

Board of Trustees – Terms of Reference

Role

The role of the Board is to provide effective governance for Spectacle Theatre Ltd and to ensure it moves towards achieving its mission and aims.

Responsibilities

1. To ensure that Spectacle Theatre Ltd operates within its Constitution and all relevant charity and company legislation.
2. To manage, review and develop, the organisation's governance and constitutional arrangements (including working to maximise the effectiveness of the Board).
3. To set the organisation's strategic aims.
4. To provide leadership to ensure the strategic aims are met.
5. To supervise the management of the organisation.
6. To monitor the performance of the Theatre Manager.
7. To exercise overall control over Spectacle Theatre Ltd financial affairs and to protect its assets.
8. To make decisions and carry out their duties at all times in the best interests of the charity as a whole, as required by current legislation and in accordance with Bristol Autism Support's aims and values.

Membership

Trustees who have been longest in office retire by rotation. This occurs at the Annual General Meeting. If the vacancy is not filled at the meeting then the Trustee is willing, can be reappointed. It is expected that Trustees will serve for between 3 and 5 years.

Attendees

The Theatre Manger has responsibility for ensuring accurate minutes of board meetings are kept. He /she will attend every meeting ensuring a full and proper record is kept of all its deliberations and decisions.

The Chair attends and runs each meeting or appoints a deputy to do this. The Treasurer attends each meeting to give an overview of the charity's financial standing.

In addition, the Theatre Manager will normally attend every Board meeting, however the Board will, for part of each meeting reserve the right to meet without them to discuss

Spectacle Theatre Ltd: c/o Welsh Hills Works, Jenkin Street, Porth CF39 9PP

E: steve.spectacletheatre@gmail.com

W: www.spectacletheatre.co.uk

T: 07900 493691

matters pertaining to their performance and remuneration or broader matters where the Chair decides that a member only discussion is appropriate.

Board Recruitment

1. Candidates are required to complete an application form setting out details about themselves and their suitability as a Trustee.
2. These applications are treated on a confidential basis and are reviewed by the Trustees against the skills criteria established by the Board.
3. Candidates who, on the basis of their application, meet the criteria will be invited to attend an informal interview with one or more Trustees.
4. Following this interview, successful candidates will be invited to attend the next Board meeting to meet the rest of the Trustees and Theatre Manager. A decision will then be made by all parties on whether the candidate will be appointed to the Board and appropriate induction arrangements made.
5. Unsuccessful candidates at this stage will be contacted and informed that they have not been successful and thanked for their interest.
6. Following the submission of application forms all communication should be via email to the Theatre Manager on steve.spectacletheatre@gmail.com

Trustee Role Description

Overall Purpose

The Board is responsible for the overall governance and strategic direction of the charity, developing the organisation's aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines.

Main responsibilities:

- To ensure that Spectacle Theatre Ltd complies at all times with its Constitution, charity law, company law and any other relevant legislation or regulations.
- To ensure that Spectacle Theatre Ltd pursues its objects as defined in its Constitution.
- To maintain proper financial control and ensure that Spectacle Theatre Ltd applies its resources exclusively in pursuance of its objects i.e., the charity must not spend money on activities that are not included in its charitable objects, no matter how worthwhile or charitable those activities are.

Spectacle Theatre Ltd: c/o Welsh Hills Works, Jenkin Street, Porth CF39 9PP

E: steve.spectacletheatre@gmail.com

W: www.spectacletheatre.co.uk

T: 07900 493691

- To develop strategy, setting overall policy, defining goals, and setting targets and evaluating performance against agreed targets.

Specific Responsibilities

1. Governance

- Attend Board meetings and participate in the decision making process of the Board.
- Be a member of sub-committees as agreed by the Board.
- Regularly evaluate the appropriateness and effectiveness of the Board.
- Ensure that the organisation's policies are in line with current legislation and good practice.
- Approve and regularly review the organisation's budget.
- Ensure that the organisation is financially sound.
- Ensure that all published reports adequately reflect the nature of the organisation and its financial health.
- Comply with the charity's Conflict of Interest policy.
- Appoint independent financial auditors and approve final audited accounts.

