

ROLE SPECIFICATION FOR DIRECTORS

INTRODUCTION

Wired Aerial Theatre is a company limited by guarantee, a non-profit distributing company with no share capital. It was formed in 2011 and is governed by Articles of Association which were last updated in December 2019 and is subject to Company Law.

All members of the Board of Directors are also the only Members of the Association of the Company known as Company Members. Company Members are entitled to attend and vote at General Meetings. The Directors of the Company have certain legal, financial and fiduciary duties in law and the requirements of some funding bodies also place responsibilities on the Company's Directors.

Even though many of these duties will be delegated to staff, and the Board must make clear decisions about such delegation; the ultimate responsibility for every aspect of the Company's operation lies with the Board. It is therefore important that all Board Members ensure that they understand the history of the organisation and its current situation and also keep abreast of other issues that might affect the company. Efficient work by the Company Secretary (or person performing that role) is obviously also of importance.

Please note that the Articles allow for employees to be Directors of the Company.

DIRECTORS' DUTIES

The Companies Act 2006 defined the duties of a Company Director for the first time; in brief, these are as follows:

- To promote the success of the Company (including consideration of factors such as the impact of decisions on employees, customers, suppliers, community and the environment)
- To exercise reasonable care, diligence and skill
- To act within its powers
- To exercise independent judgement
- To declare interests in proposed transactions or arrangements
- To avoid conflicts of interest
- Not to accept benefits from third parties.

This role specification is intended to act as a checklist of these responsibilities and to define any other duties expected of Board Members. It is intended to be a helpful document to assist with the smooth running of the company and should be subject to regular review.

BOARD MEMBERSHIP POLICY

This policy is based on the principle that the Board of Wired Aerial Theatre should comprise people who are able to fulfil the skills requirements of the organisation and will thereby support the work of the company.

Personal Attributes of Board Members

- 1 An enthusiasm for the work of Wired Aerial Theatre.
- 2 A commitment to carry out the duties of a Board Member.
- 3 To be a respected member of the community with good networks.
- 4 The ability to work as a member of a team and a willingness to state personal convictions and, equally, to accept a majority decision and be tolerant of the views of other people.
- 5 A willingness to deal openly with staff and colleague Board Members whether pleased or displeased about an issue.
- 6 A preparedness to offer personal and business skills and experience to support the work of the staff when required.
- 7 A commitment to be well informed about the work of Wired Aerial Theatre.
- 8 A willingness to act as a champion for Wired Aerial Theatre.
- 9 The ability to treat sensitive information confidentially.
- 10 A genuine interest in and commitment to diversity

Other Guidelines

- 1 *Specialist skills requirements*
Currently the organisation acknowledges the need for the following areas of expertise on its Board: the arts (in particular dance), finance, fundraising, governance, HR, management, marketing, planning, and press and PR. Good networks are also valued. This list is kept under review. The organisation will also work to ensure that the Board reflects the diversity of its community.
- 2 *Sources*
Board Members will generally be drawn from within the catchment area of the organisation, but other geographical areas will be considered when particular skills are required. The Board will carry out a regular review of its skills and diversity and consider what networks can be accessed to recruit missing skills and/or improve diversity. When vacancies occur, the widest possible circulation of the opportunities will be used.
- 3 *Commitment*
The Board will meet at least four times a year. Any Member who fails to attend at more than 50% of Board or working party meetings in a year may be asked to resign by the Chair. (Please note Article 24 allows for a Director to be removed by other Directors if the Director is absent from meetings for six months.)
- 4 *Term of office – introduced in April 2019*

Non-executive Directors may serve for two terms of three years, but must then retire for one year before being eligible for re-appointment for two further terms of two years. There is no limit on the service of executive Directors.

DUTIES AND RESPONSIBILITIES

Legal and Financial Duties

- 1 To ensure that the Company operates in accordance with Company Law. This includes the filing of statutory returns at Companies House and the keeping of Company records.
- 2 To ensure the prudent financial management of the Company. To exercise financial control; to scrutinise, at least, quarterly statements of the financial position; to discuss and decide on annual budgets and to review and, if required, approve revised budgets. To decide on and, if necessary, assist with applications to funding bodies. To approve the financial regulations.
- 3 To ensure the Company keeps proper accounts and that appropriately audited accounts are produced annually and submitted to Companies House and any funding bodies that require them.
- 4 To ensure the payment of all taxes due to the HM Revenue & Customs.
- 5 To appoint bankers and payment authorisers/cheque signatories and to make clear decisions about staff spending powers.
- 6 To ensure that the Company's assets are safeguarded and are well managed and maintained.
- 7 To ensure that the Company is properly insured.

