

HAMPSHIRE COUNTY COUNCIL**Decision Report**

Decision Maker:	Executive Member for Culture and Recreation		
Date:	20 January 2012		
Title:	Hampshire Arts and Museums Service – Towards a Fully Integrated Merger with Southampton City Council and Winchester City Council		
Reference:	3550		
Report From:	Director of Culture, Communities and Business Services		
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1. Executive Summary

1.1. The purpose of this paper is to:

- Provide an update report on progress with the Fully Integrated Merger (FIM) Project which is investigating the option of Hampshire County Council Arts and Museums, Southampton City Council Arts and Heritage and Winchester City Council Museums merging into a single organisation
- Seek Executive Member approval to identify the preferred option as the establishment of a charitable company limited by guarantee to deliver the services specified above for the three local authorities
- Seek Executive Member approval to develop a detailed business case and the process of checking due diligence on the preferred option during the January-August period 2012
- Seek Executive Member approval to present an update report in April/ May 2012 on the business case and ask permission to enter into public and initial staff and union consultation regarding the preferred option in Summer 2012
- Subject to the above, seek Executive Member approval to present a decision report regarding the establishment of the FIM organisation in late 2012, for implementation if approved in 2013/14

2. Contextual information

- 2.1. The draft strategic plan for the Hampshire Arts and Museums Service to be presented for Executive Member approval on 20 January 2012, will give detailed information on the strategic context of the FIM proposal (see Agenda Item 3). Update reports on the FIM have been provided in Executive Member reports regarding Arts and Museums Service Future Planning dated 8 July 2010, 17 November 2010, 28 January 2011, 8 March 2011 and 8 July 2011 respectively.
- 2.2. The residents of greater Hampshire place great value on their cultural heritage and visitors to the area are attracted because of it. The 3 local authority FIM partners currently invest a cumulative net total of circa £10million per annum in arts, museums and heritage provision with gross expenditure totalling over £15million. Each of the partner local authorities is required to realise significant budget reductions as an outcome of the October 2010 Comprehensive Spending Review, and are embarking upon a number of strategies to achieve these savings. The decreased economic spending power of local and global audiences impacts upon people's ability to travel or pursue leisure interests including retail and associated cultural activities.
- 2.3. As an outcome, the budget of each local authority service is under significant pressure yet the 3 partners do not wish to lessen their ambition in terms of public benefit. The cultural heritage that each FIM partner has guardianship for is also of national relevance and there is a duty of stewardship to ensure that it is maintained to national standards and made accessible for future as well as current generations to enjoy.
- 2.4. In response to this Hampshire County Council is working together with similar cultural providers to develop a strong collective profile to increase audiences and external investment, and minimise the impact of savings by finding strategic efficiencies.
- 2.5. Since June 2010, senior officers from the 3 local authorities have worked with the strategic and financial support of the Museums, Libraries and Archives Council (MLA)¹ to investigate options for closer strategic joint working and integration. An initial scoping exercise was undertaken by external experts from the cultural business sector, with Portsmouth City Council, to confirm the degree of integration that in principle would be of interest to the 4 local authorities. At this stage, HCC, SCC and WCC expressed a view to pursue a fully integrated merger (FIM). PCC continue to be interested in joint working, particularly regarding collection storage, but were not in a position to participate in further work on an FIM.
- 2.6. In 2011, a Steering Group was established with senior officer representation from Hampshire, Southampton and Winchester local authorities. An initial financial evaluation was undertaken by Anne Millman and Business of Culture with the option to include Hampshire Record Office. This work incorporated a wide-ranging review of potential governance options

¹ MLA handed over responsibility for national museums strategy to the Arts Council England (ACE) in October 2011, and we are also in conversation with ACE regarding the FIM project

available. Informed by this work, Eversheds were commissioned to provide initial legal advice and compare two potential governance options: Charitable Trust and Joint Venture Company (with or without a private partner).

