

BRITISH FILM INSTITUTE
BOARD OF GOVERNORS

MINUTES
23 OCTOBER 2014

Minutes of the meeting held from 13:30 to 17:00 on 23 October 2014 in the Pinewood Room, BFI, 21 Stephen Street, London W1T 1LN.

Present:

Greg Dyke (<i>Chair</i>)	Ashley Highfield
Libby Savill (<i>Deputy Chair</i>)	Tom Hooper
Josh Berger CBE	Oona King
Pat Butler	Tim Richards
Charles Cecil MBE	Jonathan Ross OBE
	Andrea Wong

In attendance:

Amanda Nevill	<i>Chief Executive</i>
David Parkhill	<i>Director of Finance & Resources</i>
Heather Stewart	<i>Creative Director BFI</i>
Robin Baker	<i>Head Curator, Curatorial Unit</i>
Iain Thomson	<i>Board Secretary</i>

1. APOLOGIES AND DECLARATIONS OF INTEREST

Apologies

Alison Cornwell
Matthew Justice
Pete Czernin
Peter Kosminsky

Declarations of Interest

- Amanda Nevill declared an interest as a Trustee of the BFI Trust. Iain Thomson declared an interest as Secretary to the BFI Trust. It was agreed that the nature of these interests was such that they would not be required to leave the room during this meeting.
- Also noted were the interests of most Governors in different aspects of the film industry and various related parties. It was agreed that the nature of these interests was such that none of these Governors would be required to leave the room during the meeting.

2. TRIENNIAL REVIEW RECOMMENDATIONS – APPOINTMENT OF THE CHAIR AND GOVERNORS.

- 2.1** It was agreed that this item would be considered in advance of the other items on the agenda. Iain Thomson outlined the recommendations and options contained in the paper before the Board.
- 2.2** The Board was advised that at a recent meeting between the Chair, CEO and Ed Vaizey, the Minister made clear his expectation that the timetable laid out in the Triennial Review report would be strictly adhered to and that changes to the appointments process should be incorporated into a revised Royal Charter and submitted for approval by the Privy Council at the December meeting.
- 2.3** The Board considered the timetable set out in the paper that would facilitate approval of changes to the Royal Charter by the Privy Council in December. The recommendations contained in point 3.3 and 4.3 of the paper were discussed in detail by the Board.
- 2.4** The Board resolved to agree to the Triennial Review recommendation in relation to the appointment of the Chair and approved the revision of the Royal Charter to reflect the recommendation as follows:

The Chair shall be appointed by the Secretary of State in accordance with the Code of Practice for Ministerial Appointments to Public Bodies (or any future iterations of the Code) published by the Commissioner for Public Appointments. The Secretary of State shall determine the Chair and Governors' terms of appointment.

- 2.5** It was resolved to propose to DCMS that Governors were appointed using a process in line with the BFI/DCMS process for the appointment of the Chair agreed in March 2013. The Board approved the revision of the Royal Charter to reflect the process as follows:

Governors shall be appointed by the Secretary of State pursuant to a process that adheres to OCPA principles as agreed between the Department of Culture, Media and Sport and by the Governing Body. The appointments panel shall be comprised of:

- *The Chair and one Governor of the BFI Board;*
- *The Permanent Secretary of DCMS (or senior official);*
- *An independent panel member (to be agreed by DCMS and the BFI).*

2.6 In relation to the issue of reappointments to the Board, the options at point 5.2 of the paper were considered. It was resolved to pursue Option 2 and include a presumption of reappointment in the Royal Charter. The Board approved the revision of the Royal Charter to reflect the presumption as follows:

An individual shall not be appointed to be a Governor for a first term of more than three years and shall be, subject to the agreement of the Governing Body, automatically eligible for re-appointment for a second term of up to three years. No Governor shall (save as provided in these presents) serve more than two terms of office.

2.7 It was agreed that the Chair would write to Ed Vaizey to outline the position of the Board in relation to the appointment of the Chair and Governors. It was further agreed that the Royal Charter would be revised accordingly and sent to the Privy Council to commence the informal approval process.