NB: Directors should note that if the Company is not run within the limits of its financial resources, it is possible that they could be held personally liable for the Company's debts, and disqualified from being a company director, if they are not seen to have acted prudently. It is therefore essential that Directors are kept well informed of the Company's financial position.

Governance and Management

- 1 To establish a cycle of meetings with appropriate papers to service the Board efficiently.
- 2 To establish a system of communications and delegated decision making so that urgent decisions can be made and acted upon between Board meetings.
- 3 To appoint additional Directors with specialist knowledge and skills or to improve diversity as required.
- 4 To establish fixed term working parties on specific issues if required.

Employment and HR Duties

(Directors should note that the Company, for which the Board of Directors is responsible, is the employer of the staff.)

- 1 To assist with the appointment of the most senior member of staff apart from the executive Directors.
- 2 To approve the staffing structure and to assist with other appointments if required.
- 3 To define and approve the Company's employment policies and practices, including equality and diversity, recruitment, pay, grievance and disciplinary, appraisal, sickness, health and safety, expenses and holidays.
- 4 To agree the job descriptions, person specifications and terms of employment of the most senior staff member and the outline terms and conditions or contracts for other staff and to review levels of pay annually.
- 5 The Chair of the Board, or an appointed deputy, should act as the executive Directors' line manager in terms of support and appraisal and also grievance and disciplinary procedures.
- 6 To ensure the safe and efficient use of premises for both staff and the public.

Policy and Planning

- 1 The Board determines the strategic direction of the Company and sets its vision, mission values and will discuss and decide on the Company's business plan.
- 2 The Board approves all Company policies. All Directors should be familiar with and have a good understanding of all Company policy documents.
- 3 The Board should monitor implementation of the business plan and policy implementation on a regular basis.
- 4 To approve the programme of activities being satisfied that policy and any agreed priorities and financial projections in the business plan will be met.
- 5 To ensure there is a monitoring and evaluation methodology for artistic activities.
- 6 The Board should regularly review all areas of policy and planning and make appropriate revisions. (This includes a review of this document.)

Advocacy

- 1 To promote the organisation, its activities and its impact so as to enhance the Company's profile and assist with fundraising for the company.
- 2 To promote Wired Aerial Theatre through personal and business networks.
- 3 To act as a listening post in order to provide any information which may be of assistance to the Company.
- 4 To act as an enthusiastic ambassador for the Company at all times.

Attendance, Availability and Conduct

- 1 At regular Board meetings or any "emergency" meetings and also, as a Company Members, at any General meetings which will normally coincide with Board meetings.

Apologies should be submitted if absence is unavoidable and any comments on key items submitted by email to the Chair or senior staff member.

- 2 At events organised by the Company; a minimum of one a year will be expected, but the location of events will be taken into account.
- 3 At other key events, notably promotional events, whenever possible.
- 4 At working party meetings if a member.
- 5 To provide advice and support to the senior staff, either by telephone, email or in person, if requested.
- 6 All Directors will be expected to abide by the Code of Conduct for the Board.

Board Review

The Board will review its performance and composition at least every two years. The purpose will be to improve performance on an ongoing basis. The review should look at both individual and collective performance and the views of senior staff should also be taken into account.

The Board will assess not only how well it is discharging its duties and responsibilities, but also consider support from Board members in other areas, such as fundraising and links with outside organisations, and sharing specialist expertise. Attendance records will also be considered.

Part of this process will be to consider what skills and experience are needed by the Board at the time of the review, bearing in mind the future plans of the organisation, as well as diversity.

Chair's Delegated Powers

(NB This is not a full role specification for the Role of the Chair)

- 1 The Chair is the leader and spokesperson of the Board and as such must keep closely in touch with the Company and its activities. The Chair will normally represent the Company at outside events, though may delegate this to the Vice Chair, if appointed, or another colleague.
- 2 Additionally the Chair acts as the decision maker on any matters that cannot be progressed without Board authorisation, but cannot wait until the next Board meeting. Ideally the Board will delegate specific powers over matters in progress to the Chair and/or other Board members, but this is not always possible. Consultation or decision making through written resolutions by email should be used when practicable.
- 3 All decisions made by the Chair between meetings will be brought to the full Board for ratification and must be within agreed policy parameters.
- 4 In the absence of the Chair, the duties and powers of the Chair will be undertaken by the Vice Chair or another deputy.

March 2020 – to be reviewed in March 2022