

COLLECTIVE

Summary of Terms of Reference for Collective Board Members

The Artists' Collective Gallery Limited (Collective) is a company limited by guarantee SC093812 and a Scottish charity. Its memorandum, together with articles of association (updated in 2007) set out the legal framework and governance arrangements, which apply to the board and organisation.

The mission of Collective is: a contemporary visual arts organisation that brings people together around the production and presentation of new work.

Role of Board

Board members are members of the company, directors of the company and trustees of the charity. They have corporate and individual responsibilities under company law and charity law.

Overall Purpose

The board is responsible for the overall governance and strategic direction of Collective, developing Collective's aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines. It is responsible overall for the future success of the Collective ensuring its long term financial sustainability.

The board acts collectively and corporately, with care, diligence and skills, in the best interests of Collective.

Main Responsibilities

1. Ensuring that Collective and its representatives act in accordance with the legal and regulatory framework of the sector and Collective's governing document, continually striving for best practice in governance;
2. Upholding the legal duty invested in the position of trustee, undertaking its duties in a way that adds to public confidence and trust in Collective;
3. Taking appropriate professional advice in all matters where there may be material risk to Collective, or where the directors/trustees may be in breach of their duties;
4. Determining the overall direction and development of Collective through good governance and clear strategic planning;
5. Avoiding any personal conflict of interest.

Collective
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Artists' Collective Gallery Limited
Registered in Scotland Company Number 93812
A Non Profit Making Organisation with Charitable Status:
Scottish Charity Number SC009405



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Main Duties

1. Ensuring Collective complies with legislative and regulatory requirements, and acts in accordance with its governing document in the furtherance of its objectives.
2. Acting in the best interest of Collective, its beneficiaries and future beneficiaries at all times.
3. Acting as an advocate, promoting and developing Collective in order for it to develop and succeed.
4. Overseeing the sound financial management of Collective's resources, ensuring expenditure is in line with the organisation's objectives and that investment activities meet accepted standards and policies.
5. Participating in appointment committees as necessary for the Chief Executive/Director and other senior paid staff positions, and monitoring their activities.
6. Ensuring the effective and efficient administration of Collective and its resources, striving for best practice in good governance.
7. Keeping absolute confidentiality about all sensitive information received in the course of the trustee's responsibilities to Collective.
8. Participating in meetings and decisions of the board of trustees.
9. Accountability for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring Collective is complying with all aspects of the law, relevant regulations and good practice.
10. Establishing, reviewing and approving policies guiding Collective.

Expectations of board members

Board members should perform the role as described and they should attend the majority of meetings (at least 80% annually) and also exhibitions and workshops and projects of Collective (minimum of 3 a year). Board members are expected to champion a specific area of Collective's activities and operations, and to regularly engage in learning about Collective through pairing with particular members of the staff. Board members are expected to serve a maximum of two terms of four years.

Committees

There are currently three committees.

- Finance Committee
 - Taking delegated responsibility on behalf of the board for ensuring that there is a framework for accountability; for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring that Collective is complying with all aspects of the law, OSCR guidance, relevant regulations and good practice.
- Capital Committee
- International Advisory Board (not part of the governance structure).

Board Meetings

There will be a minimum of five meetings a year, four regular board Meetings and an annual review. Meetings will take place on a regular basis on Tuesdays at 5pm.

Board members receive papers one week in advance of meetings which include reports and minutes.

Board Composition and Recruitment

The board shall annually review its skills and diversity and on the basis of needs shall recruit new members where there are gaps. Board members will be recruited through an open process on the basis of both the ability to perform duties and also the need to achieve a balance of skills, diversity and networks on the board.

The board will ideally include the following skills:

- Visual Arts and artists (two artists are always to be on the board)
- Finance
- Business and business development
- Fundraising
- Marketing and communications
- Education, training, skills development
- Capital and premises development
- Legal

Diversity

The board ideally will include diversity in: age, particularly young people, ethnicity, gender, and ideally including diversity on other aspects to include those with a disability and those who live in the communities which Collective serves.

Networks

The board will ideally contain a balance of directors with a range of networks

Reimbursement of expenses

Board members may be reimbursed for travel and accommodation expenses, in line with financial protocols.