2. Leadership

- Develop and approve the organisation's vision and values.
- Promote the reputation of the organisation.
- Provide the strategic leadership necessary for all staff to deliver high quality services at
- Provide the strategic leadership necessary for all staff to deliver high quality services at all times.
- Represent the organisation at public events.

3. Strategy

- Regularly assess the environment and develop the organisation's strategic objectives.
- Agree the annual strategic plan implementing the strategic objectives.
- Review and agree any major changes to the organisation.

Spectacle Theatre Ltd: c/o Welsh Hills Works, Jenkin Street, Porth CF39 9PP

E: steve.spectacletheatre@gmail.com

W: www.spectacletheatre.co.uk

T: 07900 493691

4. Performance Management

- Monitor and assess the organisation's results in relation to the agreed strategic objectives, budget and business plan.

5. Risk management

- Maintain a solid overview of the principal risks facing the charity.
- Exercise scrutiny over the charity's risk management systems.

6. Executive performance monitoring and remuneration

- Support and monitor the performance of the Founding Director and maintain an overview of Management Team performance.
- Establish and maintain a remuneration policy for the Founding Director and Management Team.

In addition to the above duties, each Trustee should use any specific skills, knowledge or experience s/he has to help the Board reach sound decisions. These may involve scrutinising Board-generated reports, leading discussions, focusing on key issues, providing advice and guidance on new initiatives and other issues in which the Trustee has special expertise.

A Trustee is required to act reasonably and prudently in all matters relating to the charity and must always bear the interests of Spectacle Theatre Ltd in mind.

Accountability

As the Board is responsible and liable for the governance and functioning of the charity, they are accountable in varying degrees to a variety of stakeholders, including service users, volunteers, members, funders, the Charity Commission and HMRC.

Equality of Opportunity

We are committed to equal opportunities and we are looking to reflect the diverse backgrounds seen across the area in which we work.

Applicants must also satisfy statutory requirements in order to become a Trustee as detailed below:

Any person aged 16 or over can act as a Trustee of a charitable company provided that they are not disqualified by law, although Spectacle Theatre Ltd Constitution requires Trustees to be 18 or over. The Charities Act 2011 disqualifies people who:

- have unspent convictions for offences involving deception or dishonesty
- are undischarged bankrupts.

Spectacle Theatre Ltd: c/o Welsh Hills Works, Jenkin Street, Porth CF39 9PP

E: steve.spectacletheatre@gmail.com

W: www.spectacletheatre.co.uk

T: 07900 493691

- have been at any time removed from Trusteeship of a charity by the Charity Commission or the court in England, Wales or Scotland, because of misconduct are disqualified from being company directors under the Company Directors Disqualification Act 1986.
- have failed to make compositions (i.e., come to an arrangement) with their creditors and have not been discharged.

As soon as someone becomes disqualified, for example, the day they are convicted of an offence involving dishonesty, they are automatically barred from acting as a Trustee. It is a criminal offence to act as a Charity Trustee while disqualified. However, the Charity Commission can grant a waiver either generally or in relation to a charity or a specific class of charities. If you are convicted of a relevant offence or become bankrupt and you wish to remain eligible to be a Trustee you may apply to the Commission for a waiver. Any adult person who is not disqualified by law, or prohibited by law, or prohibited by the charity's articles or association, may become a Trustee (director) of a charitable company.

Under the Company Directors Disqualification Act 1986 the court may disqualify people:

- who have been convicted of criminal offences relating to the promotion, formation, management or liquidation of a company.
- who have been persistently in default of a company legislation for filing accounts and other documents.
- who have been found guilty of fraudulent trading or fraud.
- whose conduct as a Director has made them unfit to be involved in the management of a company.

Additional reading

For more information about the role and responsibilities of Trustees, please read 'The essential trustee: what you need to know, what you need to do' from the Charity Commission.

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/866947/CC3_feb20.pdf

Spectacle Theatre Ltd: c/o Welsh Hills Works, Jenkin Street, Porth CF39 9PP

E: steve.spectacletheatre@gmail.com

W: www.spectacletheatre.co.uk

T: 07900 493691