



Trustees' Manual
2022

**national centre
for circus arts**

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The Charity (Registered Charity No. 1001839)

We are leading the sector to create a culture of circus by delivering world class circus arts education, creation and performance. We are at the heart of developing excellent and innovative circus and each year thousands of people engage in the physical challenges and artistic pleasures of circus arts.

OUR VISION

Great Circus Everywhere

OUR MISSION

We prepare circus artists for the future by delivering innovative circus arts training, encouraging individuals along their chosen pathway from community engagement, through progressive vocational training and into successful professional careers. We continue to support individuals throughout their careers as professional circus artists through mentoring and through our advocacy of circus as a valuable, recognised artform. By pursuing creative and commercial opportunities we are able to extend the reach of circus into other sectors and markets whilst generating vital financial support for our core purpose.

OUR VALUES

1. Ambitious and willing to take risks

We are ambitious for ourselves and our art form. With high professional standards and an expert community, we are adept at mitigating risk and safeguarding participants while allowing them to challenge themselves and explore the myriad physical and creative possibilities of circus. It's this - along with robust reflection and a constant push to 'be better' - that allows us to provide a safe space for artists, students and participants to take bigger physical and creative risks in our sector leadership role.

2. Inclusive and accessible

We are not fearful of the unknown and have a solid track record of innovation. The anarchic nature of circus makes it appeal to a broad range of people and we are committed to ensuring we meet this need by being inclusive and accessible to everyone.

3. Environmentally aware and sustainable

From our impact on individual participants and our own community of artists to our leadership role in the sector, we are in it for the long term and strive to ensure our organisation is resilient and sustainable. Further, we have a mixed economy and a truly entrepreneurial spirit which means our business is better able to survive in this ever-changing world.

As an organisation we stand by a very simple tenet; "work hard and be nice".

We would use the following words to describe our organisation and our approach to work.

- Creative and playful
- Inclusive, accessible and collaborative

- Hard working yet fun
- Ambitious and willing to take risks
- Ethical and sustainable
- Safe and secure
- Ground-breaking but true to our roots

The Structure of National Centre for Circus Arts

National Centre for Circus Arts is a registered charity that is governed by a Trustee Board. There are currently 13 members of the Board with the potential for there to be a maximum of 24 members of the Board (the levels of membership have been set in accordance with the Office for Students (OfS) guidelines that govern Higher Education Institutions (HEIs). National Centre for Circus Arts is, through its affiliation with CDD, deemed to be an HEI, therefore it abides by the regulatory framework set out by the OfS).

The Board has a number of sub committees that look at specific areas of National Centre for Circus Arts' work. These committees include:

- Finance Committee
- Remunerations and Nominations Committee
- Audit Committee
- Equality, Diversity & Inclusion Committee

In addition, the Board may have a number of working-groups, convened to advise around particular projects or areas of work.

The Board meets quarterly with the CEO and SMT and receives reports from the sub committees and from departmental heads.

National Centre for Circus Arts is also a company limited by guarantee. It has two wholly owned subsidiaries: Circus Space Events (CSE) and Circus Space Property (CSP). CSE is the company through which much of National Centre for Circus Arts' commercial activity is managed. CSP is the company through which the capital redevelopment of the Coronet Street site was orchestrated. The offices that we rent out to small creative industries (the Energy Centre) pay their rent through CSP. The three companies are all overseen by the same trustees and the same executive officers.

National Centre for Circus Arts operates along the model of a Social Enterprise as it has strong trading activity and generates much of its own income. Some of this income is generated by commercial activity, but the surplus from that is utilised to further National Centre for Circus Arts' charitable objectives. National Centre for Circus Arts has a complex mix of income streams that include:

- A significant contract from the Office for Students to deliver a Foundation Degree and a BA (Hons) Degree in Circus Arts [approximately **9%** income]
- Student fees for the Higher Education courses [approximately **23%** income]
- Arts Council England regular funding for core activity [approximately **12%** income]

- Earned income from activity on our Youth Programme, Adult Programme, Corporate Programme, Introduction Days and Professional Membership [approximately **25%** income]
- Earned income from renting out office space to creative industries [approximately **4%** income]
- Earned income from hiring space for events [approximately **12%** income]
- Funding and donations from a raft of sources including corporate sponsors, individuals, trusts and foundations [approximately **14%** income]

We believe that it is incredibly important to have a mixed economy that is not heavily weighted towards one source of income or another. In this way we hope to protect ourselves against external factors that may risk a reduction in income because of an economic downturn or a change in government policy.

Our most recently filed Financial Statements & Trustees' report can be found [here](#).

The management of the organisation is devolved by the Board to the Chief Executive who is supported by a Senior Management Team. The Chief Executive's ethos is that management is about responsibility and empowerment and not about rights and power. The organisational structure is represented in an organogram that shows the CEO and SMT at the bottom of the structure providing support and a safety net for those operating above them.

The organisation splits into two broad areas: the Programme Departments which deliver the activity with distinct target groups and the Support Departments which work across programmes to enable the delivery of the work.

The Programme Departments are broadly categorised as:

- Higher Education Courses
- Learning & Outreach
- Professional Membership
- Recreational Courses
- Corporate Workshops

A: Governance

A1. Memorandum and Articles of Association available on the [Trustees' Hub](#)

A2. Link to [Trustees and Governance Publications \(Charity Commission\)](#)

A3. Link to [Code of Good Governance \(ACEVO\)](#)

A4. Link to [The Higher Education Code of Governance \(CUC\)](#)

A5: Board of Trustees background paper

The National Centre for Circus Arts' legal status is as a UK company, limited by guarantee and registered as a charity with the Charity Commission for England and Wales. The legal responsibility of the Board of Trustees is as laid out by the Charity Commission.

The role of the Board of Trustees is to govern the organisation and provide overall policy direction to achieve its aims in the most efficient and effective manner, consistent with the organisation's values and approach.

Trustees are ultimately responsible under the Memorandum of Association for the management and administration of the charity. However the Charity Commission guidance recognises that because of the scale of work undertaken by a charity, decision-making on management is delegated to the Chief Executive and through them to the employees.

