

**BRITISH FILM INSTITUTE  
BOARD OF GOVERNORS**

**M I N U T E S  
22 FEBRUARY 2011**

Minutes of the meeting held from 1030 to 1700 on 22 February 2011 at theBFI, 21Stephen Street,London W1T 1LN.

**Present:**

Greg Dyke (Chair)  
Peter Foy  
Sir Christopher Frayling  
Caroline Michel  
Sir Howard Newby  
Tessa Ross CBE  
David Thompson  
Peter Watson  
Cy Young

**In attendance:**

Amanda Nevill, Director  
Paul Crake, Board Secretary

**In attendance for part of the meeting:**

Richard Brousson, Legal Counsel (for matters reported in Minutes 1-7)  
Trevor Mawby, Director of Finance & Resources (except for matters reported in Minute 9)  
Heather Stewart, Cultural Director UK-Wide (for matters reported in Minutes 1-4)  
Neil Watson, independent consultant (for matters reported in Minute 13)

**1 APOLOGIES FOR ABSENCE**

Shami Chakrabarti CBE  
Eric Fellner CBE  
Matthew Freud  
Ashley Highfield

**2 DECLARATIONS OF INTEREST**

2.1 These interests were declared: Amanda Nevill as a company director of British Film Institute (Big Screen) Limited in the matters discussed under Minute 9; Tessa Ross as an employee of the Channel 4 Television Corporation in the matters discussed under Minute 6-7.

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.

2.2 In addition, Trevor Mawby, interim Director of Finance & Resources, had an interest in the matters recorded under Minute 9, and he left the room while these were discussed.

### **3 MINUTES OF THE MEETING OF 17 DECEMBER 2010**

The minutes of the meeting of 17 December 2010 were approved as an accurate record.

### **4 THE BFI NATIONAL LIBRARY**

4.1 A report was noted from Heather Stewart on the proposals emerging for the BFI National Library.

4.2 Heather was asked to give further consideration to charging for access to the “deepresearch” parts of the new Library, and to the emotional importance of a Library Membership card at creating a sense among users of “belonging”.

4.3 It was agreed that the direction outlined by Heather Stewart was supported by the Board, and she would give a final report back at an appropriate future date.

### **5 A PROPOSAL THAT THE BFI BECOMES A NON-DEPARTMENTAL PUBLIC BODY**

After careful consideration of all their obligations as trustees and of the independent legal opinion advising them on this matter; and after a full discussion of what was in the best interests of the British Film Institute; it was agreed that:

- 1) the BFI would become a non-departmental public body (or “NDPB”) on the terms negotiated by the Board Secretary with DCMS;
- 2) the Board Secretary would facilitate the establishment of an independent registered charity whose objects would mirror those of the BFI’s and which would be analogous to a “Friends of...” charity created by other cultural institutions (and it was noted that the proposal to create the new charity would come from people formally unconnected with the BFI to be selected by the Board Secretary);
- 3) following further consideration at a future date by the Board of Governors of the names of trustees to be appointed to the new charity, the Board Secretary would be authorised to transfer to the ownership of the new charity as many of the BFI’s core private charitable assets as seemed appropriate, specifically including British Film Institute (Big Screen) Limited, the ownership of freehold properties, and the ownership of leasehold properties

where appropriate; these assets would be transferred as far as possible as restricted donations which would be applied to the delivery of the BFI's charitable objects;

- 4) the Board Secretary was authorised to incur the costs and fees necessary to carry out these actions (or in the case of paragraph (3), above, to prepare for them to be carried out), including legal fees.

## **6 LOTTERY DISTRIBUTOR**

After careful consideration of all their obligations as trustees, and a full discussion of what was in the best interests of the British Film Institute, it was agreed that the BFI would accept designation as a Lottery Distributor under the terms of The National Lottery etc Act 1993.

## **7 A PROPOSAL TO TRANSFER SOME UNDERTAKINGS FROM THE UKFILMCOUNCIL TO THE BFI**

After careful consideration of all their obligations as trustees and of the independent report commissioned from BDO LLP advising them on this matter; and after a full discussion of what was in the best interests of the British Film Institute; it was agreed to accept the transfer of a number of activities from the UK Film Council to the BFI.

## **8 APPOINTMENT OF NEW GOVERNORS**

8.1 A report was received from Caroline Michel, Chair of the Nominations & Appointments Committee, on the process for appointing new Governors to the Board.

