

Information about Membership of the Board of The Courtyard Trust

Qualities and skills sought in Board Members

Successful candidates will have:

- a broad overview of, and the ability to address, issues relating to the full range of The Courtyard's responsibilities
- knowledge and understanding of the arts, and the ability to command respect within the arts constituency
- knowledge and understanding of the county of Herefordshire and the ability to command respect amongst key county and regional stakeholders
- the ability and willingness to act as an advocate for The Courtyard and to represent our work to a broad audience
- the ability to think imaginatively and strategically, and contribute to effective decision-making
- an understanding and commitment to diversity
- An implicit understanding of the importance of fundraising to a registered charity and a commitment to assist with The Courtyard's fundraising efforts

Collectively, the Board is likely to include:

- arts practitioners
- those working in business, education, legal, marketing, accountancy/financial, fundraising, training, IT and other fields relevant to the arts.

We aim that our Board should include a balance of age, gender, ethnicity and disability and reflect the population of Herefordshire and surrounding area.

Duration of Appointment

All Board Members will retire at the AGM held immediately after they have served three full years. At the end of each term of office, they may offer themselves for re-election at the AGM. A director may serve no more than three consecutive terms in office and shall be ineligible for vacant directorships on the Board for the period of one year after leaving office.

Time Commitment

Currently there are four Board meetings a year plus the Annual General Meeting. Board Members are also expected to serve on one or more of the sub-committees. In addition to the meetings, some preparation time should be expected before each Board and subcommittee meeting to read the papers, plus various email and phone communications between meetings. Board members will also attend events, including guest nights for all in-house productions, and represent The Courtyard at functions. Directors are expected to use their expertise to support The Courtyard's work as may be relevant and should spend sufficient time in the building and with staff to be familiar with the work of the organisation. Board members must familiarise themselves with Arts Council England's 10-year *Let's Create* strategy, as the Board is responsible for leading the organisation on this.

<https://www.artscouncil.org.uk/letscreate>

Location / Dates of Meetings

Board meetings normally take place at The Courtyard, usually (though not always) on the first Tuesday of March, June, September and December starting at 5.30pm and lasting approximately two hours.

F&HR Committee

The Finance & Human Resources Committee (F&HR) is a sub-committee of the Board, whose membership is entirely drawn from the Board. The F&HR Committee meets no less than four times a year, on Tuesdays at 5.30pm.

Trading Company Board

The Trading Company is a wholly owned subsidiary of The Courtyard Trust and provides the bar and catering operation. The Trading Company has its own Board, the membership of which is made up of Trust Board members and independent members with expertise in hospitality/retail. The Trading Board usually meets 4-5 times a year, on Tuesdays at 6.30pm.

Artistic Policy & Programming Committee

This committee supports the decision-making of The Courtyard's officers on all aspects of artistic and creative activities undertaken by the organisation. This Committee meets three times a year, usually on Mondays at 5pm.

Development Committee

This committee is convened on an *ad hoc* basis to advise on and, where relevant, oversee any major capital development to the building.

The Courtyard Board Terms of Reference

The Courtyard Board supports the work of the organisation, and acts as an advocate for the organisation.

The Board is responsible for delivering and upholding the organisation's mission and objectives.

The role of The Board is to:

- determine the mission of The Courtyard and have oversight of its activities;
- to lead on and support the officers on the delivery of Arts Council England's *Let's Create* 10-year strategy*;
- ensure the effective and efficient use of resources, the solvency of The Courtyard and for safeguarding its assets;
- approve the annual estimates of income and expenditure and monitor actual outturns;
- be responsible for the appointment of the Chief Executive of the organisation;
- approve the appointment, grading, suspension, dismissal and determination of the pay and conditions of senior post-holders;
- set a framework for the pay and conditions of service of all other staff.

* the four investment principles of the Let's Create Strategy are:-

- Inclusivity and relevance
- Dynamism
- Ambition and quality
- Environmental responsibility

Membership

The members of the Board are:

- the Chairman – elected by the Board
- ten members (who automatically become Members of the Trust)
- one staff representative (non-voting)

All members are non-executive.

Board meetings are chaired by The Courtyard's Chairman (or in their absence the Vice Chairman).

In addition a nominated observer is also in attendance from the Arts Council England as well as representatives from Courtyard staff and youth theatre.

Officers of The Courtyard are also invited to be in attendance (usually the members of the Leadership Team, which includes the Chief Executive & Artistic Director, Head of Finance, Associate Director, Head of Sales & Marketing, Head of Fundraising and Head of Operations).

Board meetings

Meetings are co-ordinated by the Chief Executive's office; the CEO acts as the Company Secretary.

Agendas and papers

The Chief Executive, in consultation with the Chairman, is responsible for planning agendas. Those wishing to place items on the agenda should notify the Chief Executive at least 14 days in advance of the meeting.

Papers for the meeting will normally be sent by email seven working days in advance of the meeting.

All papers will be produced using corporate templates.

Exceptional items of business can be raised under Any Other Business.

Quorum

To be quorate, 1/3 of the total number of directors shall be present at the meeting, or such larger number as may be decided from time to time by the directors. This shall include being present by suitable electronic means.

Attendance

Any member failing to attend Board meetings for three consecutive meetings without good reason will be asked to stand down.

Declarations of Interest

The Courtyard's standard policy on declarations of interest applies to all members of the Board and to the procedures to be followed at meetings. Any declaration of interest is recorded in the notes of the meeting. The individual should leave the room for the duration of the discussion and that individual's presence is not counted for the purposes of establishing a quorum for that item of business.

Anti Fraud

The Courtyard's standard policy governing anti-fraud procedures applies to all matters referred to the Board for decision. If any items that fall within the remit of the Board are identified as potentially fraudulent, the relevant executive director and chair should be notified immediately.

Voting

Voting will be in the basis of one vote for each full member with the chair or delegated nominee holding a casting vote.

Collective Responsibility

Members should take collective responsibility for all decisions taken by the Board

Records of Meetings

Minutes of Board meetings are produced by the Chief Executive office. They are circulated to members as soon as possible after the meeting following approval by the Chairman.

Urgent Decisions

If urgent decisions are required between regular meetings, it is permissible for these to be authorised in writing by members of the Board, subject to the same quorum as at meetings. This procedure shall only be used with the authority of the Chairman and Chief Executive.