities;
 - vi) advise the Board on any budgetary or financial matters which arise;
 - vii) take such time-sensitive or other decisions as might be delegated to it by the Board.
- 3) F&GP shall consist of 4 Governors appointed by the Board (whose terms as members of F&GP will automatically expire when their term of office as a BFI Governor expires or at any earlier time if decided by the Board).
- 4) F&GP shall be quorate when at least 2 members are present. Other than the members of F&GP and the staff, no other persons shall be present when F&GP meets unless with the consent of F&GP.
- 5) F&GP shall meet on at least four occasions each year.

B AUDIT, RISK & GOVERNANCE COMMITTEE

- 1) The Audit, Risk & Governance Committee (AR&G) provides the BFI's Board of Governors ("the Board") with advice on all matters relating to internal and external audit, risk management and corporate governance.
- 2) AR&G will:
 - i) consider the BFI Annual Report and Accounts, and make recommendations to the Board;
 - ii) review the appointment of external auditors and make recommendations to the Board;
 - iii) receive reports from the external auditors and make recommendations to the Board;
 - iv) review the appointment of internal auditors and make recommendations to the Board;
 - v) receive all reports from the internal auditors (including internal audit, governance and value for money studies) and make recommendations to the Board;
 - vi) review the BFI's approach to risk management, consider the Risk Register, and make recommendations to the Board;
 - vii) consider any other audit, risk or governance issues that arise and make recommendations to the Board.
- 3) AR&G shall consist of 2 Governors appointed by the Board (whose terms as members of AR&G will automatically expire when their term of office as a BFI Governor expires or at any earlier time if decided by the Board), one of whom will be appointed to chair.
- 4) No Governor who is a member of the Finance & General Purposes Committee may also be a member of AR&G. Neither the Chair nor the Deputy Chair of the BFI may serve as members of AR&G.
- 5) The Board may appoint up to 2 other members of AR&G who need not be Governors, and who shall be appointed to ensure there is a spread of expertise in AR&G's work. If they are not Governors: they shall be appointed for a term of no more than three years; they shall be eligible for re-appointment but they shall serve no more than six years in total; and any service in this capacity shall not count towards any term served as a Governor whether or not they are also Governor-members of AR&G.
- 6) AR&G shall be quorate when at least 2 members are present, provided that at least one of them shall be a Governor member. Other than the members of AR&G and the staff, no other persons shall be present when AR&G meets unless with the consent of AR&G.
- 7) AR&G shall meet on up to four occasions each year one of which may be a joint meeting with the Finance & General Purposes Committee.

C NOMINATIONS & APPOINTMENTS COMMITTEE

- 1) The Nominations & Appointments Committee (NAC) advises the BFI's Board of Governors ("the Board") on all matters relating to (a) the nomination or appointment of Governors to all BFI Governor committees, (b) some senior BFI staff posts, and (c) BFI representation on any external bodies. Where specifically delegated by the Board, NAC will make appointments on behalf of the Board.
- 2) NAC will:
 - i) annually review the structure, size and composition of the Board of Governors and make recommendations to the Board;
 - ii) identify potential candidates for membership of the Board of Governors (including by way of public advertisement) and make recommendations to the Board;
 - iii) consider the possible reappointment of members of the Board of Governors towards the end of their first term of office and make recommendations to the Board;
 - iv) advise on the frequency and conduct of the process for appointing "member governors", consider the results of any elections, and make recommendations to the Board;
 - v) make recommendations to the Board for the appointment of the Director of the BFI, in particular to recommend the composition of any Appointments Panel established to appoint a Director;
 - vi) nominate a Governor to participate in any panel established to appoint a member of the BFI's senior executive staff;
 - vii) consider any requests for a representative of the BFI to be appointed to any other body, and make recommendations to the Board;
 - viii) where specifically delegated by the Board, make any appointments on behalf of the Board (for the avoidance of doubt, this shall *not* include the appointment of Governors of the BFI).
- 3) NAC shall consist of up to 3 governors appointed by the Board (whose terms as members of NAC will automatically expire when their term of office as a BFI Governor expires or at any earlier time if decided by the Board). Included in this number shall be the Chair and the Deputy Chair of the Board, neither of whom shall be chair of this committee.
- 4) NAC shall be quorate when at least 2 Governors are present. Other than the members of NAC and the staff, no other persons shall be present when NAC meets unless with the consent of NAC.
- 5) NAC shall meet as required, and at least once in each calendar year.