Governance

- Determining high-level strategy and policy
- Appointing and overseeing the Chief Executive
- Managing the governance process
- Monitoring risk exposure
- Approving plans and budgets
- Monitoring performance
- Providing insight, wisdom, and judgement
- Taking clear decisions

Management

- Developing policy and strategy and delivering the organisation's plans, budget and work
- Appointing managers/staff
- Supporting governance decisions
- Implementing Board decisions
- Day to day management of the organisation
- Measuring performance

National Centre for Circus Arts has a written delegation of authority to the Chief Executive. Decisions on strategic matters should be properly agreed with and reported to Trustees and clear lines of accountability maintained.

Trustees remain responsible for ensuring the organisation has a clear shared vision and aims, that effective strategies are in place to achieve this and that management are carrying out the tasks which have been delegated to them efficiently.

If Trustees act prudently, lawfully and in accordance with their governing document then any liabilities they incur as Trustees can be met out of the charity's resources. This responsibility applies collectively (jointly and severally). Hence particular care needs to be applied when entering into substantial contracts or financial commitments.

This document should be read in conjunction with the [Trustees' code of conduct](#) (below) and [Business Plan](#) - documents that provide a fuller background to our work and our expectations of Trustees.

Size and membership of the Board

The Articles of Association state that the minimum number of Trustees is twelve and the maximum is twenty four.

Trustees are normally appointed for a three-year term and may serve no more than three terms.

The Board of Trustees is of a size that can interact effectively and it is critical to ensure that the combined trusteeship brings all the necessary areas of expertise to govern the Charity's activities as well as demonstrating commitment to the aims and values of the National Centre.

Composition of the Board

In selecting Trustees, the principles set up by Lord Nolan while chairing the Committee on Standards in Public Life are considered: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

The following are taken into account when considering the composition of the Board:

1. Commitment to the work of the National Centre
2. Expertise
3. A diverse mix of skills, personal attributes and backgrounds
4. Reputation

1 Commitment

Trustees need to be wholeheartedly committed to the vision and work of the National Centre and to understanding the challenges of working appropriately and sustainably with a developing art form.

Trustees are expected to be advocates of the National Centre's work. Effective Trustees will challenge the Chief Executive and the organisation to ensure the aims are being met appropriately and effectively as is required of their governance role. Trustees are also expected to promote the National Centre positively and with passion externally.

To carry out their duties effectively Trustees are expected to commit time to studying papers, preparing for and attending meetings, following up on specific tasks with other Trustees, liaising with the Chief Executive or other staff at the Chief Executive's request and occasionally visiting programmes. In total this is likely to take 10 to 15 days per annum.

Trustees appraise their performance and that of the Board annually.

2 Expertise

Governance

- Strategic planning
- Financial Management
- Human resource management
- Organisational development
- UK charity status, law and management
- IT and systems management
- Understanding of role of charity trustees
- Risk Management

Work

- Technical experience of circus or other performing arts
- Experience and understanding of the technical, social and political aspects of Higher Education and the arts
- Understanding of the role of government, NGOs and other civil society organisations in Higher Education and the arts
- Capacity building and organisational development
- Monitoring, evaluation and measuring organisational impact
- Understanding of political process, policy influence work and advocacy

Income

- Fundraising from individual supporters and donors
- Understanding or experience of the large contract providers – governments, trusts and foundations
- Marketing and communications
- Developing commercial and corporate activities in an arts context

Reputation/Connections

- Understanding of the National Centre's relationship with the UK circus sector
- Experience of promotion and fundraising for the National Centre within the industry, suppliers, employees and supporters
- Other business connections
- Public relations skills
- Ability to develop or build on existing links

3 A diverse mix of skills and personal attributes

Whilst commitment, a willingness to work together and expertise are some of the most important qualities necessary for Trustees to be effective, it is also important to have a

balanced Board in terms of gender and with a diversity of experience, ethnic backgrounds and personal attributes.

In line with our diversity and equality policy we are committed to seeking Trustees from a wide range of backgrounds.

4 Reputation

Trustees must be of high integrity in order that we may benefit in terms of standing and influence from their reputation.

The National Centre looks for Trustees who are well respected in the business, voluntary or international development sector, in government circles, or with the public at large. However, above all it is vital that Trustees are committed to the values and work of the National Centre and are able to commit to the governance role as laid out in the code of conduct.

Code of conduct

A Trustee Code of Conduct for Trustees has been developed based on the code issued by the Association of Chief Executives of Voluntary Organisations (ACEVO) and Good Governance: A Code for the Voluntary and Community Sector from the National Council for Voluntary Organisations (NCVO).

Meetings

The Board of Trustees normally meets four times a year. A full agenda and background papers are submitted in advance.

There are particular standing items at each of the four meetings:

- January – annual review of the Risk Register
- March – annual review of sub-committee terms of reference
- June – final approval of budget for next academic year
- October – approval and signing of audited annual report and accounts, review of strategic plan.

In addition to the business meetings there may be occasional away-days.

Selection and induction of Trustees

Good governance is important. Trustees are selected in a manner consistent with the organisation's Recruitment and Diversity and Equality Policies, ensuring that the selection process is time and cost effective.

Recruitment is by open recruitment through advertisement for Trustees via notice boards, networks or in the media.

The Remuneration & Nominations sub-committee of the Board seeks suitable Trustees to recommend to the existing Board. The process of selection is an opportunity for all parties to get to know one another and to ensure that joining the Board would be of mutual benefit and interest. The decision will be based on ability to work with the existing Board, commitment,

approach, expertise, diversity and reputation. The Remuneration & Nominations sub-committee will meet suitable respondents and find out about the expertise and qualities that they could bring to the Board.

As part of their induction Trustees spend time in the National Centre if feasible and are encouraged to attend our student shows. National Centre provides Trustees with this induction manual on joining the organisation along with other key documents.

Trustees are encouraged to read background information regarding their roles and responsibilities e.g. the Charity Commission publications including, The Essential Trustee: What you need to know.

