Bradford Arts Centre

BOARD OF TRUSTEES
TERMS OF REFERENCE

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1. Introduction

This document sets out the Terms of Reference for the Board of Trustees who govern Bradford Arts Centre Ltd.

As a Registered Charity (Charity No. 1055488), Trustees must be at least 16 years old and appointed following the procedures outlined in this document.

Trustees are expected to:

a) Ensure Bradford Arts Centre is carrying out its purposes for the public benefit.
b) Comply with Bradford Arts Centre's governing document and with the law.
c) Act in the charity's best interests.
d) Manage Bradford Arts Centre's resources responsibly.
e) Act with reasonable care and skill.
f) Ensure Bradford Arts Centre is accountable.

Further, detailed guidance is available for Trustees from The Charity Commission:
https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3

2. Membership

a) Bradford Arts Centre's Board shall comprise at least 3 and not more than 10 Trustees.

b) Only members of the Board of Trustees have the right to attend Board of Trustees meetings. However, Senior Management Team staff members are expected to attend meetings as standard, with other staff members invited to attend by Trustees where relevant. Trustees retain the right to ask any staff member to remove themselves for all or part of any meeting, as and when appropriate.

3. Appointment of Trustees

a) Trustees are elected to the Board for a period of up to 4 years. This may be extended for one further period of 4 years, up to a total of 8 years, provided the Trustee still meets the criteria for membership of the Board. In the exceptional circumstance of there being no other person eligible and acceptable, or the loss of a specific Trustee would introduce unacceptable risk to the organisation, the Board may extend this final period at their discretion.

b) Trustee vacancies are publicly advertised by Bradford Arts Centre staff, with the Chief Executive Officer leading this process. All applications for Trustee positions will be presented to the full Board for shortlisting. Any applicants who are recommended by a majority of Trustees will progress to an informal meeting with Bradford Arts Centre's Chair and/or Vice Chair.

c) Following an informal meeting, any applicants that Bradford Arts Centre's Chair and/or Vice Chair approve to be taken forward will be invited to observe a Board meeting.

d) After this Board meeting, all Trustees will be consulted, and if an applicant receives unanimous approval, they will be appointed by formal nomination at the following Board meeting. In the event of two candidates meeting this criteria for a single position, the decision of the Chair shall be final.

e) Bradford Arts Centre's Board of Trustees has the following named positions with associated responsibilities:

Chair

Chair of each Board meeting. This position also assumes line management responsibility for Bradford Arts Centre's Chief Executive Officer. In the event of a tied vote between Trustees, the Chair's decision will be final. This position is specifically recruited to through the above appointment process.

Vice Chair

Deputises for the Chair in all duties above if the Chair is unable to fulfil these duties. This position is nominated from existing Trustees.

Treasurer

Responsible for financial oversight for the Board. This position is specifically recruited to through the above appointment process.

In the absence of both Chair and Vice Chair, the remaining Trustees present shall elect one among them to chair the meeting. The Chair shall not chair the Board of Trustees when it is dealing with the matter of succession to the Chair position.

4. Secretary

The Company Secretary, or their nominee, acts as the secretary of the Board of Trustees. This role may be filled by someone other than a Trustee, for example a member of Bradford Arts Centre staff, but their appointment to the role must be agreed upon at a quorate meeting of Trustees.

5. Quorum

a) The quorum necessary for the transaction of business shall be a minimum of one third of the total number of charity Trustees plus one.

b) A duly convened meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board of Trustees.

6. Frequency of Meetings

The Board of Trustees shall meet at least four times a year and otherwise as required.

7. Notice of Meetings

a) Meetings of the Board of Trustees shall be called by Bradford Arts Centre's Chief Executive Officer at the request of the Chair.

b) Unless otherwise agreed, notice of each meeting – confirming the venue, time and date, together with an agenda of items to be discussed – shall be forwarded to each member of the Board of Trustees, and any other person required to attend, no later than two clear business days before the date of the meeting. Supporting papers shall be sent to Board of Trustees members, and to other attendees as appropriate, at the same time.

8. Minutes of Meetings

a) A member of Bradford Arts Centre's staff team shall be nominated to minute the proceedings and resolutions of all Board of Trustees meetings, including the names of those present and in attendance.

b) Draft minutes of Board of Trustees meetings shall be agreed by Bradford Arts Centre's Chief Executive Officer before being circulated to all members of the Board of Trustees for amends/approval. Final approval of minutes, and formal sign off by Trustees, shall be conducted at the subsequent board meeting.

9. Duties

The Board of Trustees shall carry out the following duties on behalf of Bradford Arts Centre:

- Govern the charity in accordance with the relevant laws, regulations and guidance.
- Review the risks facing the charity and monitor the implementation of risk management strategies.
- Review and develop as necessary the charity's vision, mission, values and strategic direction.
- Monitor the implementation of the strategic plan and the charity's performance in relation to its business plan and budget.
- Delegate, to sub-committees and the Chief Executive officer, such decisions and actions as it shall see fit to delegate, while always retaining ultimate legal accountability for decisions and actions taken under delegated powers.
- Receive, consider and decide whether to accept any recommendations made to it by sub-committees or the Chief Executive Officer.

10. Other Matters

The Board of Trustees shall:

- Have access to sufficient resources to carry out its duties, including access to the charity's resources for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Arrange for periodic reviews of its own performance and, at least annually, review its Constitution and Terms of Reference to ensure it is operating at maximum effectiveness and make any changes it considers necessary.

11. Authority

The Board of Trustees is authorised to take, at the charity's expense, outside legal or other professional advice on any such matters as it deems necessary for the proper conduct of its duties.

12. Review and Assessment

a) Bradford Arts Centre's Board of Trustees will be collectively responsible for monitoring the delivery of any named positions with associated responsibilities.

b) Supported by Bradford Arts Centre's Senior Management Team, the Board will arrange for independent review of its ways of working and delivery at least every 5 years.

c) These Terms of Reference shall be reviewed by the Board of Trustees at least every 3 years.