

DRAFT DOCUMENT

This document outlines updated Terms of Reference for the Governance of Theatr Clwyd.

Constitutional status

Theatr Clwyd is a part of Flintshire County Council. It has its own **Board of Governors** (membership and terms of appointment outlined below) who have devolved responsibility for the day-to-day governance of the theatre operation. Flintshire County Council employ an Executive Leadership, the Executive Director and the Artistic Director, who report to the Board of Governors and who are the strategic and business leaders in managing the theatre, its staff and its future resilience.

Flintshire County Council has a trading subsidiary called **Theatr Clwyd Productions Ltd** which was formed in 2016 to recover the tax efficiencies offered by HMRC to theatre makers. This currently acts a vehicle for that one purpose alone.

Theatr Clwyd Trust is an independent charity whose articles state

'The objects of the Charity are to promote, maintain, improve and advance the education of the public in general, but particularly in Wales, in the art of drama and other arts by encouraging and fostering the study, performance, knowledge, understanding, appreciation and development of drama and other arts through the medium of drama productions, educational programmes and other activities in particular but without prejudice to the generality of the foregoing, which are associated with or provided by Theatr Clwyd and its partners.'

Terms of Reference of the Board of Governors

The Board of Governors is a sub-committee of the Cabinet, which is given wide delegation and a high degree of independence due to its role, commerciality and funding base

The Board of Governors has the following responsibilities

- The Board of Governors will approve its annual business plan, and submit it to the Cabinet and the Arts Council of Wales for approval
- The Board of Governors has delegated authority to make any decision or take any action that is within the scope of the business plan and which is necessary to deliver the business plan. Any decisions and/or actions, and any planned operational and/or financial risks outside the business plan require prior Council approval.
- The Board of Governors will report to the Council Executive on artistic, financial and business performance against the business plan twice yearly
- The Board of Governors or Executive Leadership will report to the Chair, the nominated Cabinet Member and Chief Executive by exception on any artistic, financial or business issues of risk and concern;
- The Board of Governors will approve all major funding applications before submitting them to the Cabinet for approval prior to submission to the respective funding body. The Chief Executive in consultation with the chair and portfolio member may approve applications under delegated powers if urgent; This does not cover applications made on behalf of the Theatr Clwyd Trust
- The Board of Governors will make an annual application to the Council for confirmation of revenue funding subsidy as per the business plan.

- The Board of Governors will make an annual application to the Council for capital works funding as per the business plan
- The Board of Governors is responsible for the appointment/dismissal of the Executive Leadership
- The Board of Governors is responsible for the preservation, protection and augmenting of theatre funding from varied sources unless directly sourced by Theatr Clwyd Trust
- The Board of Governors is responsible for approving employment and operational policies within the theatre
- The Board of Governors is responsible for oversight and strategic management of risk within the theatre

Membership and terms of appointment for the Board of Governors

The Board of Governors consists of elected members whose appointment is approved by the Leader of Council, one of whom will be the Cabinet Member for Economic Development (or such other cabinet member who has political responsibility for the theatre).

The Board of Governors will also include co-opted members, who are recruited for their skills, experience and expertise. The composition of the Board ensures that elected members have a majority of one over co-opted members.

Elected members are appointed to the Board of Governors for the duration of the Council's electoral term of five years. An elected member is eligible to serve one further term subject to successful re-appointment, before stepping down for a minimum of twelve months. They can then re-apply or be invited to return.

Co-opted members can be recruited by open call or private invitation by the Board of Governors should they have skills useful to the continued success and development of Theatr Clwyd's operations and business plan. Co-opted members need to re-apply their interest every four years and can serve no longer than three terms (one term being equal to four years) before needing to step down for a minimum of twelve months before re-applying or being invited to return.

One co-opted member must also be a member of Theatr Clwyd Trust.

Cabinet will be informed of co-opted members recruitment to the Board of Governors.

Chair and Vice Chair

The Board of Governors will elect their own Chair and Vice-Chair.

The Board of Governors will ensure that one of the positions is held by an elected member and one held by a co-opted member.

The Chair and Vice Chair positions are required to be re-elected every 2 years. Individuals cannot hold the position for longer than three election periods (6 years) before needing to step aside for a 2 year period.

Theatr Clwyd Productions Ltd

There will be a minimum of three directors made up of one of the Executives Leadership, one Flintshire County Council officer and one member from the Board of Governors.

Theatr Clwyd Trust

The membership and terms of appointment for the Theatr Clwyd Trust will be agreed and actioned by the Trustees in line with charitable best practice and their memorandum of articles.

Meeting structures and frequency (including Sub-Boards and the Trust)

The full Board of Governors will meet a minimum of four times per year.

Papers will be sent out electronically (unless otherwise requested) 7 days (5 working days) prior to the meetings.

All meetings will be minuted and circulated to the Board Governors.

Emergency meetings of the Board of Governors can be called by the Chair or Vice Chair with 24 hours' notice. Emergency meetings can also be requested by the Executive Leadership with 24 hours' notice.

Sub Committees

The Board of Governors create sub committees to support their detailed understanding and support of the Theatr operations. Sub committees will be made up of Governors with relevant experience to the subject being handled within the subcommittee.

The Board of Governors currently has identified two key sub committees – these are the Audit and Finance Sub Committee and the Capital Steering Sub Committee.

Audit and Finance Sub Committee

Terms of Reference: To look into financial revenue accounts and budgets in detail and offer guidance, support and advice to the Executive Leadership, the Director of Finance, other staff where applicable and their fellow Governors and to identify levels of risk to the theatre operations.

The Audit and Finance Committee will meet a minimum of four times per year and wherever possible three weeks ahead of a full Board of Governors meeting to allow time to feed into agendas and reporting to the full Board. The Audit and Finance Committee can decide to call further meetings if required. All meetings will be minuted.

The Chair or Vice Chair will sit on the Audit and Finance Sub Committee.

Capital Steering Sub Committee

Terms of Reference: to act as the steering group for the capital re-development of Theatr Clwyd. The Sub Committee will also be responsible for assessing risk around the Capital project, offering guidance, support and advice on all aspects of the re-development to the Executive and Project Team and feeding key reports back to the Board of Governors.

The Capital Steering Sub Committee will meet monthly wherever possible with all meetings minuted.

The membership of the sub-committee will consist of members of the Board of Governors. It will also invite to its meetings (in an advisory non-voting capacity) Chief Officers from Flintshire County Council and Chief Officers from the Arts Council of Wales.

Theatr Clwyd Trust

The Theatr Clwyd Trust will meet a minimum of 4 times per year and will minute all meetings.

The Trustees will receive full theatre operational accounts from the Board of Governors and agree to share their trust accounts at Board of Governor meetings.

Theatr Clwyd Productions Ltd

The Directors of Theatr Clwyd Productions will meet twice per year.

The Theatr Clwyd Productions accounts will be shared with both the Governors and the Trustees.

Responsibilities

Theatr Clwyd is held accountable by two main partners, Flintshire County Council and the Arts Council of Wales, both of whom fund core activities.

Flintshire County Council monitor progress through the allocation of Theatr Clwyd to the portfolio of the Cabinet Member for Economic Development.

Arts Council of Wales are allocated up to two observers' positions at each Board of Governors meeting. Their policy does not allow for their members or officers to take up board positions with revenue clients.

The Business Plan will be signed off by the Board of Governors and then submitted to both Flintshire County Council Cabinet and the Arts Council of Wales for approval. Any decision making within that Business Plan is devolved to the Executive Leadership at Theatr Clwyd with Board of Governors' guidance and monitoring.