D REMUNERATION COMMITTEE

- 1) The Remuneration Committee (RC) makes decisions on behalf of the BFI's Board of Governors ("the Board") on all matters relating to the pay and conditions of those staff who are outside the BFI's pay and grading scheme (ie, the Director, the Executive Directors and any others not covered by the BFI's Pay & Grading scheme ("the most senior staff")). For all other BFI roles, terms and conditions are negotiated through the agreed collective bargaining process with the Partnership Committee).
- 2) RC shall:
 - i) annually, with the advice of the Director, (a) review the performance, pay and conditions of the most senior staff members; and (b) determine the pay and conditions of those staff for the year ahead;
 - ii) annually (a) review the performance, pay and conditions of the Director; and (b) determine the pay and conditions of the Director for the year ahead.
- 3) RC will consist of up to 4 Governors appointed by the Board (whose terms as members of RC will automatically expire when their term of office as a BFI Governor expires or at any earlier time if decided by the Board). Included in this number shall be the Chair and the Deputy Chair of the Board.
- 4) RC shall be quorate when at least 2 Governors are present. Other than the members of RC and the staff, no other persons shall be present when RC meets unless with the consent of RC.
- 5) Any staff whose performance, pay and conditions are being reviewed under (2) above shall not be present for that part of the meeting.
- 6) RC shall meet as required, and at least once in each calendar year.

MEMBERSHIPS OF GOVERNANCE COMMITTEES

<i>Governor</i>	<i>Finance & General Purposes</i>	<i>Audit, Risk & Governance</i>	<i>Nominations & Appointments</i>	<i>Remuneration</i>	<i>Subsidiary Company directorships</i>	<i>Other BFI committees</i>
Chair (Greg Dyke)	<i>Ex officio</i> member	--	Member §	<i>Ex officio</i> Chair §		[Director, UK Film Council]
Deputy Chair (Roger Laughton) *	<i>Ex officio</i> member *	--	Member *§	<i>Ex officio</i> member *§		Screen Heritage Strategy
Tim Angel *	Chair *§	--				
Shami Chakrabarti	--	Chair §	--	--	--	
Eric Fellner						Development Committee
Peter Foy				Member		Film Centre Steering Cttee
Lizzie Francke *	Member *§	--				
Stephen Frears *						
Leslie Hardcastle	--	Member	--	--	--	
Caroline Michel			Chair §			Development Committee
Sam Taylor Wood						
Peter Watson				Member	Director BFI Imax	
Vacancy						
Vacancy						
Vacancy						
	4 Governors	2 Governors; + 2 others	3 Governors	4 Governors	BFI Imax (1) Rosebud (1) Connoisseur (1)	

NB: The Board of Governors has expressed the view that all Governors should be a member of at least one committee.

§ This Governor held a parallel post in the old committee structure

* This Governor retires at the end of 2008 and will need to be replaced then

-- This Governor is ineligible to be a member of this committee (applies to members of AR&G/F&GP)

PROVISIONAL DATES FOR GOVERNOR MEETINGS 2008/09 AND 2009/10

Meetings of the Board of Governors have been scheduled to take place every other month, normally on the 3rd Wednesday of each month.

Other Governor meetings have, where possible, been placed on the 3rd Wednesdays which are not being used by the full Board.

Dates are provisional except where ✓ is shown.

<i>Meeting date</i>	<i>Meeting type</i>	<i>Notes</i>
16 July 2008	AWAY DAY: Board of Governors	✓
<i>August</i>	<i>No meetings this month</i>	--
w/c 1 September 2008	Finance & General Purposes	?
17 September 2008	Board of Governors	✓
22 October 2008	Audit & Governance	? Sign-off Statutory Accounts 07/08
11 November 2008	Board of Governors	✓ Sign-off Statutory Accounts 07/08
10 December 2008	Finance & General Purposes	Possible joint mtg + A&G to consider Business Plan 09/10
21 January 2009	Board of Governors	✓
18 February 2009	Audit & Governance	✓
18 March 2009	Board of Governors	✓

Indicative dates 2009/10

<i>Meeting date</i>	<i>Meeting type</i>	<i>Notes</i>
22 April 2009	Board of Governors	
20 May 2009	Audit & Governance	
20 May 2009	Nominations & Appointments	
17 June 2009	Board of Governors	
15 July 2009	AWAY DAY: Board of Governors	
w/c 20 July 2009	Finance & General Purposes	
<i>August</i>	<i>No meetings this month</i>	
w/c 31 August 2009	Audit & Governance	Sign-off Statutory Accounts 08/09
16 September 2009	Board of Governors	Sign-off Statutory Accounts 08/09
21 October 2009	Nominations & Appointments	
18 November 2009	Board of Governors	
9 December 2009	Finance & General Purposes	Business Plan 10/11
20 January 2010	Board of Governors	
17 February 2010	Audit & Governance	Possible joint meeting
17 February 2010	Finance & General Purposes	
17 March 2010	Board of Governors	

STAFFING ARRANGEMENTS FOR GOVERNANCE COMMITTEES

<i>Committee</i>	<i>Lead Staff Member</i>	<i>Staff in attendance</i>
Finance & General Purposes	Finance Director	Director Director of Resources & Planning Head of Financial Planning & Analysis
Audit, Risk & Governance	Finance Director	Director Financial Controller
Nominations & Appointments	Director	Head of Human Resources
Remuneration	Director	Head of Human Resources

The Committee Secretary for each of these committees will be Paul Crake, Head of Policy & Corporate Affairs or, in his absence, Richard Brousson, BFI Legal Counsel.

All papers, reports and minutes will be prepared by the Office of the Head of Policy & Corporate Affairs.