Principles for working effectively

Trustees regularly review how they can work together more effectively. Set out below are some areas that are important for efficacy:

- Clarity of role
- Understanding of governance and management
- Full induction
- Regular performance review to determine Board strengths and weaknesses
- Shared sense of direction
- Close working relationship between Chair and Chief Executive
- Strong leadership from Chair
- Commitment to the code of conduct
- Commitment to the values and work of National Centre
- Effective selection of Trustees based on required skills and attributes
- Cost effectiveness of Trustee meetings and conferences

Expenses

Costs associated with attending Trustee meetings or in undertaking business on National Centre's request and all reasonable out of pocket expenses may be reimbursed.

A6: Trustees' code of conduct

Introduction

Trustees have duties under company law, as well as charity law, summarised in the Charity Commission's publications.

This code of conduct is not a list of Trustees' legal duties. However it is fully consistent with legal principles.

Purpose of a code of conduct

Trustees are the custodians of the governance process and ultimately liable for ensuring that the charity is effectively administered. Through their collective actions as a Board they are also responsible for the successful development and delivery of a strategy to further the objects of the National Centre.

The code establishes the principles expected of Trustees in order to fulfil these responsibilities by maintaining the highest standards of integrity and stewardship; by ensuring that the organisation is effective, open and accountable; and by ensuring a good working relationship with the Chief Executive and the Directors.

General

- Trustees will act with probity, due prudence and should take and consider professional advice on anything in which the Trustees do not have expertise themselves.
- Trustees will administer the organisation and all its assets in the interest of current, potential and future stakeholders – partners, supporters, donors, staff and Trustees.
- Trustees hold themselves accountable to the organisation's stakeholders including the public for the Board's decisions, the performance of the Board and the performance of the organisation.
- Except where legally authorised, Trustees should not gain financial or other material benefit for themselves, their families or their friends from their Trusteeship of the Charity. The Board should ensure that there are clear written policies on the claiming of expenses by Trustees.
- A Trustee will not place themselves under any financial or other obligation to outside individual organisations that might influence their performance of official duties.
- Trustees will conduct themselves in a manner that enhances the reputation of the organisation. Where Trustees are aware of anything that could be damaging to the reputation of the organisation or to its staff individually or collectively this will be raised immediately with the Board and the Chief Executive.
- Trustees will make decisions together and take joint responsibility for them. The extent to which any one Trustee or a small group of Trustees is empowered to speak for or take action on behalf of the organisation or the Board is a matter for all Trustees to decide together. Such decisions should be recorded.
- Trustees accept that in fulfilling their role as a Trustee of the National Centre their responsibility should be solely to the National Centre and they will focus the expertise they bring from other spheres of their lives for the benefit of the National Centre.
- The National Centre has a Diversity and Equality Policy which Trustees are expected to be familiar with. Trustees should work in a manner consistent with the principle of equal opportunities.

Declaration of interests

- To ensure open and transparent exchange of information between Trustees, potential Trustees will be asked to sign a declaration regarding their suitability to join the Board.
- Trustees will also be asked to disclose their interests in the Register of Interests that is held by the Company Secretary. The information provided will be maintained in this register in compliance with the Data Protection Act.
- Trustees are asked to keep the information they have registered up to date on an annual basis.

Responsibilities

- Assisted by the Chief Executive, Trustees will formulate and regularly review the organisation's vision, values, policies and long-term strategy.

- Trustees will ensure that the organisation complies with regulatory and statutory requirements and will exercise overall control over the organisation's financial affairs - assisted by the Chief Executive and other professional advisers, as necessary. In addition to compliance with statutory requirements, Trustees have a commitment to the development and implementation of good practice.
- Trustees need to be familiar with and keep under regular review the articles of association of the organisation. Any changes should be made in accordance with constitutional and legal requirements.
- In order to develop a working knowledge of the organisation and to give themselves credibility, Trustees should endeavour to maintain links and keep in touch with the organisation through regular contacts or visits.

Meetings of the Board of Trustees

- Trustees are normally expected to attend four or five meetings a year. Trustees who are members of committees will be required to attend up to four additional meetings for each. Dates for meetings are agreed with Trustees in the preceding year.
- Trustees' attention is drawn to this extract from the Articles of Association:

27.1 A person shall cease to hold office as a trustee if:

 - ...(I) that person is absent without the permission of the trustees:
 - (i) from three or more consecutive meetings of the trustees; or
 - (ii) from more than 50 per cent of the meetings of the trustees in any 12 month period;

and the trustees resolve that his or her office be vacated.
- A set of papers and an agenda is sent out to all Trustees at least five working days before each meeting to allow time for these to be read in advance. Trustees are expected to prepare for and contribute appropriately and effectively to meetings.
- Trustees should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the organisation's best interests.
- Trustees are expected to foresee and avoid any conflict of interest. Where one arises, a Trustee is expected to declare the interest and if the Board requires it, to absent themselves from any discussion or vote taken on the matter. Any transaction under which the Trustee will benefit either directly or indirectly must have proper legal authority.
- Confidential information or material (relating to partners, donors, staff, commercial business, etc.) provided for, or discussed at a Board meeting should remain confidential and within the confines of the Board and should not be discussed outside the Trustee body.
- Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board. This includes clear procedures for the selection, election, training, retirement and, if necessary, removal of Trustees, and to ensure arrangements are followed for recruiting the honorary officers.

Staff

- Trustees are expected to understand, accept and respect the difference in roles between the Board, the Chief Executive and Directors, ensuring that the honorary officers, the Board, the Chief Executive and the Senior Management Team work

effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.

- Policies and strategies agreed by Trustees should be expressed in unambiguous and practical terms, so that the Chief Executive and staff responsible for implementing those policies are clear about what they need to do. Directions given to the Chief Executive and the staff should come from the Board as a whole. The honorary officers or a sub-committee of the Board may be delegated the responsibility for clarifying or interpreting the requirements of the Board on specific issues.
- Trustees should ensure there is a clear understanding of the scope of authority delegated to the Chief Executive.
- Having given the Chief Executive delegated authority, Trustees should be careful - individually and collectively - not to undermine it by word or action.
- Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the Chief Executive and other staff.

