

ROLE SPECIFICATION FOR TRUSTEES OF KENDAL BREWERY ARTS CENTRE TRUST LIMITED

INTRODUCTION

The Brewery is both a registered charity and a company limited by guarantee, having no share capital, and is governed by its charitable objectives and Memorandum and Articles of Association. A company limited by guarantee is non-profit distributing.

All members of the Board – Directors in Company Law – are normally also members of the company. Members of the Company are entitled to attend and vote at General meetings. The Directors of the Company have certain legal, financial and fiduciary duties under company law and, as Trustees, they must also comply with charity law. The requirements of some funding bodies also place responsibilities on the Company's directors.

Even though many of these duties are delegated to staff, the board must make clear decisions about such delegation; the ultimate responsibility for every aspect of the Company's operation lies with the Board of Directors. It is therefore important that all Board members ensure that they understand the history of the Brewery and its current situation and keep abreast of other issues that might affect the Company.

The role specification is intended to act as a checklist of these responsibilities and to define any other duties expected of members.

BOARD MEMBERSHIP

This policy is based on the principle that the Board of the Brewery 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 culture and arts in general and for the work of the Brewery in particular
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 when pleased or displeased about an issue.
6. 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 the Brewery.
8. A willingness to act as a champion for the Brewery.
9. The ability to treat sensitive information confidentially.

Other guidelines

1. *Skills requirement*

Currently the Brewery acknowledges the need for the following areas of expertise: artistic, management, personnel, press and public relations, marketing, planning, building development, legal, finance and investments. Good business networks are also valued.

2. *Sources*

Board members will generally be drawn from within the catchment area of The Arts Centre but other geographical areas will be considered when particular skills are required. The Board will carry out a regular audit of its skills and consider what networks can be accessed to recruit missing skills. When vacancies occur they are posted on a variety of publically accessible websites and on social media.

3. *Commitment*

This role specification for board members outlines expected attendance on behalf of the Brewery. Any member who fails to attend on more than 50% of the available opportunities in a year may be asked by the chair to resign.

4. *Term of office*

Generally a maximum of three terms of three years, but the board may vote to extend this if the Brewery would particularly benefit as a result or if retirement by rotation at AGMs leads to a trustee serving a term of significantly less than three years duration. Initially there will have to be some phasing to ensure that all members do not retire at the same time.

NB Section 72(1) of the Charities Act 1993 disqualifies anyone from being a Trustee who:

- has been convicted of an offence involving deception or dishonesty, unless the conviction is spent
- is an undischarged bankrupt
- has previously been removed from trusteeship of a charity by the court or the Charity Commissioners
- is under a disqualification order under the Company Directors Disqualification Act 1986

It is an offence to act as a charity trustee while disqualified unless the Charity Commission has given a waiver under section 72(4) of the Charities Act 1993.

Attendance

1. At quarterly Board meetings or any “emergency” meetings and also at all General meetings, which will normally coincide with Board meetings.
2. At committee or working party meetings, if a member.
3. At performances, exhibitions, public events, fund raising events, etc. as appropriate.
4. To provide advice and support to the senior staff, either by telephone or in person, if required.

THE KENDAL CATERING COMPANY LTD.

The Kendal Catering Company (KCC) is a wholly owned commercial subsidiary of Kendal Brewery Arts Centre Trust. The company has its own Board of Directors including hospitality industry specialists and others whose role is to guide the development of KCC, as well as representatives of the arts centre Board. KCC's role is to generate additional income to support the activities of the arts centre and reports solely to the Kendal Brewery Arts Centre Trust Board. The contract for delivering the entire food and drink offer at the Brewery is currently held by Ampersand. The KCC Board oversees this contract.

DUTIES AND RESPONSIBILITIES

Legal and Financial Duties

1. To ensure that the Company operates in accordance with Company and Charity Law. This includes the filing of statutory returns at Companies House, returns to the Charity Commission and the keeping of Company Registers.
2. To ensure the prudent financial management of the Company. To exercise financial control; to scrutinise 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.
3. To ensure the Company keeps proper accounts and that audited accounts are produced annually and submitted to Companies house, the Charity Commission and funding bodies.
4. To ensure the payment of all taxes due to the Inland Revenue and HM Customs and Excise.
5. To appoint bankers and 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 informed of the company's financial position so that they can monitor the Company's ongoing financial situation.

Employment and Personnel Duties

Directors should note that the Board of Directors is the employer of all KBACTL staff.

1. To appoint the Chief Executive.
2. To define the Company's employment policies, including equal opportunities, recruitment, pay, grievance and disciplinary, appraisal, sickness, expenses, holidays and training.
3. To approve the staffing structure and to take part in the recruitment of senior personnel and other recruitment if required.
4. To agree the job descriptions, person specifications and terms of employment of Board appointments and the outline terms and conditions for other staff and to review levels of pay annually.

5. The Chair of the Board, or an appointed deputy, should act as the Chief Executive's line manager in terms of support and appraisal and 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 defines Company policies, sets policy priorities and determines strategies for the implementation of the policies. In particular, the Board should discuss and decide on the Company's 3 year business plan. All Directors should be familiar with and have a good understanding of all Company policy documents.
2. The Board should monitor all aspects of service delivery and policy implementation on a regular basis.
3. The Board should regularly review all areas of policy and policy implementation documents and make appropriate revisions. (This includes a review of this document).

Artistic

1. To stimulate, agree and review the Brewery's overall artistic policy.
2. To monitor artistic activities and ensure that policy and financial guidelines are being met.

Advocacy

1. To promote the Brewery, its activities and its needs to the private, public and voluntary sectors so as to enhance the Company's profile and assist with fundraising for the Company.
2. To act as a listening post in order to provide any information which might be of assistance to the Company.
3. To act as an enthusiastic ambassador for the Company at all times.

Management

1. To establish a cycle of meetings with appropriate papers to service the Board efficiently.
2. To establish a committee structure as required by the Articles of Association, to agree representation on these committees and appropriate Terms of Reference, and to receive reports from the committees at Board meetings. Frequency of meetings will be established by working group members but should not normally exceed one per month. Current committees comprise: Audit and Risk, Capital, Remuneration.
3. To establish fixed term working parties on specific issues as required, to support the Executive in particular aspects of the Brewery's management and development. Frequency of meetings will be established by working group members but should not normally exceed one per month.
4. To establish a system of communications and delegated decision making so that urgent decisions can be made and acted upon between Board meetings.
5. To appoint additional Directors with specialist knowledge and skills as required.