

**Appointment of Chair and Directors**

Create Gloucestershire Board

Appointment Brief February 2018

Create Gloucestershire (CG) supports people and organisations in the cultural and creative industries in Gloucestershire and introduces new people to arts, culture and creativity. We are a network of over 670 people, organisations and venues.

CG’s aims are to:

* Lead and support the highest professional and quality standards across our network
* Attract, support and retain the best and most diverse talent
* Provide access to education, knowledge and skills that help our network engage with the challenges and opportunities of a rapidly changing world
* Build a body of knowledge and facilitate collaboration, research and innovation in practice.

We are looking to appoint a Chair and up to 6 new Directors to lead and support the organisation as it enters a new phase as one of Arts Council England’s National Portfolio Organisations. This provides an exciting opportunity to shape and influence the organization as it shifts to having a wider national role with a higher profile.

CG is a not for profit company limited by guarantee. It has a small executive team and a Board of Directors, 60% appointed from the arts and cultural sector and 40% who are “independent”. This ensures CG is led by the arts and cultural sector but also has benefits from thinking and ideas from other professional contexts.

We are currently looking to recruit Directors to complement the current team with specific skills, experience and networks in one or more of the following areas: Health and social care, marketing and digital technology, data and impact measurement, financial management, cultural policy making, design and international cultural activity.

We are keen to hear from people from under- represented groups, as an organisation committed to increasing the diversity of its governance, network and executive team to appropriately represent and reflect Gloucestershire in 2018.

1. **Vision, Mission, Values**

CG’s vision is arts every day for everyone in Gloucestershire. Our Manifesto (2012 -2020) sets out clearly our collective vision and describes what success would look like for Gloucestershire.

***Mission***

To make this vision happen CG supports people and organisations in the cultural and creative industries in Gloucestershire and introduces new people to arts, culture and creativity.

CG’s primary focus for 2018-2022 is on the individuals and organisations in our network, supporting them to thrive and respond to significant social, economic, political and technological changes in the world. Our experience since we were set up in 2011 is that connectivity and collaboration is vital in this mission to stimulate and sustain growth and innovation. CG is the creative catalyst in the network, marshalling the right people together and harnessing their unique talents and assets to make new things happen. The step from networking to action sustains engagement and sets CG apart from being just a “talking shop”.

*In practice what we do:*

* Organise events that bring our network together and build relationships.
* Host high level conversations to affect policy by influencing relevant policy makers and funders.
* Facilitate access to finance from traditional arts sources (e.g. Arts Council, arts trusts and foundations) as well as from less familiar areas including philanthropy and cultural commissioning.
* “De-risk” innovation by securing funding to test new ideas making it more attractive to members, especially SME’s
* Curate a series of micro ‘experiments’ that test and explore new ways of working using lean and agile thinking.
* Design shared measurement processes and tools.
* Distil key best practice insights and feedback
* Distribute learning across our network both harvested from our experiments and from best practice nationally and internationally.
* Support member to scale/replicate successful innovation and to discard ideas that haven’t worked.

*Where do we do it?*

CG is based in Gloucestershire which is the focus of our attention. However our network includes partners both inside and outside the county who are interested in our way of working. We are keen in this Business Plan period to be more proactive in how we share our thinking and extend our influence across the UK with an initial focus on the two major conurbations around our home- Bristol and Birmingham.

 In 2017/18 we spent time understanding potential business models that could support “Create Plus”, the brand name for CG’s services offered outside of the county and we have secured our first contract in 2018/19 with Libraries Unltd, Devon.

CGs presence to date has primarily been physical with minimal digital activity- this is a balance we want to shift in this Business Plan period to exploit opportunities we see to improve our and scale our offer and address the significant transport issues of getting people physically together in the county.

3. Create Gloucestershire’s Governance, Vision and Structure

CG is a not for profit company limited by guarantee number 07751321. The Board’s role is to ensure strong strategic direction of CG and good governance systems and processes. The Board is responsible for building relationships across different sectors to ensure a diversity of knowledge and experience is available in debate and decision making. The Board welcomes disruption as part of the creative innovative process and ensures the slate of CG projects add up to more than the sum of its parts. They check that resources are invested are in proportion to learning outcomes. They support the CG team and oversee accountability/financial probity. The Board has an eye on the present and also looks to the future. They regularly involve others in debate and discussion without compromising tight governance.