3. MINUTES OF MEETING HELD ON 29 MAY 2014 AND MATTERS ARISING

Board of Governors Meeting 15 July and 23-24 September 2014

3.1 The minutes of the meeting held on 15 July and 23-24 September 2014 were noted and it was resolved to approve them as an accurate record of the respective meetings.

The Big New Plan – Film Forever 2

3.2 Amanda Nevill gave an update on the work being undertaken in relation to the development of a ten year financial plan. The Board was advised that work was continuing informed by the discussion at the Governors Away Day in September, and that a more detailed update would be given at the meeting in November.

Oona King left the meeting.

Expiration of Term – Ashley Highfield

3.3 The Board was advised that Ashley Highfield's second term as a Governor expired on 15 November 2014. Following a recommendation from the Chair of Nominations and Appointments Committee it was resolved to appoint Ashley pursuant to Article 6(d) of the Royal Charter until the end of 2014 (to include the Board meeting scheduled for 25 November 2014).

4. UPDATE FROM BOARD COMMITTEES

Parts of this minute have been withheld for reasons of confidentiality

Audit, Risk and Governance Committee

- 4.1** The Board was advised that the Audit, Risk and Governance Committee met on 29 September 2014. At the meeting the Committee interrogated the corporate risk register and that of the Cultural Directorate. Internal Audit management responses were also considered by the Committee.

Finance Report and Management Accounts

- 4.2** David Parkhill outlined the Period 5 Management Accounts which were noted by the Board. The Board was advised that the full year forecast is still adverse but that this figure was reducing. There was confidence that the budget would be balanced by year end.
- 4.3** The new lottery game has not affected the lottery income projections. It was confirmed that over the life of Film Forever there will be sufficient reserves to implement the plan.

Ashley Highfield left the meeting.

- 4.4** It was agreed that at a future meeting of the Board the financial success of BFI funded films would be considered as part of a wider discussion on the Film Fund.

BFI Activity – CEO Report

- 4.5** The paper before the Board was noted.
- 4.6** The Board discussed the 58th London Film Festival which had been a great success both financially and reputationally. With five days remaining 106% of the Festival box office revenue target had already been achieved.
- 4.8** The Board was advised that the Development Department was performing well this year and would likely achieve its cash target. In addition, the Department had secured a number of significant grants. These included a three year grant for *Britain on Film* from the Esmée Fairbairn Foundation as well as a grant from the Weston Foundation towards much needed capital redevelopment at Berkhamsted.
- 4.9** The Board discussed the IWC Schaffhausen Gala held on 7 October 2014 with some Governors expressing concern that the overall message for the evening had not been clear. The Board was advised that the IWC contract provided significant sponsorship income and had raised the profile of the BFI. The Board requested that a presentation be given on the BFI's Development strategy at a future meeting.
- 4.10** Amanda Nevill advised the Board that there had been rapid developments in our understanding of the priorities for the Autumn statement.

5. Unlocking Film Heritage ... *bringing the Archive to life*

Heather Stewart and Robin Baker joined the meeting.

- 5.1** Robin Baker gave a presentation on developments in relation to the Unlocking Film Heritage programme that was noted by the Board.

Robin Baker left the meeting.

6. Fellowships

Part of this minute has been withheld for reasons of confidentiality

- 6.1** The Fellowships Strategy was outlined. Governors were reminded of the nature of the BFI Fellowship. The balance between recognising British and International talent was critical. Typically Fellowships are awarded three times a year.

- 6.2** The Board agreed that merit was the overriding reason for awarding a Fellowship. However, the Board also recognised that awarding a Fellowship could assist in improving the fundraising capacity of the organisation and in the drive to increase the number of Patrons.

- 6.4** Following discussion by the Board it was agreed to recirculate the proposed list and also the list of current Fellows.

- 6.5** Josh Berger proposed that Mel Brooks be considered for a Fellowship. Following a discussion it was agreed that the BFI would arrange an event to honour Mel Brooks in 2015.

Tim Richards, Tom Hooper, Josh Berger and Heather Stewart left the meeting.

- 6.6** The Board returned to the discussion on the nature of the BFI Fellowship. It was agreed that the paper and attached list would be brought back to the Board meeting in November for a final discussion and approval.