A7: Declaration of Interests Policy

In attracting suitable people onto the Board and into Director posts, the National Centre seeks those who have the governance and professional skills required to undertake these roles. Potential Board members and staff may well be drawn from organisations that have similar aims and values or from a similar community of interest. This along with other interests may bring some potential for conflict of interest.

The National Centre aims to uphold the Charity Commission's guidelines on the Responsibilities of Charity Trustees which state that *'Trustees are required to act reasonably and prudently in all matters relating to the charity and need always to bear in mind that their prime concern is the interests of the charity. They cannot let their personal views or prejudices affect their conduct as Trustees'*.

To ensure good governance we have established a Trustee's declaration process and a register of interests. Trustees are expected to:

- sign the Trustees' declaration before joining the board
- register any interests that may impact on their work with the National Centre in the register of interests held by the Company Secretary and update this annually
- declare any potential for conflict of interest that may arise due to the topics under discussion at a Board meeting
- ensure openness and transparency and in the interests of good governance, the UK The Senior Management Team are also expected to declare and register any interests that may have an impact on their work.

Declaration of interests

Before joining the Board, Trustees are requested to sign the Trustee declaration to demonstrate their suitability to join – see Trustee declaration annexed.

In addition Trustees and Senior Managers are expected to declare at a Board meeting any potential conflict of interest that may arise due to the topics under discussion e.g. any financial interest in the outcome of an agenda item, a competing interest or claim to a common donor or membership of an organisation.

Where a conflict of interest is declared at a meeting the Chair of the Board will decide whether this requires the individual to withdraw for the duration of the discussion.

Register of interests

As stated in the Trustee declaration, Trustees are asked to declare any interests that may impact on their work with the National Centre in the Register of Interests held by the Company Secretary. Similarly the Senior Managers are expected to register any interests that might impact on their work. The Register of Interests will be available to Trustees and the Senior Managers' inspection and will be maintained in compliance with the Data Protection Act.

Declared interests may include:

- family or close ties with members of staff or Trustees
- relevant self-employment, directorships, trusteeships or equivalent positions and other appointments or positions of authority
- relevant financial interests

Trustees and Senior Managers will be asked by the Company Secretary to update their entries in the register annually.

The Annual Report of Trustees will include a statement indicating that a Declaration of Interest Procedure is in place and indicating if Trustees have any competing interests.

Gifts

Occasionally Trustees or staff may receive a gift, benefit or an offer of hospitality arising from their position at the National Centre. It is suggested that any item considered to be of a significant value be declared to and recorded by the Company Secretary and the register be available for the Board for review.

The Declaration of Interests Form is available on the [Trustees' Hub](#).

A8: Role of the Board of Trustees

The purpose

The role of the Board of Trustees is to govern the organisation in line with its vision, aims and charitable objectives and to provide overall policy direction.

Trustees are responsible for ensuring legal and statutory requirements of a UK charity in compliance with the Charity Commission guidelines ([Publication CC3 – Responsibilities of Charity Trustees](#)).

Key Accountabilities

- To approve and own the strategic direction for the organisation including its vision, aims and strategies and to guide the National Centre to achieve its aims in the most efficient and effective manner consistent with organisational values and approach.
- To take ultimate responsibility as per the Articles of Association for controlling the management and administration of the charity while delegating management to the Chief Executive.
- To follow the Trustee Code of Conduct.
- To regularly monitor the context and operating environment in which the National Centre works and to address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders.
- To ensure that the organisation functions within the legal and financial requirements of a registered charity – industrial, financial, charitable, health and safety, data protection etc.
- To ensure that the policies, plans and budgets of the organisation are in keeping with its aims.
- To approve strategic plans, budgets, reserves policy and position and authorization limits.
- To ensure that the organisation has the resources, both human and financial, to achieve its aims.
- To approve annual budgets and multi-year budget projections and to monitor progress against these and to ensure that the organisation is managing cash flow and reserves prudently.
- To ensure an ongoing risk assessment and management process is in place across the organisation that is informing policies, procedures and plans and that Trustees are updated on this and advised of any significant changes as they occur.
- To monitor and evaluate the progress of the organisation against its strategic aims, objectives and financial targets.
- To approve annual reports and accounts.
- To ensure that annual audits are carried out across the organisation and reported to the Audit Committee and that reports from this committee are considered by the Board as a whole.
- To ensure that a register of fraud is held and made available to all Trustees and that serious fraud is reported to the Board as a whole and investigated.
- To employ and supervise a Chief Executive and delegate to him/her the management of the organisation.
- To sit on appraisal, recruitment and disciplinary panels as required.
- To provide advice and guidance in subject areas where the Trustee has particular expertise to the Board and Chief Executive where appropriate.
- To ensure that a process for declaring interests is in place.

The Chair of Trustees, supported by the Remuneration & Nominations Committee and the Chief Executive is responsible to ensure that the processes of governance are carried out effectively e.g.

- Trustee selection, induction and review to ensure a mix of governance skills and a diversity of membership
- evaluation of performance of the Board to undertake the duties as described above

- ensuring other sub committees of the Board are constituted appropriately and are effective as necessary for good governance e.g. the Audit Committee and Remuneration & Nominations Committee
- Board meetings are held regularly and minuted

Trustee role description

The role

The following qualities and skills are sought in Trustees. Overall a willingness to work together as part of a Board committed to helping the National Centre achieve its aims is critical.

Essential

- Committed to the vision, mission and values and a way of working that demonstrates this.
- Able to communicate this enthusiasm to others.
- A good understanding and acceptance of the legal duties, liabilities and responsibilities of Trustees and clear on the difference between governance functions and management functions. Previous Board experience is desirable.
- Able to work well as part of a diverse team of Trustees.
- Strong environmental and strategic awareness and experience of high level strategy development.
- A good communicator with excellent leadership and interpersonal skills, able to both empower and challenge supportively.
- Well networked and willing to engage with contacts and/or fulfil an ambassadorial role.
- An understanding of the context in which the National Centre works (and a willingness to learn more).
- Able and willing to devote the necessary time to the role.

Term of office

The term of appointment is for three years. There is a three term limit. Trustees work on a pro bono basis, and are asked to give around 10-15 days a year to the National Centre.