The Board is made up as follows:
(a) up to eight individuals nominated by the members, selected to collectively represent a good breadth in terms of organisational size, art form specialisms and geography.
(b) up to five independent directors; selected from outside CG membership, who have a commitment to arts and culture but who would not directly benefit from any funding or support from CG
(c) up to two COR directors. (Cultural Organisation Representatives) individuals drawn from the wider cultural sector in Gloucestershire including but not limited to museums, libraries, galleries and archives.

Board meetings are quarterly with contact as required between meetings. The Board is supported by a small, free-lance executive team who executes strategic plans and provides accurate and detailed information to the Board to enable them to monitor progress against strategic objectives. The core freelance team has one-to one support from Board members to monitor capacity and capability and identify support and training needs.

Following an organisational review in 2017/18 we have identified the need to diversify and develop the Board as follows:

* Increase reflection/learning time between core freelance team and Board.
* Recruit a finance director with experience of growing SME’s
* Recruit new expertise and experience in digital and data thinking and planning to lead on this strategy
* Recruit new Board members with national and international links/networks plus health and social care expertise

CG is an experimental body. The organisation, therefore, has an appetite for risk in its activities whilst keeping with its desire to fulfill an ambitious mission. This enterprising spirit needs to be balanced against the obligations and responsibilities that fall to any Director. This tension is well understood and reflected among the Board of Directors.

Debate and decision-making at the CG Board are underpinned by key governance principles that were debated and agreed during “setting up” consultations with artists and arts organisations as follows:

* Transparency is vital if members and other key stakeholders are to trust and understand Director decisions even if they are not “winners” on every occasion
* Decision-making is fleet of foot so that the CG can be entrepreneurial and respond quickly to opportunities as they arise
* There is as short a line as possible between funding received and delivery on the ground

CG Directors are appointed with duties under Company Law

Current Directors are:

Justin Gregory- Vice Chair, (Independent Director)

Head of Faculty: Art, Culture and Media; SGS College

Tomas Millar (Director)

Millar Howard Workshop

Lucy Sharp (Member Director)

Managing Director, Art Shape

Sally Gibson (Member Director)

Artistic Director, Artspace Cinderford

Ed O Driscoll (Member Director)

CEO, AIR in G

Alicia Carey (Member Director)

CEO Hawkwood College

Louise Emerson (Director)

Jill Barker

Operations and Development Manager: Gloucestershire Libraries & Information

Jill Shonk

Head of Cultural & Trading Services: Gloucester City Council

Previous Directors include: Deborah Rees (Director, Roses Theatre), Geoffrey Rowe (CEO The Everyman), Gordon Scott (CEO) Prema, Cath Wilkins (Director G Dance), Ali Russell (CEO New Brewery Arts) and Malakai Patterson (Independent).

4. Directors’ Duties

Directors are expected to embrace the seven principles of public life as outlined by Nolan Committee: *integrity, selflessness, objectivity, accountability, openness, honesty and leadership.*

The specific legal duties of Directors are to:

* To act within powers, and to comply with the company’s constitution and to interpret and govern the mission of CG as stated in the Memorandum of Understanding, Strategic and Business plan objectives
* Set policies so that the aims of the organisation can be achieved
* Act collectively exercising reasonable care and skill
* Safeguard the assets of the organisation
* Act in the best interests of the organisation, avoiding personal conflicts
* To exercise independent judgment
* Declare conflicts of interest
* To act in the interests of creditors and in the interests of its employees
* Bear the long term consequences of any decisions in mind
* Ensure company information is filed with Companies House, the company does not operate whilst insolvent
* To operate in accordance with the relevant Health and Safety regulations.
* Act confidentially with regard to suppliers and customers
* Approve the strategic direction of the organization and oversee organizational change

Directors take no part or vote in discussions of items where they have a direct or indirect financial or other interest.

