

## **Role Specification for Chairperson of the Traverse Theatre (Scotland) Limited**

### **Introduction**

The Traverse Theatre is both recognised as a Scottish 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 – must also be Members of the Association of the Company from whose number they are elected. Members of the Association 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 the Trustees 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, 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 of Directors. It is therefore important that all Board Members ensure that they understand the history of The Traverse and its current situation, and keep abreast of other issues that might affect the company. Efficient work by the Company secretary is obviously of crucial importance.

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

### **Board Membership Policy**

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

#### **Personal Attributes of Board Members**

1. An enthusiasm for the work of the Traverse Theatre
2. A commitment to carry out the duties of a Board Member
3. To be a respected member of the community with good business contacts.
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. A preparedness to offer personal and business skills and experience to support the work of the staff when required
7. A willingness to act as a champion for the Traverse Theatre
8. The Ability to treat sensitive information confidentially

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### Other Guidelines

1. **Skills Requirements**  
Currently the Traverse acknowledges the need for the following areas of expertise: Management, Personnel, Press and Public Relations, Marketing, Planning, Finance and sales/trading. Good business networks are valued.
2. **Sources**  
Board Members will generally be drawn from within the catchment area of the theatre, 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 two or more vacancies occur, public advertisement will be used.
3. **Commitment**  
This role specification for Board Members outlines expected attendance on behalf of the Traverse Theatre. 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. **Review**  
The Board will review its own performance annually – See Appendix 1
5. **Term of Office**  
Generally, a maximum of two terms of three years, but the board may vote to extend this if the Traverse would particularly benefit as a result.

### 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, revise those 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 and funding bodies.
4. To ensure the payment of all taxes due to the Inland Revenue
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 well managed and maintained.
7. To ensure that the company is properly insured.

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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 responsible 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 the staff)

1. To define the Company's employment policies, including equal opportunities, recruitment, pay, grievance and disciplinary, appraisal, sickness, expenses, holidays and training.
2. To make any decisions relating to the hiring of staff and to take part in the recruitment procedure; to make any decisions relating to the renewal of staff contracts. To make any decisions relating to the dismissal of staff or non renewal of contracts of employment.
3. To agree job descriptions, person specifications and terms of employment of all employees and to review levels of pay annually
4. 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.
5. 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 review all areas of Policy and Policy implementation documents annually and make appropriate revisions. (This included a review of this document)

### Advocacy

1. To promote The Traverse Theatre, 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 may be of assistance to the Company

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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 meetings
3. To appoint additional Directors with specialist knowledge and skills as required.
4. To establish fixed term working parties on specific issues if required.

## Attendance and Availability

1. At quarterly Board meetings or any 'emergency' meetings and also at all General Meetings, which will normally coincide with Board Meetings
2. At performances by the company; a minimum of three a year will be expected
3. At other key events run by The Traverse Theatre, notably promotional events
4. At working party meetings if a member
5. To provide advice and support to the manager, either by telephone or in person, if required.

## Chair's Duties

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 or another Colleague
2. The Board may delegate primary responsibility for personnel issues to the Chair of the Board given the small number of Company employees and the Chair's role as line manager of the Chief Executive.
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 involving amounts above a certain amount can be made by the Chair alone
4. All decisions made by the Chair between meetings will be brought to the Full Boards for ratification and must be within agreed policy parameters.

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5. In the absence of the Chair, the duties and powers of the Chair will be undertaken by the Vice Chair.