- 2.7. As an outcome of this work, it is proposed that the founding partnership of the FIM will consist of the following:
- Hampshire County Council (Arts and Museums)
 - Southampton City Council (Arts and Heritage, excluding museum front-of-house)
 - Winchester City Council (Museums)
- 2.8. During 2011/12 the FIM Steering Group has also played a lead role in developing a wider Hampshire-Solent Alliance that champions joined up working across museums and other cultural organisations in the greater Hampshire area. The MLA Renaissance programme during 2011/12 has contributed £0.5million towards establishing this Alliance with Hampshire County Council as the funding lead. In November 2011, the Alliance submitted an application to the new Arts Council England Renaissance Major Grants fund requesting £5.2million over the next 3 years to support high profile marketing, exhibition, collections and learning programmes. As part of this bid, it is proposed that the FIM, if established, will play a central role as lead organisation in the Alliance partnership. HCC is currently acting as the lead applicant.

3. Financial Implications

- 3.1. External expertise from the cultural business sector has estimated that the total budget involved in establishing a charitable company limited by guarantee and transferring responsibilities to this new organisation are in the region of £300,000. A budget of £70,000 from this overall total would address the detailed business case, due diligence and public consultation work required during the period January-August 2012. The remaining balance is associated with implementation costs involved in setting up the organisation if approval to proceed is given in Autumn 2012 (Appendix 1).
- 3.2. The Hampshire-Solent Alliance Renaissance Major Grants application submitted to the Arts Council includes a request for £250,000 to provide for estimated transition costs involved in establishing the FIM organisation. If this application is unsuccessful, Hampshire County Council as an ex-Renaissance Hub may be eligible for Renaissance exit funding during 2012/13. It is proposed that the transition costs identified above are part of this submission if required.
- 3.3. The three local authority partners will need to invest professional, legal, HR and project management support in-kind during the detailed business case and due diligence review of the preferred option.

4. Future direction: Phase 2

- 4.1. The establishment of an integrated organisation to deliver a range of arts, museums and heritage provision currently provided by the Hampshire, Southampton and Winchester local authorities has the potential to fundamentally transform the individual resilience of these services in the future economic climate.
- 4.2. The radical solution proposed will enable these services to flourish as a unified organisation rather than struggle individually because it will deliver the following business resilience benefits:
- **Raise the profile**, quality and standing of greater Hampshire's arts and heritage by promoting its collective national and international importance, and increased access to major regional, national and international exhibitions and installations
 - **Increase audiences and income** by improving the quality of public offer through an integrated approach to planning and delivery of exhibitions, learning and marketing (compared to post 2011/12 standalone outcomes)
 - **Minimise the impact of savings** required from all partner local authorities and maintaining national standards of Accreditation by finding efficiencies through integrated strategic management and delivery of public programmes and collections stewardship
 - **Attract external investment** from public and private funding sources through its national profile, ambition and emphasis on collective transformation and innovation
 - **Enhance opportunities for business enterprise** through enabling flexibility and increasing confidence to seize new opportunities. The traditional and new areas of commercial activity, including product licensing, will benefit from economies of scale and enhanced negotiating power in areas of specialist procurement
- 4.3. It is not proposed that ownership of property or collection assets will be transferred to the new FIM organisation and the exact details of leasing/ lending arrangements would be determined at the detailed business case stage. It is proposed that current staff would, under TUPE, be transferred to the new organisation.
- 4.4. A number of risk areas have been identified that will require careful consideration and mitigation from the outset if an FIM is to be given the greatest chance of success in delivery. Some of the following will vary depending upon the governance model proposed:
- Each local authority partner must be satisfied that it retains an appropriate voice in the new arrangement
 - Each local authority must be satisfied that investment delivers on appropriate outcomes