8.2 It was agreed that the Board Secretary would present a report to a future meeting of the Board of Governors proposing some changes to the process for Governor elections among the members, including recommendations on:

- (a) an appropriate minimum percentage of the electorate which would need to have voted for the election to be declared valid; and
- (b) whether it would be practicable to split representation to ensure that one of the member Governors should always be from outside London.

## **9 EXECUTIVE STRUCTURE**

9.1 A number of staffing proposals had been, or were currently, in informal consultation with the staff affected, including:

- 1) the creation of a new post of Deputy Chief Executive;
- 2) the redundancy of the post of Director of Strategic Projects;
- 3) the negotiation of a part-time and fixed-term arrangement with the current Chief Operating Officer of the UK Film Council to provide advice and continuity;

4) the appointment of the present interim Director of Finance & Resources to a fixed-term contract.

9.2 Subject to the results of the consultation and any consequent changes being agreed by the Chair, this next phase of changes to the Executive structure was agreed. The recruitment of permanent appointees to Executive posts would be determined by an interview panel consisting of the Director and at least two Governors.

## 10 FUNDING ALLOCATION FOR PARTNERS FOR 2011-12

The funding allocations set out in the table, below, were agreed for the 2011-12 financial year, subject to: (a) negotiation of Funding Agreements acceptable to the Director; and (b) DCMS and the National Lottery Distribution Fund respectively providing the funds necessary to make these allocations (or, where funds are shown as “ring-fenced”, that amount of ring-fenced funding being provided; otherwise the allocation will be to the exact amount of funding, provided it does not exceed the amounts shown):

	Lottery £	Grant in Aid £	Total £
<b>English Regional Screen Agencies / Creative England</b>	1,924,239	2,584,000	<b>4,508,239</b>
<b>Film London</b>	146,116	876,000	<b>1,022,116</b>
<b>Film Agency for Wales</b>	0	128,000	<b>128,000</b>
<b>Northern Ireland</b>	0	0	<b>0</b>
<b>Northern Ireland Screen Commission: Irish Language Broadcast Fund</b>	0	Ring-fenced 3,000,000	<b>Ring-fenced 3,000,000</b>
<b>Northern Ireland Screen Commission: Ulster Scots Broadcast Fund</b>	0	Ring-fenced 1,000,000	<b>Ring-fenced 1,000,000</b>
<b>Skillset</b>	3,654,000	N/A	<b>3,654,000</b>
<b>First Light Movies</b>	1,100,000	N/A	<b>1,100,000</b>
<b>Film Club</b>	0	Ring-fenced TBC	<b>Ring-fenced TBC</b>
<b>National Film &amp; TV School</b>	0	Ring-fenced 2,904,000	<b>Ring-fenced 2,904,000</b>

## 11 LOTTERY TRANSITIONAL FUND

It was agreed in principle to the creation of a £1million Lottery Fund, for 2011-12 only, to provide opportunities to support small exhibitors, film clubs and festivals (SEADS). Pete Buckingham would present detailed proposals to the March meeting of the Board for approval. A proposed enhancement to the existing Prints & Advertising Fund was not agreed.

**12 BFI DIGITAL**

A presentation from Paula Le Dieu, Director of BFI Digital, was noted.

**13 FUTURE TRENDS**

13.1 A presentation on recent trends in the film industry was received from Neil Watson, an independent consultant who has advised the UK Film Council.

13.2 In discussion, it was noted that the BFI should not seek to be a gatekeeper for the film industry in its relations with government, and nor should the BFI seek strategic leadership on every issue that affected industry (and neither could it afford to do so): instead, we would identify the key areas which would be our concern and focus our energies on providing leadership for them.

13.3 Amanda Nevill would prepare a discussion paper for a future meeting of the Board which would identify proposed areas of focus, and also areas we would propose not to be concerned with (as examples to guide her, the Board felt that, although we might have views on them, an anti-piracy strategy on behalf of the entire industry would not be a core concern of the BFI, nor would the issue of the concentration of ownership of pay television).

**14 BFI FELLOWSHIPS**

A number of BFI Fellowships were discussed and agreed. [Plans to announce each Fellowship are to be prepared].

The meeting closed at 1700.

Paul Crake  
Board Secretary