



## Shetland *arts*

# Shetland Arts Development Agency Administrative Regulations

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### Context

The Trust will have four key governing documents – the Trust Deed, the Corporate Plan, the Financial Regulations and the Administrative Regulations.

The Trust Deed sets out what the Trust can do, within the context of relevant trust and charitable law.

The Corporate Plan draws on the Trust Deed and sets out the overall Aims, Objectives and Priorities of the Trust.

The Financial Regulations sets out the framework for how the Trust prepares its budget and sets out the rules governing the financial transactions of the Trust.

The Administrative Regulations describes the framework within which the Trust operates and sets out the relevant roles and responsibilities of Trustees and staff. It describes the way in which the Trust will carry out its business and, specifically, sets out the rules governing how the meetings of the Trust will be run.

## Section 1 - Constitution

### 1 Terms of Reference

1.1 Shetland Arts Development Agency was established by the Shetland Islands Council and exists to improve the quality of life for the inhabitants of Shetland and specifically to encourage, support, inspire, promote, develop and deliver activities in the fields of: dance; drama; theatre; film; literature; music; crafts; and visual arts with a view to the advancement of arts and culture and improving the quality of life for the inhabitants of the Shetland Isles.

### 2 Appointments and Terms of Office

- 2.1 The minimum number of Trustees is ten and the maximum number of Trustees is thirteen.
- 2.2 The term of office for the initial Trustees shall be 4 years but the normal term of office thereafter shall be 3 years.

## Section 2 - Trustees

### 3 Roles and Responsibilities

- 3.1 The Roles and Responsibilities of Trustees are set out below.
- Each Trustee shall act honestly and in good faith and in the best interests of the Trust and the beneficiaries thereof.
  - Each Trustee shall attend regularly the meetings of the Trust and any Committee of which the Trustee is a member. A Trustees shall automatically cease to be a Trustee in the event of his or her failure **without the consent of the other Trustees** to attend three consecutive meetings of the Trustees.
  - A Trustee's prime concern is the interest of the Charity. Trustees must act and take decisions in the best interest of the charity and present and future beneficiaries.
  - Except where any particular task is specifically delegated to one or more Trustees or to others, the Trustees acting together take decisions affecting the Trust. Even if a task is delegated the Trustees retain ultimate responsibility for all decisions.
  - Trustees must take care to act in accordance with the Trust Deed.
  - Trustees are under a duty to ensure compliance with all relevant legislation and guidelines (such as the various charities acts and in relation to tax matters).

- Trustees are responsible for setting the strategic aims, objectives and direction of the charity.
- Trustees must protect the charity's assets and be accountable for the solvency and continuing effectiveness of the charity and the preservation of its endowments.
- Trustees must exercise overall control over its financial affairs and ensure the completion of the relevant statutory reports, returns and accounts.
- Trustees must not receive any financial or non-financial benefit that is not expressly authorised by the Trust Deed.
- Trustees have a duty of care and perform their duties with the standard of care which an ordinary, prudent business person would show, taking professional advice as required.

## **4 Chair of the Trust**

4.1 The duties of the Chair of the Trust are set out below.

The Chair's overall purpose is to provide leadership and direction to the Trustees, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the charity and also for developing the organisation's aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines.

The Chair will work with the Director to ensure that Trustee decisions are acted upon and the charity is managed in an effective manner.