Chair of the Board of Trustees role description

Purpose

- To provide strategic leadership in collaboration with the Chief Executive and the Board of Trustees.
- To inspire the Board, Chief Executive and those within and outside the National Centre through the promotion of the organisation's vision, mission and values.
- To oversee development and delivery of the charitable aims through the strategic plan, as agreed by the Board.

Specific responsibilities

- To undertake the duties of a Board member (see Trustee role description)

- To Chair the Board in particular by:
 - Giving direction to policy and strategic decision making
 - Ensuring that the Board makes clear decisions on strategy, policy, financial stewardship and risk exposure
 - Monitoring the implementation of the Board decisions
 - Planning the annual cycle of meetings with the Chief Executive
- To monitor the performance of the Board, its members, and the Chief Executive.
- To develop the Board and to ensure that members are properly inducted and supported.
- To update and monitor the code of conduct for Board members and the scheme of delegation for the Chief Executive.
- On behalf of the Board to supervise and appraise the Chief Executive and delegate to the Chief Executive the management of the organisation.
- To represent the organisation when appropriate.

Term of office

The term of the Chair is three years. A maximum of three terms can be served. In occasional circumstances this may be extended to ensure continuity.

Chair of the Board of Trustees person specification

- A commitment to the mission, aims and ethos.
- A proven track record of leading a large organisation in the public, voluntary or commercial sectors such as Chair, Chief Executive or Director.
- A good understanding of the social, economic and political context in which we work and a willingness to further develop this understanding.
- Able to effectively Chair a diverse Board of Trustees in governing a complex organisation and commitment to the importance of diversity as part of good governance.
- Understanding and ability to promote effective governance practices in the context of a registered UK charity.
- Excellent networking with a record of achievement and willing to engage with contacts for the benefit of the National Centre.
- Highly credible, a natural communicator and 'people person'. Able to inspire audiences (staff, supporters etc) with clear and compelling messages.
- The ability and willingness to represent the charity and to play an ambassadorial role with policy makers, supporters and others.
- The confidence and ability to provide support to Trustees and to evaluate the performance of the Board.
- The ability to provide supervision and guidance to the Chief Executive and to work collaboratively in developing and implementing the strategy and monitoring performance of the organisation.
- Independence of thought and judgement with a willingness to accept and promote democratically made decisions of the Board irrespective of personal opinion.
- Time and enthusiasm to dedicate to the role of Chair. The commitment to prepare for and attend four full Board meetings each year plus Board sub-committee meetings; to represent the organisation regularly; and to interact with the Chief Executive for

supervisory meetings on a monthly basis and in between as required and to conduct their annual performance review.

- A commitment to the Trustees' code of conduct.

A9: Terms of reference for sub-committees

Terms of reference of the Audit Committee, Finance Committee and Remuneration & Nominations Committees can all be found on the [Trustees' Hub](#).

A10: Role description and person specification for:

Chair of the Audit Committee

Introduction

The term of the Chair is three years. A maximum of two terms can be served. In occasional circumstances this may be extended to ensure continuity. The Board nominates the Chair of the Committee.

Purpose

To chair the Audit Committee in fulfilling its obligations as detailed in the terms of reference for the Audit Committee.

Specific duties

The Chair of Audit Committee is delegated responsibility with the Chief Executive for approving and signing the Audit Engagement Letter.

Person specification

The person specification for the Chair of the Audit Committee includes the essential criteria for all Trustees as well as specific skills relevant for the role.

Essential

- Professional background at director level or in audit or accountancy
- Experience of audit in a large organisation at senior level
- Prepared to make difficult and demanding recommendations to the Board
- Experience of risk management

Chair of the Remunerations & Nominations Committee

Introduction

The term of the Chair is three years. A maximum of two terms can be served. In occasional circumstances this may be extended to ensure continuity.

The Board nominates the Chair of the Committee.

Purpose

To chair the Committee in fulfilling its obligations as detailed in the terms of reference for the Committee.

Person specification

The person specification for the Chair of the Remunerations & Nominations Committee includes the essential criteria for all Trustees as well as specific skills relevant for the role.

Essential

- Understanding of the requirements of good governance in a UK registered charity
- Ability to guide the Committee in the selection and development of the Board of Trustees

Chair of the Finance Committee

Introduction

The term of the Chair is three years. A maximum of two terms can be served. In occasional circumstances this may be extended to ensure continuity.

The Board nominates the Chair of the Committee.

Purpose

To chair the Committee in fulfilling its obligations as detailed in the terms of reference for the Committee.

Person specification

The person specification for the Chair of the Finance Committee includes the essential criteria for all Trustees as well as specific skills relevant for the role.

Essential

- Professional background at director level or in accountancy
- Prepared to make difficult and demanding recommendations to the Board
- Understanding of the requirements of good governance in a UK registered charity
- Ability to guide the Committee in planning for the long term

A11: Scheme of delegation

Scheme of delegation: Board of Trustees to Chief Executive

1. Introduction

This scheme of delegation sets out the authority delegated by the Board of Trustees to the Chief Executive. It refers to the job description of the Chief Executive and addresses a number of areas that require more detailed operational procedures to enable accountable, effective, and efficient leadership and management.

2. Policy framework

2.1 The National Centre for Circus Arts is registered as a company limited by guarantee and a registered charity in England and Wales and abides by the guidelines for the operation of charities.

2.2 The Chief Executive will draw to the attention of the Chair and Board of Trustees any need to update governance procedures to comply with changes to the operating context.

2.3 In consultation with the Board the Chief Executive will develop and implement the strategy for the organisation based on the vision. The strategy will be developed in consultation with the senior management and external stakeholders and is based on the context in which the National Centre operates.

2.4 The Chief Executive will prepare annual and long term plans and budgets, with the senior management, for approval by the Board based on the strategy/strategic plan.

2.5 The Chief Executive will be responsible for reviewing the longer term organisational plans every 12 months to ensure that its objectives, targets and projections remain relevant to the contemporary operating conditions.

2.6 The Chief Executive is responsible for ensuring the organisation is assessing and managing organisational risk on an ongoing basis and reporting the findings to the Board in conjunction with the findings of the Audit Committee.