- The distribution of equity across the 3 partners must use a model that recognises both financial and non-financial equity in the relationship
 - It is desirable to retain flexibility to introduce the work of other cultural organisations and services into the FIM organisation at a later date
 - The costs and resources associated in establishing the new organisation and transferring operations and staff, including the question of procurement
 - Potential and actual liabilities associated with any individual partner that may be transferred to the new organisation will need to be identified and addressed at due diligence stage
 - The identification of appropriate levels of resourcing for central support service functions, particularly HR, IT, Property Services and Finance, given that these are currently provided by corporate services in each of the partner local authorities
 - The transfer of staff under TUPE arrangements from 3 organisations with varying pay and conditions
- 4.5. A range of governance options have been considered and assessed against the above business benefits and key risks. The results of this options analysis are summarised in appendix 2.
- 4.6. The recommended governance option for this new organisation is a charitable company limited by guarantee, with local authority funding partner relationships being overseen by a joint administrative arrangement.
- 4.7. Having considered all the options, this recommendation is made on the basis that:
- a) It best meets the Councils' aim that there should be a fully integrated management of the service across the facilities and resources of three authorities on the basis of a single operation with a unified management structure with one governing body
 - b) It will produce economies of scale in service delivery and enable key strategies to be pursued in relation to the various elements of the current activities in a cohesive manner
 - c) It will attract investors/ sponsors interested in putting money into some of the various services and facilities provided
 - d) It will provide a measure of autonomy and independence to the newly formed organisation subject to conditions governing the core funding of the organisation
 - e) There will be no requirement for a EU compliant procurement exercise
 - f) It will secure a balance between retention of sufficient control to achieve its core strategies and legal obligations for the service whilst achieving flexibility to engage with the wider market, secure efficiencies and economies of scale and obtain the benefit of wider expertise and resources

- g) It will be possible to introduce other partners and parties to the arrangement, particularly those able to provide investment opportunities
 - h) There will be reductions in expenditure through efficiency of shared operation and minimising taxation
 - i) The interests of the employees will be protected by operation of TUPE provisions
 - j) The value of the assets, including property, will be preserved
 - k) It will enable the commercial elements of the operation to be run on business lines either within or outside of the new organisation and potentially the location of these commercial elements to be changed going forward
- 4.8. Workshops have been held with staff from across the 3 local authorities during 2010 and 2011 to draft a vision, mission and values for the proposed FIM. Appendix 3.
- 4.9. The next stage is to prepare a detailed business case and undertake due diligence for the preferred option. This would be undertaken both to include and exclude Southampton City Council museum front-of-house services to provide a comprehensive picture for due diligence purposes.

5. Other Options Considered

- 5.1. Appendix 2 outlines the other options considered by the FIM Steering Group and individual partner services, and summarises their relative scoring against the identified business benefits and key risks. The options reviewed are as follows:
- a) Charitable Company Limited by Guarantee (FIM)
 - b) Joint Venture Company (FIM)
 - c) Shared administrative service hosted by 1 local authority partner (FIM)
 - d) Status Quo
 - e) No FIM organisation. Outsourcing of individual partner services to commercial organisation/ charitable trust
- 5.2. Of particular note is the Status Quo option score which reflects that it will be difficult to raise profile, increase audiences and income, if savings just reduce level of service and the local authority context continues to constrain opportunities for additional enterprise and external investment.

6. Provisional Timetable

- 6.1. The outline timetable is as follows although it may change slightly as the detailed business case and due diligence stage progresses so should be regarded as provisional.

Jan 2012: EM Decision regarding preferred option to undertake detailed business case and due diligence

Jan-July 2012: Procure and deliver detailed business case development and due diligence undertaken on preferred option. Initial assessment of potential trustee interest and options for officer leadership of organisation. Staff development.

April-May 2012: EM Update report seeking approval to undertake public and initial staff and union consultation on an outline business case

May-July 2012: Public and initial staff and union consultation regarding FIM proposal

Autumn 2012: Decision by 3 local authority partners on whether to proceed with establishing a FIM organisation/ to proceed with implementing a charitable company limited by guarantee governance model

Winter 2012-Spring 2013: Establish new FIM charitable company, appoint trustees and officer leadership and arrange transfer of staff

7. Recommendation(s)

That the Executive Member for Culture and Recreation:

- 7.1. Approves the identification of the preferred option as the establishment of a charitable company limited by guarantee to deliver Hampshire County Council Arts and Museums, Southampton City Council Arts and Heritage and Winchester City Council Museums services.
- 7.2. Approves the development of a detailed business case and the process of checking due diligence on the preferred option during the January-August period 2012.
- 7.3. Agrees to consider an update report in April/ May 2012 on the business case that seeks permission to enter into public and initial staff and union consultation regarding the preferred option in Summer 2012.
- 7.4. Subject to the above agrees to consider a decision report concerning the establishment of an FIM organisation in late 2012, for implementation if approved in 2013/14.