CG expectations of Directors is detailed in Appendix 1 below.

6. Terms of appointment

There will be approximately 5 Board meetings of 2 hours per year in venues around the region.

Directors shall be appointed for a 3-year term, with the option for renewal for another term. There is a maximum term of 2 consecutive 3-year terms (unless the members resolve otherwise).

Some additional time will be required to study papers, attend events and represent CG at meetings/functions.

The posts are unpaid but all members can make claims for travel and subsistence incurred on CG Board business.

7. How to apply

Please send us:

* A full CV, including educational and professional qualifications, full employment history showing positions, responsibilities held, relevant achievements and budgets and staff managed. Please also indicate Board positions current and past.
* A covering note of not more than 2 pages (total) summarising your ability related to the Chair person or Director role and job specification.
* The equal opportunities monitoring sheet, which is available to [download here](http://www.creategloucestershire.co.uk/blog/2018/2/16/new-chair-and-directors-needed-for-cg)
* Two people willing to provide a reference for you.

Applications should be sent by email to hello@creategloucestershire.co.uk by 6pm on Friday 16th March 2018

Interviews will be held at Hawkwood College, Stroud, on Wednesday 21st March 2018.

CG recognises that there are people whose background and experience is under represented within the creative industries, both in Gloucestershire and nationally, including Black, Asian and Minority Ethnic people, disabled people and people who are deaf and neurodiverse.  We believe that discrimination or exclusion based on these, or other characteristics or circumstances, such as age, caring or dependency roles, gender or gender equality, partnership status, religious belief, sexual orientation, socio-economic background or other distinctions represents a waste of talent and potential.

We therefore actively welcome applications from anyone who is keen to contribute to the vision for Create Gloucestershire as outlined above and add their specific experience and knowledge to CG’s team, our work and practice.

**Appendix 1:**

**Directors Specification**

Directors must be able to demonstrate:

1. Experience of operating as a trustee, non-executive director or evidence of transferable skills such as working on committees or planning groups.
* Strategic capability: big picture thinking, sharp mind and good judgment

-Ability to build strong relationships and act as an ambassador: commanding respect and influencing key stakeholders within own sphere of expertise and more widely within the SW and UK and representing CG formally as required.

 - Demonstrable understanding of respective roles and responsibilities of non- executive and executives and of collective decision-making.

1. Have an enthusiasm and commitment for the mission of CG; the work it does and the ways in which its activities fit together
2. Able to attend the Board meetings and CG events/functions as required, and have sufficient time to carry out their duties.
3. A mind-set aligned to CG and its Board of Directors, including:
	1. Independent: able to challenge and support
	2. Visionary, creative and passionate about arts and culture
	3. Team player who leaves their ego at the door
	4. Honest and transparent ensuring confidentiality where required.
	5. Confident without being dogmatic
	6. Keen to enhance contribution through feedback
4. Have an understanding and acceptance of the legal duties, responsibilities and liabilities of directorship. See 4 above.

**Chair Person Specification:**

**In addition to the above the Chair needs to:**

1. Have experience of chairing meetings and other discussions in a way that is respectful of the views of others and works in a collegiate style
2. Have experience of supporting and mentoring staff and/or contractors to deliver work
3. be tactful and diplomatic
4. exercises good judgement
5. be decisive, direct and able to hold firm at times of stress
6. act with confidentiality and discretion
7. Have sufficient time (approx. 1.5 days per month) to devote to the Chair role: attend Board meetings, CG events, meeting with the freelance team on a regular basis and supporting the Director as required

