



Open Clasp Trustee Role Description and Person Specification

Role Description

Open Clasp Theatre Company is both a registered charity and a company limited by guarantee having no share capital and is governed by its charitable objects and Memorandum and Articles of Association. A company limited by guarantee is non profit distributing.

All Members of the Board - Directors in company law and Trustees in charity law - are usually also 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. The requirements of some funding bodies also place responsibilities on the Company's Directors.

Our trustees are the people that have overall oversight of the charity. They are not involved in running the charity on a day-to-day basis as we have a team of staff that do this. However, our board of trustees collectively make decisions about the approach the charity will take and its future direction. They make sure that, as an organisation, we have the policies and procedures we need to show we're complying with our legal obligations. They provide support, ideas and constructive challenge to our staff team to test our thinking and help the charity to achieve the best it can and demonstrate the difference that we make.

You can read a summary of the duties that trustees have [here](#).

We currently have 6 trustees, but we can have up to 12.

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

Meetings and time commitment

- We hold trustee meetings every quarter. The following are confirmed for the year ahead.
 - 3 June 2020 Board Meeting (5.00-7.30pm) at Open Clasp office in West End Women and Girls.
 - 23 July 2020 - AGM
 - 17 September 2020 Board meeting to review budget (halfway point)
 - 9 December 2020 – Review Day and Board Meeting
 - 17 March 2021 – Board meeting to approve 2021 - 2022 Budget



- The agenda and papers are usually emailed to each trustee a week before to give you plenty of time to read them.
- Once a year we spend a whole day together to think about our future plans and to provide training to trustees as a group.
- Being a trustee is a voluntary role, but the charity will pay for out-of-pocket expenses eg. for travel to trustee meetings.

Other things to note

- If you haven't been a trustee before we can provide extra training and/or ask another trustee to be a 'buddy' to talk through trustee papers, answers questions you have and provide support.

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 approve the financial regulations.
- 3 To ensure the Company keeps proper accounts and that appropriately audited or examined accounts are produced annually and submitted to Companies House, the Charity Commission (if applicable) and funding bodies.
- 4 To ensure the payment of taxes due to HM Revenue and Customs.
- 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 well informed of the Company's financial position.

Employment and Personnel Duties

(Directors should note that the Board of Directors is the employer of the staff.)

- 1 To appoint the Artistic and Executive Directors.
- 2 To define the Company's employment policies, including equal opportunities, recruitment, pay, grievance & disciplinary, appraisal, sickness, expenses, holidays and training. Child/vulnerable adults protection policy/procedure must also be in place.
- 3 To approve the staffing structure and to take part in 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 Artistic and Executive Directors' line manager in terms of support / appraisal and grievance / 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, always bearing in mind its charitable objectives. 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.)



Advocacy

- 1 To promote Open Clasp Theatre Company, its activities and needs to the private, public and voluntary sectors 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 may 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 system of communications and delegated decision making so that urgent decisions can be made and acted upon between Board meetings.
- 3 To appoint additional Board Directors with specialist knowledge and skills as required.
- 4 To establish fixed term working parties on specific issues if required.

Artistic

- 1 To approve Open Clasp's programme of activities, being satisfied that policy and other agreed priorities, as well as financial projections, will be met.
- 2 To monitor artistic activities.

Attendance and Availability

- 1 At quarterly Board meetings or any "emergency" meetings and at all General meetings, which will normally coincide with Board meetings.
- 2 At performances by the company.
- 3 At other key events run by Open Clasp.
- 4 At Sub Committee or working party meetings if a member.



- 5 To provide advice and support to the senior staff, either by telephone or in person, if required.

Chair's Delegated Duties (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 to the Vice Chair or another Director.
- 2 The Chair of the Board is the line manager of the Executive and Artistic Directors.
- 3 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, but this is not always possible. However, no financial decisions can be made by the Chair alone.
- 4 All decisions made by the Chair between meetings will be brought to the full Board for ratification and must be within agreed policy parameters.
- 5 In the absence of the Chair, the duties and powers of the Chair will be undertaken by the Vice Chair.