CORPORATE OR LEGAL INFORMATION:**Links to the Corporate Strategy**

Hampshire safer and more secure for all:	yes
Corporate Improvement plan link number (if appropriate):	
Maximising well-being:	yes
Corporate Improvement plan link number (if appropriate):	
Enhancing our quality of place:	yes
Corporate Improvement plan link number (if appropriate):	

Other Significant Links

Links to previous Member decisions:		
<u>Title</u>	<u>Reference</u>	<u>Date</u>
Renaissance SE Hub		17/07/2008
Renaissance SE	920	10/09/2009
Hampshire Arts and Museums Service – Planning for the Future	1637	08/07/2010
Hampshire Arts and Museums Service – Planning for the Future	2154	17/11/2010
Hampshire Arts and Museums Service – Planning for the Future		28/01/2011
Hampshire Arts and Museums Service – Planning for the Future		08/03/2011
Hampshire Arts and Museums Service – Planning for the Future	2994	08/07/2011
Hampshire Arts and Museums Service – Planning for the Future	3374	04/11/2011
Hampshire Arts and Museums Service – Planning for the Future	3374	20/01/12
Direct links to specific legislation or Government Directives		
<u>Title</u>	<u>Date</u>	

Section 100 D - Local Government Act 1972 - background documents

The following documents discuss facts or matters on which this report, or an important part of it, is based and have been relied upon to a material extent in the preparation of this report. (NB: the list excludes published works and any documents which disclose exempt or confidential information as defined in the Act.)

Document

Location

None

IMPACT ASSESSMENTS:

1. Equalities Impact Assessment:

- To be completed as part of the detailed business case and due diligence stage

2. Impact on Crime and Disorder:

The County Council has a legal obligation under Section 17 of the Crime & Disorder Act 1998 to consider the impact of all the decisions it makes on the prevention of crime. The proposals in this report have no impact on crime and disorder.

3. Climate Change:

- a) How does what is being proposed impact on our carbon footprint / energy consumption? Not applicable

- b) How does what is being proposed consider the need to adapt to climate change, and be resilient to its longer term impacts? Not applicable

APPENDIX 1

ESTIMATE TRANSITION COSTS

Activity	Cost in £000s
DEVELOPMENT STAGE:	
Detailed Business Case	30
Legal work – due diligence , including HR	15-20
Staff development	5
Public consultation	5
Initial ICT analysis	5
Contingency	5
	70
IMPLEMENTATION	
Staff development	5
Early appointment of Senior Executive	50
Legal work/company/charity status	30-40
Legal advice to trust	30
VAT & accountancy systems	7
TUPE & HR	10
Recruitment	5
Corporate identity	10
Pre Marketing & Launch	15
ICT & Website	42
Board set up & training	5
Logistics & removals	8
Contingency	7
	234,000
TOTALS	£304,000

(source Financial Evaluation Study, June 2011; amended by Steering Group 5 December 2011 and Eversheds 7 December 2011)

APPENDIX 2: SUMMARY OPTIONS ANALYSIS OF GOVERNANCE MODELS

Assessment of Options Against Resilience Criteria (December 2011)