The Chair's main responsibilities are:

- To chair Trust meetings
- Leading the trustees and members of the staff to develop strategic plans for the charity
- With the Director, ensuring that the charity is run in accordance with the decisions of the trustees and the charity's governing document
- Liaising with the relevant staff to draft agendas for trustee meetings and ensure that the business is covered efficiently and effectively in those meetings by observing the Administrative Regulations

Other duties of the Chair are:

- Taking action on behalf of the Trust on matters which require urgent attention
  - Speaking with the press or other media on behalf of the Trust
  - Acting as “spokesperson” for the Trust in other situations
  - Representing the Trust at functions
  - Representing the Trust on external bodies.
- 4.2 The election of the Chair shall be the first business transacted at the first meeting of the Trust and at that meeting, until the Chair is elected, the Director, and failing him such Trustee as may be selected by the meeting, shall preside.
- 4.3 The method of election shall require that all nominations for the position of Chair shall be sought prior to the first ballot and no further nominations will be allowed after voting begins. Also prior to voting, nominees shall be permitted to address the meeting as to their candidature. Voting shall be by secret ballot. Regardless of the number of candidates, each Trustee will vote for one candidate at each ballot. After the first ballot, the candidate who secures a clear majority of the total votes cast shall be elected. However, in the case of no clear majority, the lowest scoring candidate shall drop out and the second ballot will take place. This method shall continue until the appointment is made either by clear majority or a choice between two remaining candidates. In the case of an equality of votes, the Chair shall be elected by lot as between those who received equal votes and proceed on the basis that the person to whom the lot falls upon had received the additional vote.
- 4.4 A person holding the office of Chair shall be eligible for re-election as Chair but shall cease to hold that office upon ceasing to be a Trustee.
- 4.5 On a casual vacancy occurring in the office of Chair an election to fill the vacancy shall be held as soon as practicable by the Trust at a meeting of the Trust the notice of which specified the filling of the vacancy as an item of business, and the meeting shall be conducted in the same manner as an ordinary election of Chair.
- 4.6 It is the responsibility of the Chair to observe the Administrative Regulations and ensure that the Trustees adhere to and observe them at all times.

## **5 Vice Chair of the Trust**

- 5.1 The Vice Chair of the Trust shall substitute for the Chair as and when required and support him/her in fulfilling the duties set out in 4.1 above.

## 6 Conduct

6.1 Trustees have adopted the principles of the Scottish Executive's – A Guide to Appointments to Public Bodies, as their general policy on conduct, as set out below.

Selflessness	Holders of office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
Integrity	Holders of office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	In carrying out business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of office should make choices on merit.
Honesty	Holders of office have a duty to declare any private interests relating to their duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Accountability	Holders of office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	Holders of office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
Leadership	Holders of office should promote and support these principles by leadership and example.

## 7 Interests and Managing Conflict

### 7.1 Objectives

Trustees have an obligation to act in the best interests of Shetland Arts Development Agency and in accordance with the Trust Deed.

Conflicts of interest may arise where an individual's personal or family interests and/or loyalties conflict with those of the Shetland Arts Development Agency. Such conflicts may create problems, such as:

- inhibit free discussion
- result in decisions or actions that are not in the interests of the Trust and
- risk giving the impression that the Trust has acted improperly.

The aim of these procedures is to protect both the organisation and the individuals involved from any appearance of impropriety.

## 7.2 Registration of Interests

Accordingly, Trustees are asked to declare their interests, as follows:

- Current employment and any previous employment in which they continue to have a financial interest.
- Appointments (voluntary or otherwise) eg trusteeships, directorships, local authority membership, tribunals, etc.
- Membership of any professional bodies, special interest groups or mutual support organisations.
- ownership or lease of land and property
- ownership and interests in companies
- any tenancy of premises owned by the Trust
- Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months
- Any use, or care for a user of, the organisation's services
- Any contractual relationship with the charity or its subsidiary.

Interests will be recorded on the Trust's Register of Interests, which will be maintained by the Director.

## 7.3 Managing Conflicts and Declaring Interests

Trustees need to declare an interest and withdraw from the discussion in the following circumstances:

- You, or your spouse or partner, is a partner of a company or a managing director or you have a controlling interest in the company with which the Trust are about to enter a transaction (eg a contract or a grant, etc).
- You are a user of the Trust's services, or the carer of someone who uses the services.

