

**BRITISH FILM INSTITUTE
BOARD OF GOVERNORS**

M I N U T E S

17 NOVEMBER 2010

Minutes of the meeting held from 1030 to 1300 on 17 November 2010 at
BFISouthbank,London SE1 8XT.

Present:

Greg Dyke (Chair)
Shami Chakrabarti CBE
Peter Foy
Sir Christopher Frayling
Ashley Highfield
Caroline Michel
Sir Howard Newby
David Thompson
Peter Watson
Cy Young

In attendance:

Amanda Nevill, Director
Paula Le Dieu, Director BFI Digital (for matters recorded under
Minutes1- 4)
Trevor Mawby, Director of Finance & Resources (for matters recorded
under Minutes1-4)
Paul Crake, Board Secretary

1 APOLOGIES FOR ABSENCE

Eric Fellner CBE
Matthew Freud
Tessa Ross CBE

2 DECLARATIONS OF INTEREST

These interests were declared: Greg Dyke as a director of the UK Film Council in the matters discussed under Minutes 4 and 5; Amanda Nevill as a company director of British Film Institute (Big Screen) Limited in the matters discussed under Minute 5; and Tessa Ross as an employee of Channel 4 Television in the matters discussed under Minute 4. It was agreed that the nature of their various interests was such that they would not be required to leave the room while these items were considered.

3 MINUTES OF THE MEETING OF 2 SEPTEMBER 2010

The minutes of the meeting of 2 September 2010 were approved as an accurate record.

4 TRANSFORMING THE BFI: STATUS

Following a presentation by Amanda Nevill, the Board discussed a wide range of issues relating to current proposals to transfer a significant number of current UK Film Council activities to the BFI. The paper dated 12 November 2010 that had been submitted by Greg Dyke and Amanda Nevill to DCMS – *Transforming the BFI: A New Organisation for Film* – was approved. An email dated 12 November 2010, from Hugh Muckian of DCMS to Paul Crake, was tabled and discussed. It was agreed that:

- 1) the Board of Governors wished the BFI to remain a registered charity;
- 2) it may be appropriate to offer greater scrutiny by the CMS Select Committee in exchange for reduced scrutiny by DCMS;
- 3) it would be unacceptable for DCMS to control appointments to the BFI's Board of Governors with the exception of the Chair and Deputy Chair;
- 4) it would be reasonable for DCMS to have the right to approve the appointment of the Chief Executive;
- 5) it would be unacceptable for DCMS to have control over the BFI's wider business plan;
- 6) if this became a critical issue before the next meeting of the Board of Governors, Paul Crake would convene a meeting of Greg Dyke, Shami Chakrabarti, Christopher Frayling and Howard Newby who would determine any adjustments to our negotiating position on behalf of the Board;
- 7) Paul Crake would obtain advice from Francesca Quint on the proposed negotiating position, and on any benefits and disadvantages of being a registered rather than an exempt charity.

5 "WORLD CLASS BUT SMALLER"

Amanda Nevill presented her developing proposals for dealing with the 15% cut in Government funding. It was agreed that:

- 1) the Executive Team had done an excellent job, in difficult circumstances, of mitigating the effect of cuts so far as was possible, and on keeping the BFI focussed on developing its long-term strategy;
- 2) approval was given to start consultation regarding the proposals outlined in Phase 1, subject to any changes required as a result of

the DCMS announcement on the future of UKFC activities and funding;

- 3) an initial outline proposal to save 2.5 posts on the Executive Board was noted, and a final comprehensive proposal (to include any UKFC activities to be transferred to the BFI) would be brought to a subsequent meeting of the Board of Governors for determination;
- 4) notwithstanding that decision, approval was given to begin immediately to restructure the cultural posts on the Executive Board, as proposed, including formal consultations with those affected;
- 5) the interview panel for all Executive Board posts would consist of Amanda Nevill and at least two Governors.

6 INVIRON LIMITED

[this minute has been amended for reasons of confidentiality]

6.1 Having noted that the procedure laid down in the BFI's financial procedures had not been followed due to the timing of Board meetings, retrospective approval was given to the award of a five-year contract to Inviron Ltd, for the provision of mechanical and electrical services.

6.2 Paul Crake was instructed to remind staff of the necessity of compliance with the financial procedures, and it was noted that the Audit, Risk & Governance Committee had instructed that a formal review of contract performance be undertaken by the internal auditors.

The meeting closed at 1300.

Paul Crake
Board Secretary