Scores: 1 poor; 2 limited; 3 moderate; 4 good; 5 excellent

	Raise Profile and Quality	Increase Audiences And Income	Achieve Savings	Enterprise Opportunities	External Lottery and Charitable Investment
FIM Charitable Company limited by guarantee Resilience Score: 23	5 Innovative approach and radically different offer will increase national and local profile for initial and long-term	5 Major national cultural player; integrated marketing strategies; better quality of product; access to marketing expertise via Board	4 Economies of scale will assist in reducing costs; potential for reduction in support service costs; recovery of corporation tax, some relief on VAT; NNDR relief However, some VAT will be payable	4 Establishment of trading subsidiary with income covenanted to charitable purpose	5 Charitable trust with a Greater Hampshire offer likely to be attractive at both a local and strategic level
FIM Joint Venture Company Resilience Score: 18	4 Innovative approach and radically different offer will increase national and local profile for initial and long-term. Association of private commercial investment in cultural service may impact on public reputation	5 Major national cultural player; integrated marketing strategies; better quality of product; possible access to marketing expertise via investors	3 Economies of scale will assist in reducing costs; potential for reduction in support service costs; no corporation tax or VAT recovery; no NNDR relief	5 Commercial company has greater potential to attract venture investment for commercial activities	1 Commercial company ineligible

	Raise Profile and Quality	Increase Audiences And Income	Achieve Savings	Enterprise Opportunities	External Lottery and Charitable Investment
<p>Shared administrative service hosted by 1 local authority partner</p> <p>Resilience Score: 16</p>	<p>3 Initial interest and profile but will be harder to maintain in long-term</p>	<p>4 Major national cultural player; integrated marketing strategies</p>	<p>3 Economies of scale will assist in reducing costs; VAT recovery and no corporation tax payable; no NNDR relief</p>	<p>3 Local authority constraints but some economies of scale in terms of commissioning expertise; procurement of stock etc.</p>	<p>3 Not eligible for range of trusts and foundations; private philanthropists less likely to give to local authority as no tax incentives</p>
<p>Status Quo</p> <p>Resilience Score: 11</p>	<p>2</p>	<p>2</p>	<p>2 Significantly reduce level of service</p>	<p>2 Local authority constraints</p>	<p>3 Not eligible for range of trusts and foundations; private philanthropists less likely to give to local authority and no tax incentives</p>
<p>No FIM organisation. Outsourcing of <u>individual</u> services separately to commercial organisations/ charitable trusts</p> <p>Resilience Score: 13 for commercial company/ 15 for charitable trust</p>	<p>3 Process of change may increase profile for a limited period</p>	<p>3? Some advantages of wider marketing if part of larger cultural business</p>	<p>2 Depending upon outsource opportunity, may be some economies of scale and pay and benefits cost efficiencies; no VAT recovery and no NNDR relief if commercial company</p>	<p>4 Commercial company has greater potential to attract venture investment for commercial activities; smaller operation however than FIM.</p> <p>3 Charitable trust – establishment of trading subsidiary</p>	<p>1 Commercial company not eligible</p> <p>4 Charitable trust with a local offer; less attractive strategically than Greater Hampshire offer</p>

	Raise Profile and Quality	Increase Audiences And Income	Achieve Savings	Enterprise Opportunities	External Lottery and Charitable Investment
				with income covenanted to the charitable purpose; smaller operation than FIM	

Assessment of Options Against Key Risk Criteria (December 2011)

Scores 1 unacceptably high; 2 high; 3 medium; 4 low

	Control	Flexibility	Procurement	Equity	Set-Up Cost
FIM Charitable Company limited by guarantee Score Risk: 17	3 Money is repayable if managed appropriately where not expended on agreed purposes; greater control with contract rather than grant and lease but see procurement	4 If in initial documentation	4 No procurement involved if grant and lease; 2 if contract as procurement is required	3 Not just financial which recognises importance of non-financial equity	3 Mitigation is potentially Renaissance funding to support
FIM Joint Venture Company Score Risk: 12	3 Money is repayable where not expended on agreed purposes	3 If in initial documents; more likely to be commercial in decision-making approach	2 If involves private company	2 Just recognises financial equity	2 Mitigation is potentially Renaissance funding if prepared to support JVC
Shared administrative service hosted by 1 local authority partner Score Risk: 17	3 Controlled by local authorities, although vulnerable to future political tension between local authority partners	4	4 No procurement involved	3 Not just financial which recognises importance of non-financial equity	3 Less costly arrangement; would Renaissance assist with funding?
Status Quo Score Risk: 16	4	2	4	2	4
Individual outsourcing	3	2 Decision made for	4 If grant and lease	4	2 Costs of setting up

	Control	Flexibility	Procurement	Equity	Set-Up Cost
Score Risk: 15		key cultural organisations to work individually, therefore no appetite for collaboration	charitable company) 2 If involves private company		individual arrangements duplicated and unlikely to attract external investment support

The approach and level of risk associated with liabilities transfer and back office support is similar regardless of integrated vehicle proposed and would be fully understood and addressed as part of the Due Diligence analysis of the preferred option. TUPE would apply for all but Shared administrative service and Status Quo.