2.7 The Chief Executive and Director of Finance and Administration will provide regular reports detailing income and expenditure against the approved organisational budget to the Finance Committee and to the Board at the quarterly meetings. Any concerns that arise outside of the reporting schedule will be drawn to the attention of the Chair of Finance Committee.

3. Scheme of delegation

3.1 This scheme of delegation provides the authority to the Chief Executive to manage the plans, budgets, property and staffing resources within this policy framework.

3.2 The Chief Executive is the senior manager of the National Centre and is responsible for advising the Board when it is determining policies and priorities and to ensure that these policies and priorities are implemented effectively.

3.3 As a rule the Board will determine high-level or strategic policies. The Chief Executive has delegated authority to determine everyday policies.

3.4 The Chief Executive operates within policies and priorities agreed by the Board. The Chief Executive has delegated responsibility for the effective and efficient management of the organisation.

4. Finance

4.1 The Chief Executive supported by the Chief Operating Officer and Head of Finance will present to the Finance Committee the long term operational and financial rolling plans and budgets and the annual budget for the coming year along with a risk assessment and statement on reserves.

4.2 The Chief Executive will submit a detailed annual income and expenditure budget to the June Board meeting for the coming financial year based on the approved long term plan and budgets (for approval by the Board of Trustees).

4.3 The Chief Executive is delegated to review and approve quarterly income re-forecasts and six monthly departmental re-forecasts. A quarterly update on financial performance (including income and expenditure, balance sheet, cash flow and reserves information) and six month re-forecasts will be provided to the Board of Trustees by the Chief Executive.

4.4 The Chief Executive is delegated authority to vary the 3 year financial allocations by a total amount not exceeding 10%. Any variation in excess of this must be approved by the Board of Trustees.

4.5 The Chief Executive is delegated authority for expenditure less than £100,000 for single transactions or contracts, if within the approved expenditure budget. For items outside the budget the Chief Executive requires approval of the Chair and another trustee (who shall not be the Chair of Audit or Finance Committee) for any transactions over £50,000.

4.6 The Chief Executive is delegated responsibility for entering into partnership agreements with low risk partners up to £100,000 and high risk partners (as identified on the risk review process and logged on the risk register) up to £50k. If the total of agreements exceeds these bands the Chief Executive requires approval of the Chair and another trustee (who shall not be the Chair of Audit or Finance Committee).

4.7 The Chief Executive is delegated responsibility for entering into lease agreements up to 5 years. Lease agreements in excess of this period require the approval of the Chair of Finance Committee.

4.8 Opening of new bank accounts requires a resolution signed by the Chief Executive and the Chief Operating Officer. Operational responsibility for banking is delegated to the Chief Executive.

4.9 The Chief Executive is delegated responsibility with the Chair of Audit committee for approving and signing the Audit Engagement Letter.

5. Recruitment and management of staff

5.1 The Board of Trustees delegates the approval of the staffing establishment of the National Centre to the Chief Executive.

5.2 The Chief Executive will advise the Board of Trustees of the projected staffing establishment in the long term and annual plans.

5.3 The Chief Executive will report on staffing establishment annually to the Board of Trustees.

5.4 The recruitment of the Chief Executive will be the responsibility of the Board. Support, management and appraisal of the Chief Executive will be the responsibility of the Chair reporting as appropriate to the Board.

5.5 Subject to the policies and procedures detailed in the Staff Handbook, the Chief Executive will be responsible for the guidance, support and supervision of staff.

5.6 Overall pay and rewards policy will be agreed by the Board. The Chief Executive will determine details of its application, except in the case of his/her post when the Board through the Chair will determine its application. The Remunerations & Nominations committee will be consulted by the Chief Executive regarding senior management salaries.

6. Public relations

6.1 The Board delegates to the Chief Executive the role of principal spokesperson for the National Centre. This role will be exercised within the policies and procedures of the organisation. The Board will refer all media enquiries to the Chief Executive except those dealing with the Board and its governance in which case the Chair and another trustee (who shall not be the Chair of Audit or Finance Committee) will also be consulted.

7. Further delegation

7.1 The Chief Executive may, for the efficient management and proper operation of the National Centre, delegate any or all of the responsibilities contained within this scheme to other senior employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility as the most senior manager accountable to the Board.

7.2 A statement of financial delegation is part of the financial procedures and manuals.

8. Reportable events

8.1 The Chief Executive will be expected to ensure that the Internal Auditor reports any irregularity that involves significant risk to the organisation e.g. fraud, deception, mismanagement or misbehaviour that is likely to lead to significant financial loss or liability, loss of life or sickness or any other potential reputational damage to the Chair of the Audit Committee.

8.2 The Chief Executive is also expected to report any irregularity that involves significant risk to the organisation - as described above - to the Chair of the Board. Appropriate reporting will then be made to the Board.

9. Term

9.1 This scheme of delegation will be reviewed regularly to ensure it is relevant to the circumstances of the day.

9.2 The Board at its sole discretion may revoke this scheme of delegation or any part thereof at any time.

Schedule of Reserved Powers for the Board of Trustees

1. Statement of reserved power

1.1 The Scheme of Delegation of Authorities requires a schedule showing decisions reserved for the Board of Trustees. This schedule shall cover principle business activities and functions only.

1.2 In order to carry out its role, the Board of Trustees has determined those matters that it wishes to have referred to it for information and decision making purposes.

2. Strategy, Management and Governance

2.1 To approve and own the strategic direction for the organisation including its vision, aims and strategies and to guide the National Centre to achieve its aims in the most efficient and effective manner consistent with organisational values and approach.

2.2 To take ultimate responsibility as per the Articles of Association for governance and management of the charity whilst delegating operational management to the Chief Executive.

2.3 To approve multi-year plans and budget projections, to monitor progress against these and to approve any material changes (defined as in excess of 10% of 3 year budgets).

2.4 To monitor and evaluate the progress of the organisation against its strategic aims, objectives and financial targets (including cash flow and reserves) by review and analysis of the quarterly reports received from the Chief Executive.