7.4 Trustees need to declare interests if these are relevant to the item under discussion. Where a real or potential conflict of interest might arise, the first test is to determine if the interest is "clear and substantial". An interest is likely to be "clear and substantial" if

members of the public, knowing the facts of the situation, would reasonably think that the Trustee *might* be influenced by it. Thus, the crucial question is not whether a Trustee is, in fact, behaving improperly, the key issue is how his or her behaviour *appears* to the outside world. A rigorous standard should be imposed; it is not enough to avoid actual impropriety – the Trustee needs to avoid the suspicion of improper conduct. In other words, you need to ask:

not whether you (ie as a Trustee) consider yourself to be prejudiced; ask yourself whether others, knowing all the facts, might reach a different conclusion.

- 7.5 If a Trustee fails to declare an interest that is known to the Chair of the (new name) Trust, the Chair will declare that interest at the outset of the discussion.

## Section 3 - Management

### 8.1 Management of the Trust

The trustees shall ensure that the following services are always available to the Trust:

- Management
- Financial services
- Legal services

### 8.2 Function of Advisory Posts

**Management:** The person responsible for co-ordination, strategic direction and management of the Trust shall be responsible to the Trust for overall co-ordination of the business and administration of the Trust and in particular shall provide direction to the Trust on the following matters:

- To develop the strategic direction with regard to the services provided by the Trust.
- To oversee the annual budgeting exercise
- To develop an effective operating framework of relevant policies, staffing structures, performance information, etc
- To manage the team of staff who work for the Trust
- To ensure that Trustees have effective management information upon which to base their decisions.

**Financial Services:** The person responsible for financial services will provide a full range of general financial advice to the Trust including the preparation of accounts, regulation of expenditure, preparation of financial reports to Trust, to ensure that Trustees have all the information required to fulfil their responsibility in terms of looking after the assets of the Trust and ensuring it remains solvent.

**Legal Services:** The person responsible for legal services shall provide legal advice to the Trust in respect of matters pertaining to trust law as it affects the Trust generally, with particular reference to the retention of the charitable status of the Trust, taxation as it affects the Trust generally and, in respect of commercial transactions, shall give legal advice upon commercial law, and in connection with staffing matters, shall advise on all aspects of employment law and practice.

## **Section 4 – Business of the Trust**

### **9.1 General**

#### **Calling a Meeting of the Trust**

- 9.1.1 Notice of the time and place of the intended meeting shall be published and issued 7 days in advance of the meeting.
- 9.1.2 A summons to attend the meeting, specifying the business to be transacted thereat shall be sent by post to the usual place of residence of every Trustee.
- 9.1.3 A special meeting of the Trust may be called at any time by the Chair of the Trust.
- 9.1.4 On the request of 4 Trustees, the Director shall call a special meeting, to be held within 14 days of the request.

#### **Action on Behalf of the Trust**

- 9.1.5 The Chair of the Trust, or the vice-Chair of the Trust, may take action on behalf of the Trust on matters that will not admit of delay. The Chair and/or vice-Chair concerned will promptly report the fact to the Trust.

#### **Execution by Trust**

- 9.1.6 Trustees shall execute a power of attorney appointing 5 Trustees to execute documents for and on behalf of the Trust.
- 9.1.7 Any document to be executed for and on behalf of the Trust shall be signed by any 3 of the 5 Trustees appointed and these signatures shall be full and sufficient certificate that the document has been duly and validly executed for and on behalf of the Trust in compliance with all the regulations of the Trust in that behalf.
- 9.1.8 A record of all such executions shall be laid on the table at the next meeting of the Trust, for inspection but not for debate.

### **9.2 Trust Meetings**

#### **Chair of meeting**

- 9.2.1 At a meeting of the Trust the Chair, if present, shall preside.
- 9.2.2 If the Chair of the Trust is absent from a meeting of the Trust, the vice-Chair of the Trust, if present shall preside.
- 9.2.3 If the Chair and vice-Chair are both absent from a meeting of the Trust, another Trustee chosen by the Trustees present shall preside.