**Directors Roles and responsibilities**

1. Act within the seven statutory duties of Directors, as expressed by The Companies Act 2006
	1. To act within powers according Create Gloucestershire’s Articles of Association
	2. To act in a way the director considers (in good faith) is most likely to promote the success of the company for the benefit of its members as a whole.
	3. To exercise independent judgment
	4. [To exercise reasonable care, skill and diligence](https://www.icaew.com/en/members/regulations-standards-and-guidance/members-in-business/financial-and-accounting-duties-of-directors#Business25)
	5. [To avoid conflicts (or possible conflicts) between the interests of the director and those of the company](https://www.icaew.com/en/members/regulations-standards-and-guidance/members-in-business/financial-and-accounting-duties-of-directors%22%20%5Cl%20%22Business30%22%20%5Ct%20%22_blank)
	6. [Not to accept benefits from third parties (i.e. a person other than the company) by reason of being a director or doing anything as director](https://www.icaew.com/en/members/regulations-standards-and-guidance/members-in-business/financial-and-accounting-duties-of-directors%22%20%5Cl%20%22Business31%22%20%5Ct%20%22_blank)
	7. [To declare any interest in a proposed transaction or arrangement](https://www.icaew.com/en/members/regulations-standards-and-guidance/members-in-business/financial-and-accounting-duties-of-directors%22%20%5Cl%20%22Business32%22%20%5Ct%20%22_blank)
2. Ensure that there is an organisational plan and sufficient resource to deliver the plan
3. Provide oversight of the company’s governance structures including organisational policies and finances.

4. Provide specific expertise, as agreed, providing experience, contacts and knowledge in support of CG activities

5. Participate in Board decision-making, for example, on innovation, the design of new programmes, policy, remuneration, resources, legal, financial and partnerships.

6. Promote diversity in the organisation

7. Support and develop the CG team as required

1. Continue to understand and probe CG vision, aims and objectives

**Chair role and responsibilities**

**Principal Responsibilities**

**Governance**

* Ensure that the governance arrangements are working in the most effective way for the organisation.
* Develop the knowledge and capability of the Board of Directors and ensure that Directors fulfil their duties and responsibilities for the effective governance of the organisation in line with the law.
* Encourage positive change where appropriate and address and resolve any conflicts within the Board;
* Appraise the performance of the organisation and the Board on an annual basis;
* Form, build and maintain good relationships with Board members and manage the Board effectively, ensuring that their roles and responsibilities are understood and all Board members fully participate according to their skills and experience..
* Ensure that the Board of Directors is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead CG effectively, and is diverse;
* Set and work within any agreed policies adopted by the organisation.
* Ensure that the Board fulfils its duties to ensure sound financial health of the charity, with systems in place to ensure financial accountability.
* Ensure that the Board is able to regularly review major risks and associated opportunities, and satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks;
* With the Board decide the ambit of the core freelance team, then support and assist to the Director to perform their role without undermining or inhibiting the authority of the team

**External Relations**

* Act as an ambassador for CG (with the executive team and other Board members);
* Maintain close relationships with key members and stakeholders;
* Act as a spokesperson for the organisation as appropriate;
* Represent CG at external functions, meetings and events (as required);
* Facilitate change and address any potential conflict with external stakeholders.

**Efficiency and effectiveness**

* Set the agenda for Board meetings with the Director and Chair the Board meetings effectively, drawing out pros and cons on every item, and drawing a conclusion in a consensual way.
* Chair meetings of the Board of Directors effectively and efficiently, bringing impartiality and objectivity to the decision making process;
* Ensure that Directors are fully engaged and that decisions are taken in the best, long-term interests of the charity and that the Board takes collective ownership;
* Foster, maintain and ensure that constructive relationships exist with and between the Directors;
* Work closely with the Director to give direction to Board policy-making and to ensure that meetings are well planned, meaningful and reflect the responsibilities of Directors;
* Monitor that decisions taken at meetings are implemented.

**Relationship with the Director**

* Establish and build a strong, effective and a constructive working relationship with the Director , ensuring s/he is held to account for achieving agreed strategic objectives;
* Support the Director , whilst respecting the boundaries which exist between the two roles;
* Ensure regular contact with the Director and develop and maintain an open and supportive relationship within which each can speak openly about concerns, worries and challenges;
* Liaise with the Director to maintain an overview of affairs, providing support as necessary;
* Conduct an annual contract review for the Director in consultation with the Board;

**Additional information**

The Vice-Chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the Chair.

The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.