Amalgamation of Scores: Resilience and Risk Criteria

Charitable Company Limited by Guarantee	Joint Venture Company	Shared Administrative Service	Status Quo	Individual Outsourcing
Score Resilience: 23	Score Resilience: 18	Score Resilience: 16	Score Resilience: 11	Score Resilience: 13
Score Risk: 17	Score Risk: 12	Score Risk: 17	Score Risk: 16	Score Risk: 15
Total Score: 40	Total Score: 30	Total Score: 33	Total Score: 27	Total Score: 29

APPENDIX 3: TOWARDS A VISION FOR THE NEW FIM ORGANISATION

Workshops have been held with staff from across the 3 local authorities during 2010 and 2011 to draft a vision, mission and values for the proposed FIM:

Vision

Our vision is to inspire everyone to engage with the richness of Hampshire's arts, creativity and heritage.

Mission

We are Hampshire's leading cultural organisation. Using our expertise and enterprise we provide outstanding arts and heritage experiences. We work closely with local communities and partner organisations. We work anywhere that's right for our audiences and our business – village halls, streets and parks, schools, online, community and flagship venues.

Values

We value working together as one team to achieve our shared vision

We aspire to achieve the best experience for everyone who comes into contact with our work

We are led by the needs of our customers at all times

We are enterprising and innovative, constantly on the look out for new opportunities and ways of doing things

We are fleet of foot, always able to seize new opportunities and adapt to changing circumstances

The proposed founding services of the FIM are:

- Hampshire Arts and Museums
- Southampton Arts and Heritage
- Winchester Museums

The concept for the FIM is a three point model:

Creative hub

The central creative hub would bring together the collections and creative resources of the FIM partners and create a pool of expertise around the talent and knowledge of the staff. The hub's role would include the following:

- a central point for the development and co-ordination of flagship interventions such as festivals, exhibitions and other creative events; together with developing learning and public engagement models, learning from best practice;
- a catalyst for networking and enabling the wider creative industries in the region;

- centralised marketing, retail, development, IT, other back office and technical (display/exhibition) services: this would create efficiencies and save money in the longer-term; would build on partner strengths and would also enable capacity to be built in areas where individual services are currently weak;
- support for building community capacity and responding to economic and social agendas;
- collections care and management: a repository for collections to transform approaches to collections management, storage and access – resulting in better integration of and public access to collections and identifying gaps in the bigger story that the collections have to tell. This would also provide a major research facility, as well as the co-location of collections care and management expertise with potential for commissioning;
- business development, including income generation and fundraising, and a point of contact for potential partnerships with both the public and private sectors including the Local Enterprise Partnership.

Flagship sites and interventions

The overarching framework for the FIM would be a network of flagship sites or locations across the sub-region with high quality provision that would attract both local people and visitors to the area. This network would showcase the very best in terms of stories, objects and interpretation and would feature changing exhibitions initiated in the central hub as touring shows. A more entrepreneurial and commercial approach would diversify and grow income streams.

Examples from the FIM partner organisations would include the Willis Gallery, and Milestones and Basing House in Basingstoke; the Great Hall, West Gate and the Discovery Centre Gallery in Winchester; Sea City Museum and the City Art Gallery in Southampton.

Community archives, arts and museums services

This would consist of a targeted engagement programme using a wide range of places and spaces in Hampshire. The hub would provide support for these spaces with archives, arts and museum staff trained as proactive facilitators working with volunteers and community groups until local groups become more self-supporting. These spaces would be people-centred, where local people can create displays, engage in community projects and learning activities, celebrate local events, get work experience, develop skills and socialise. They would be new models for community museums and participatory arts activities, and would link with the existing community archives initiative in the region.