### **Chair's Rulings**

- 9.2.4 The ruling of the Chair as to the construction or application of these administrative regulations shall not be challenged at any meeting of the Trust. The Chair may at any time, if he or she thinks it desirable in the interests of order, adjourn a meeting or suspend a sitting of the Trust for a time to be named by him or her.

### **Suspension and/or Variation of Administrative Regulations**

- 9.2.5 In the event of a motion to suspend, waive, vary, alter, extend or add to these administrative regulations, the question shall be decided at a meeting of the Trust by a majority of at least 75% of Trustees present.

### **Quorum**

- 9.2.6 The quorum for a meeting of the Trustees shall be five.
- 9.2.7 If the Chair finds that the quorum is wanting, the fact shall be announced and a period of five minutes shall elapse after which, if a quorum is then wanting, the meeting shall end, and the remaining business be carried forward.

### **Limit to Business**

- 9.2.8 No business shall be transacted at a meeting of the Trust other than that specified in the Notice and Agenda Papers.
- 9.2.9 The Chair may bring forward at a meeting of the Trust any business, at his or her discretion.

### **Agenda Papers**

- 9.2.10 Seven clear days before a meeting the agenda paper for the meeting shall be sent to the members of the Trust, and no other business, unless the Chair judges it urgent, shall be brought before the meeting.

### **Privacy of Documents**

- 9.2.11 Documents containing information which in the interests of the Trust ought not to be divulged will be marked as confidential.
- 9.2.12 The Director shall classify all documents for presentation to the Trust and mark accordingly those classified as confidential. Confidential documents or their contents shall not be referred to in public and their contents shall in no circumstances be quoted in public or divulged.

## **Speeches**

9.2.13 No speech shall exceed five minutes except with the consent of a majority of the Trustees present, such consent given without debate. Other than in the case of the mover or the seconder of a motion, the Chair may reduce the normal limit of five minutes if many Trustees wish to speak. If a Trustee raises a point of order, he or she shall say to which administrative regulation his or her point is directed. Trustees shall not be permitted to read speeches except at the discretion of the Chair.

## **Contents of Speeches**

9.2.14 The Chair shall check a Trustee for irrelevance, tedious repetition, failure to address the chair, unbecoming language, reflections of a personal character on another Trustee or an employee and/or official acting on behalf of the Trust [except in the case of relevant and necessary questions or comments arising out of any act of commission or omission on the part of the official in the proper conduct of his or her duties, as an official of the Trust, when the item of business, properly under discussion, concerns disciplinary action taken, or in contemplation, against such official.] If a Trustee disregards the chair, the Chair may order him to end his speech and, if he considers it necessary, order his removal from the meeting or suspend the sitting for a specified time.

## **Seconding**

9.2.15 No motion or amendment shall be debated unless it has been seconded.

## **Withdrawal of Motion or Amendment**

9.2.16 The mover of an original motion or an amendment shall need the consent of his seconder for withdrawing it.

## **Admission of Public and Press**

9.2.17 All meetings of the Trust shall be open to the public provided that the Trust may by resolution exclude the public from a meeting (whether during the whole or part of the proceedings) whenever in the sole opinion of the Trustees, publicity would be prejudicial to the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings.

## **Public**

9.2.18 After warning, the Chair may order the removal from the galleries of any member of the public causing disturbance.

### **Minutes**

- 9.2.19 Minutes of the proceedings of a meeting of the Trust shall be drawn up and shall be signed at the same or next following meeting of the Trust by the person presiding.
- 9.2.20 The minutes shall be taken as read if they have been sent to the Trustees not less than 48 hours before the meeting. Only on accuracy may they be challenged, and that by a motion before they are signed.

### **Adjournment Motions**

- 9.2.21 A Trustee may move that the meeting adjourn. He or she shall need, if challenged, the support of 5 other Trustees.