2.5 To maintain oversight of operations ensuring:

- Competent and prudent management
- Sound planning
- An adequate system of internal control
- Adequate accounting and other records
- Compliance with statutory and regulatory obligations

2.6 To ensure that the organisation functions within the legal and financial requirements of a registered charity – industrial, financial, charitable, health and safety, data protection etc.

2.7 To regularly monitor the context and operating environment in which the National Centre works and to address emerging issues that may affect strategy, implementation of plans or reputation with key stakeholders.

2.8 To approve any extension of the National Centre's activities into new business or geographic areas.

2.9 To approve any decisions to cease to operate all or any material part of the business

2.10 To ensure that the organisation has the resources, both human and financial, to achieve its aims.

2.11 To ensure that a process for declaring interests is in place.

2.12 To follow the Trustee code of conduct.

2.13 To receive annual Health and Safety Assessment.

2.14 To approve the reserves policy.

3. Structure and Capital

3.1 To decide on any major changes to the corporate structure.

3.2 To make any decisions on changes to the status as a company or registered charity.

4. Financial Reporting and Controls

4.1 To ensure an ongoing risk assessment and management process is in place across the organisation that is informing policies, procedures and plans and that Trustees are provided with formal updates on this process and the outcomes and advised of any significant changes as they occur.

4.2 To ensure maintenance of a sound system of internal control and risk management including:

- Receiving reports on, and reviewing the effectiveness of, the National Centre's governance, risk and control processes to support its strategy and objectives
- Approving an appropriate statement for inclusion in the annual report
- Receive Audit Committee's recommendation on the review of the external auditor's management letter and the Internal Audit annual assurance report and management responses to the matters raised in these.

4.3 To approve annual reports and accounts.

4.4 To ensure that a register of fraud is held and made available to all trustees and that serious fraud is reported to the Board as a whole and investigated.

4.5 To approve write-off of bad debts or repaid funding in excess of £10,000.

5. Commitments

5.1 To approve contracts which are a material departure from practice strategically and/or are of significant high risk (as identified in the Risk Register) or by reason of size (as per the Scheme of Delegation of Authorities).

5.2 To approve investments outside of those delegated to the Chief Executive in the investments Policy.

6. Board of Trustees' membership and other appointments

6.1 To select a Chair and other honorary officers of the Board of Trustees and ensure adequate succession planning in place for these roles.

6.2 To employ and supervise a Chief Executive and delegate to him/her the management of the organisation.

6.3 The Chair of Trustees, supported by the Remunerations & Nominations Committee and the Chief Executive is responsible to ensure that the processes of governance are carried out effectively e.g.

- Changes to the structure, size and composition of the Board of Trustees
- Trustee selection, induction, review and rotation and ensuring a mix of governance skills and a diversity of membership
- Evaluation of performance of the Board to undertake the duties as described above
- Ensuring other sub committees of the Board are constituted appropriately, have the right membership and Chair and are effective as necessary for good governance
- Board meetings are held regularly and minuted
- Appointment or removal of a company secretary
- Appointment, re-appointment or removal of the external auditors to be put to the members for approval
- Appointments to the boards of any subsidiary companies

6.4. To provide advice and guidance in subject areas where the Trustee has particular expertise to the Board and Chief Executive where appropriate.

7. Communication

7.1 Approval of resolutions and corresponding document to be put forward to Members at the Annual General Meeting.

7.2 The Chair and another trustee (who shall not be the Chair of Audit or Finance Committee) will approve press releases concerning matters relating to the Board of Trustees.

8. Remuneration

8.1 Determining the remuneration policy for the Chief Executive and Senior Management Team.

8.2 Appointment, appraisal, disciplining and dismissal of the Chief Executive.

8.3 Major changes to the pension scheme.

8.4 To sit on appraisal, recruitment and disciplinary panels as required.

8.5 Approving the annual UK cost of living increase.

A12: Trustee induction, travel and expenses

Induction

The National Centre aims to provide Trustees with the induction and support to carry out their role effectively.

On joining the Board a Trustee will be provided with a copy of this Trustees' Manual, given access to the Trustees' Hub online and referred to our website, www.nationalcircus.org.uk which contains a wealth of material about our work.

Trustees may request an informal meeting with the CEO and/or other members of the Senior Management Team to discuss any aspect of the Centre's organisation or work in more depth.

Trustees are also encouraged to take advantage of the materials provided by the Charity Commission on their website and of the various networking and training opportunities provided by the sector.

Expenses

Under charity law Trustees cannot receive any direct or indirect benefit from the National Centre.

However, reasonable expenses incurred as a result of carrying out Trustee responsibilities are not classed as Trustee benefits.

Trustees can be reimbursed reasonable out-of-pocket expenses incurred as a result of attending Board meetings, sub-committee meetings, or in carrying out their duties as requested by the Chair of the Board.

All expenses should be accounted for in a manner consistent with the financial procedures.

Valid reimbursement of expenses includes:

- The reasonable cost of traveling to and from Trustee and sub-committee meetings and on charity business
- The reasonable cost of childcare or dependent care whilst attending Trustee meetings
- The costs of postage and phone calls on charity business
- Communications support e.g. the cost of making documents available in Braille or in another language
- The costs of accommodation and subsistence whilst attending Trustee business

B. Current Trustees

B1. Biographical notes of current Trustees

Alison King (Chair)

Ali is Chief Executive of Turtle Key Arts, a performance arts company that devises and produces original work with a particular emphasis on making art available to all. It has had a huge impact nationally and internationally. Alison has been running Turtle Key Arts for over twenty years. Having originally graduated from Mountview Theatre School, she is currently the Chair of The Independent Theatre Council, a published author on stage management and production, an award winning producer, a university lecturer and regularly gives talks on a range of creative and business topics. Alison is Chair of the Board of Trustees.

Cameron Brookhouse

Cameron is CEO and Co-Founder of Quell, a fitness gaming start-up. Previously, he was a consultant at McKinsey & Company and Head of Business Development at Generation UK, an NGO focussed on fighting youth unemployment. Cameron has been on the NCCA Board of Trustees since 2020.

Kate Cavelle

Kate was previously Director of UK Corporate Citizenship at Deutsche Bank and their Global Head of Education programmes. Kate is now Global Head of Pro Bono & Community Investment at Allen & Overy. Kate Cavelle has served on the National Centre Board of Trustees since 2014 and in addition, Kate is a Trustee of the Wessex Youth Trust and an Ambassador Afrikids.