### **Voting**

- 9.2.22 All questions coming or arising before the Trust shall be decided by a majority of the Trustees present and voting.
- 9.2.23 In the case of an equality of votes the person presiding at the meeting shall have a second or casting vote except where the matter which is the subject of the vote relates to the appointment to any particular office, in which case the decision shall be by lot.
- 9.2.24 Where it appears that the motion or amendment is likely to be challenged the Chair shall take a show of hands and declare the result.

### **Committees and Working Groups**

- 9.2.25 Trustees may, from time to time, establish permanent or short term committees, sub committees or working groups for a specific purpose or to fulfil a specific remit.

Ends

## **Section 5 – A Plain English Guide to Meetings**

This Section does not form part of the Administrative Regulations but Trustees may find it a useful plain English guide to how meetings are conducted.

The following paragraphs are a summary of the Administrative Regulations to explain how the business of the Trust is normally conducted.

The only items of business which will be discussed are those which are indicated on the agenda and for which a report has been prepared and circulated. Occasionally, reports will be “tabled” at the last minute, if a decision needs to be taken urgently. There is no agenda item for “Any Other Business”. Only the Chair may bring forward any business other than that specified on the agenda.

The Chair of the Trust runs the meetings. S/he will usually take items in the order in which they appear on the agenda. The Chair will indicate the item to be discussed by stating, for example, “Item No. 3 – Management Accounts”. At that point, Trustees are free to ask any question or comment on the content of that report. To contribute to the meeting, raise your hand and look at the chair. S/he will note that you wish to speak and then invite you to do so at an appropriate moment – either immediately or in the order in which Trustees have indicated they wish to speak. The Chair will invite you to speak by saying your name. The Chair may answer your query (if it is of a political or strategic nature) or ask one of the Trust staff to do so (if it is an operational or technical matter). All discussion at the meeting should be through the Chair, in order that everyone gets a chance to raise any points which they wish to make.

At times, the business can proceed at a fast pace so it is best to be ready with any questions or issues before hand.

The Chair will ask for items to be “moved” and “seconded”. This is the formal way of getting reports approved by Trustees. Occasionally, Trustees will be happy to approve reports by saying “moved” and “seconded” without the Chair having to ask. If you are not happy with the decision being taken, indicate to the Chair that you wish to make a comment or ask a question.

If Trustees are not in agreement about the recommendations in a report, Trustees will vote to reach a decision.

If you are happy with the recommendations in a report, you can ask for approval by saying “I move the recommendations”. This is called making a “motion”. Anyone who agrees with you can respond by saying, “seconded”. If you do not find a “seconder” for your “motion”, the motion falls and an alternative way forward needs to be found.

If you do not agree with the proposals in a report, you can put forward an alternative recommendation. If the report has already been “moved” and “seconded”, this is called putting forward an “amendment”. You can amend the recommendations in the report or put forward an alternative form of words to reflect your views.

The Trustee who put forward the “amendment” will be asked to speak first – this is called “summing up”. S/he is asked to put forward a short summary of all the arguments in favour of the decision which s/he wishes the trustees to take. At this stage, the Trustee should not introduce any new arguments – instead, s/he is expected to “sum up” all that has been said previously during the debate.

The Trustee who made the “motion” will then be asked to “sum up” in the same way.

The Chair will ask for votes for the “amendment” first. If you wish to vote for the amendment, you put your hand up. S/he will then ask for votes for the “motion”. A simple majority will win the day. In the event of a tie, the Chair can use his/her “casting vote” (an extra vote) for his/her preferred option.

If you make a motion or an amendment, you must proceed with that proposal unless you can get the agreement of your seconder to withdraw.

If you wish to make an alternative suggestion to the “motion” and the “amendment” you say that you “give notice of a further amendment”. Once the voting is over, the Chair will ask you to put forward your proposal. This then becomes the “amendment” to the motion which has just been agreed by the vote. It is the Chair’s job to make sure that everyone is clear on the options which they are voting for – if you are not sure, ask for the “motion” and the “amendment” to be read out.

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