Sue James

Sue has had over 25 years experience in the media industry, winning numerous Editor of the Year awards for her exceptional expertise in lifestyle magazines. Formerly, Sue was publishing director of the Women's Lifestyle Group within IPC Southbank where her remit covered Essentials, Family Circle and woman&home. Before leaving Time Inc. UK in July 2017 to set up her own media and brand consultancy business, she was editorial director of woman&home for 16 years. Sue joined the Board of Trustees in 2017.

Betsy Lynch

Betsy is a freelance project manager and former Communications Executive previously working for MeadWestvaco, Nickelodeon and Arthur D Little. Her areas of interest include corporate messaging, digital marketing and online safety. She has an avid interest in education, specifically children's literacy, and supports Beanstalk charity in the UK and The Great Books Foundation in the US. Betsy has served on the Board of Trustees since 2017.

Tarun Nagpal

Tarun heads Deutsche Bank's Global Investment Solutions division. He has been responsible for structuring and marketing alternative investment products in Europe, Asia and the Middle East. He has also built Deutsche Bank's alternative investment product suite, including the 'dbalternatives' Hedge Fund Managed Account Platform in the investment bank. Before joining Deutsche Bank, Tarun served as a Lawyer at Linklaters. Tarun has served on the Board for the National Centre of Circus Arts since 2013.

Thomas Nowacki (Chair of Audit Committee)

Thomas is a Chartered Accountant (Fellow) with 19 years of IT auditing and consulting experience. He has spent the last 14 years within Financial Services in Australia, India and the UK, and is currently the Head of IT Audit at UBS. He was a member of the Audit Committee of the Commonwealth Secretariat. He first became involved with the National Centre for Circus Arts in 2012 through a student mentoring programme, and became a Trustee and a member of the Audit Committee in 2013.

Darshak Shah (Chair of Finance Committee)

Darshak Shah is co-founder and Managing Director of Newmedica, a leading NHS ophthalmology provider and the clinical eye care arm of Specsavers. Prior to healthcare, Darshak spent five years with The Boston Consulting Group after reading Economics and Management at Trinity College, Oxford. Darshak joined NCCA as a Trustee in 2019 and is a member of the Finance Committee.

Paul Steggall (Chair of Remuneration & Nominations Committee)

Paul Steggall advises leaders as a sounding board, specialising in leadership, career planning, and succession. He is an expert in the role of the high-performing executive. Clients include those leading businesses in public and private companies alongside entrepreneurs of high growth and innovative ventures. Prior to joining Manchester Square Partners, Paul was the Managing Partner of Carbon, the executive search firm he founded in 2000, where he advised clients on top management appointments for nearly two decades. He has been instrumental in a range of succession planning scenarios, as a trusted adviser to boards and CEOs. Paul has worked across most European countries and many emerging markets.

William Underhill

William Underhill was a solicitor at Slaughter and May until his retirement in 2018, after more than 35 years with the firm, 28 as a partner. He advised UK and international companies on mergers and acquisitions, equity capital markets and corporate governance. He is also a Trustee at St Andrew's Club.

Rachael Williams

Rachael is currently Chief Executive of Streetwise Opera, an arts organisation working with the homeless sector to empower people to realise their creative potential. Prior to this, Rachael was Executive Director & Joint CEO of Park Theatre, Executive Director for theatre company Improbable, and has also worked at the Gate Theatre Notting Hill, English National Opera and Oxfordshire based outdoor theatre company Creation Theatre. Rachael was previously Chair of the Board for Metta Theatre and is currently a Trustee of the Idlewild Trust and The Running Charity. Rachael joined the NCCA Board in 2020.

B2: Trustees' terms of office

Board of Trustees as at April 2022

Office bearers

Name	Role on the Board	Appointed
Alison King	Chair of the Board	Oct 2020
Darshak Shah	Chair of the Finance Committee	Jan 2012
William Underhill	Chair of the Audit Committee	Nov 2019
Paul Steggall	Chair of the Remuneration & Nominations Committee	Oct 2013

Other Trustees

Name	Role on the Board	Appointed
Cameron Brookhouse	Member of Finance Committee	Oct 2020
Kate Cavelle	Member of Remuneration & Nominations Committee	Oct 2014
Sue James	Member of Audit Committee	Apr 2017
Betsy Lynch	Member of Remuneration & Nominations Committee	Apr 2017
Tarun Nagpal	Member of Finance Committee	Oct 2013
Thomas Nowacki	Member of Audit Committee	Oct 2013
Rachael Williams	Member of Finance Committee	Oct 2020

C. Strategic documents

C1. 2022-23 Business Plan

C2. Link to Trustees Report for year ending 31 July 2021

C3: Diversity and equality policy

The National Centre recognises the value of having a diverse group of people involved in the organisation, and wishes to use the differences that people bring with them as a resource in the furthering of our aims and objectives.

We see diversity as the visible and invisible differences between people – such as gender, race, ethnic or national origin, physical ability, sexual orientation, age, social class, language, religion, education and family/marital status – and recognise that these differences can lead to different ways of thinking, behaving, communicating and working.

We believe that these differences enrich the organisation.

We will work to ensure that its Trustees, staff and volunteers have equal opportunities to achieve their full potential in carrying out their activities.

The National Centre will not tolerate:

- any unlawful or unjustifiable acts of discrimination
- any form of harassment on any grounds

Where such discrimination or harassment occurs action will be taken under the Disciplinary Procedure, and may include dismissal for serious offences.

We are committed to developing a programme of action to promote diversity and equality, to monitoring our progress in this area and to sharing this information with staff. This includes promoting an inclusive working environment that is suitable for the effective working of all.

The Chief Executive is responsible for ensuring that this policy is implemented. In keeping with our ethos and principles, it is expected that all staff, Trustees, volunteers and consultants become familiar with the policy and ensure that their language, behaviour and practice are consistent with its requirements.

D. Organisation Chart.

For the most recent Organisation Chart, please see the [Trustees' Hub](#).