

Appendix A
Regional arts council terms of reference

Terms of reference

Regional arts councils support the work of regional offices, and advocate for the arts in England.

Regional arts councils are responsible for delivering and upholding the organisation's mission and objectives in the region.

The role of regional councils is to:

- agree the regional strategy and regional priorities within the context of the national framework
- monitor progress against targets
- inform and contribute to national policy through the regional chair
- advocate for the arts and the work of the Arts Council
- be involved (through the participation of the chair and other council members) in the appointment of the regional executive director.

The specific responsibilities of regional arts councils are attached as annex 1.

Membership

The members of each regional arts council are:

- the Chair – who is also a member of the national Arts Council – appointed by the Secretary of State, other than the London Chair who is appointed by the Mayor of London in accordance with Article 11(2) of the Charter.
- eight members appointed by the national council other than:
 - in the South East region where there are eleven members appointed by national council and;
 - in the London region where there are four members appointed by the Mayor of London and four further members appointed by the national council in accordance with Article 11(2) of the Charter.
- six members nominated by local authorities, regional government or regional development agencies and appointed by the national council (eight in the South East)

All members are non-executive. A policy regarding appointment of regional council members is covered in the handbook.

Regional arts council meetings are chaired by the regional chair (or a delegated nominee).

Schedule of meetings

There will be five meetings in each calendar year.

Meetings are coordinated by the regional executive director's office, and should be aligned with the national corporate calendar.

Agendas and papers

The regional executive director, in consultation with the regional chair, is responsible for planning regional arts council agendas. Those wishing to place items on the agenda should notify the appropriate executive director at least 28 days in advance of the meeting.

Papers for the meeting will normally be mailed seven working days in advance of the meeting.

Exceptional items of business can be raised under any other business.

Quorum

The quorum shall be six (eight in the South East), providing both local authority and appointed members are represented within this number.

Attendance

Any member failing to attend regional council meetings for three consecutive meetings without good reason will be asked to stand down.

Declarations of interest

The Arts Council's standard policy on declarations of interest applies to all members of regional arts councils and to the procedures to be followed at meetings. Any declaration of interest is recorded in the notes of the meeting, the individual should leave the room for the duration of the discussion and that individual's presence is not counted for the purposes of establishing a quorum for that item of business.

Anti-fraud

The Arts Council's standard policy governing anti-fraud procedures applies to all matters referred to regional councils for decision. If any items that fall within the remit of the regional council are identified as potentially fraudulent, the relevant executive director and chair should be notified immediately.

Voting

Voting will be in the basis of one vote for each full member with the chair or delegated nominee holding a casting vote.

Collective responsibility

Members should take collective responsibility for all decisions taken by the regional council.

Records of meetings

Minutes of regional councils are produced by the executive director's office. They are circulated to members within 7 days of the meeting and posted on the website within 5 days of the following meeting, once approved by that meeting.

Urgent decisions

If urgent decisions are required between regular meetings, it is permissible for these to be authorised in writing by members of the regional council, subject to the same quorum as at meetings. This procedure shall only be used with the authority of the regional chair and executive director.

June 2009

Regional arts council terms of reference - Annex 1

Responsibilities of regional councils

Corporate plan

- To approve the three-year regional case for investment, within the strategic direction set down by the national council
- To approve regular funding to regularly funded organisations in receipt of under £800,000 per annum, and to give overall approval to the portfolio of regularly funded organisations in the region. These decisions should reflect policy frameworks. Regional Councils will seek advice in respect of any issues of significance to organisation wide priorities and the Arts Council Plan's strategic framework, and take account of this advice in making their decision.
- To monitor and review progress against the regional case for investment

Business

- To monitor the work of the regional office against nationally agreed priorities and regional cases for investment
- To monitor the progress of the regional office against the Race Equality Scheme
- To monitor the standards of service operated by the regional office and give advice to the executive director on possible improvements
- To receive reports on the work of the national council and the executive board
- To undergo appropriate induction and training on aspects of the council's work
- To be involved (through the participation of the chair and other council members) in the appointment of the regional executive director

Projects

- To support the executive director and his/her team in the delivery of corporate projects
- To agree specific regional strategies, plans and priorities for action
- To support the executive director and his/her team on the delivery of regional strategies, particularly in collaboration with regional cultural consortia, regional development agencies and government offices and similar bodies

Advocacy

- To support the executive director and his/her team in advocating for the arts in England, with a particular focus on their own region
- To advocate for the work of the Arts Council

Advice

- To support the work of the executive director and his/her team by offering specialist advice based on their own knowledge on work of the Arts Council in the region and nationally
- To provide advice and guidance on the Arts Council's partnerships within the region
- To inform and contribute to national policy through the regional chair

Authority

- To recognise the delegated authority of the executive director
- To ensure that, in reaching its decisions, the regional council has taken into account all relevant guidance from the DCMS
- To implement the code of practice for regional council members

Council regulations

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- 17 Changes to the regulations

Legal status

1 Constitution

- 1.1 The Council is established under *Royal Charter (1994)* and the *Supplemental Charter (2002)* (appended to the *Code of practice for council members*, section three).
- 1.2 The membership, management and affairs of the Council are regulated by the Charter, the *Supplemental Charter* and these regulations which may be amended by Council.

2 Membership

- 2.1 The Council comprises:
- The Chair, appointed by the Secretary of State
 - A National Member for London, who also chairs the London Regional Council, appointed by the London Mayor in accordance with article 11 of the Charter
 - A National Member for each of the other Regions, who also chair Regional Councils in that region, appointed by the Secretary of State in accordance with article 11 of the Charter
 - Such other persons ('appointed members') who may be appointed from time to time by the Secretary of State
- 2.2 The total number of members of the Council including the Chair shall not exceed seventeen, or any other number as may be provided in the regulations.
- 2.3 The terms of office and period of appointment of the chairs of the national and regional councils and the appointed members will be determined by the Secretary of State and for the London based Regional Council the Mayor of London in accordance with Article 11.
- 2.4 The Department for Culture, Media and Sport (DCMS) conducts the appointments process on behalf of the Secretary of State.

- 2.5 Council members must agreed to abide by the *Code of practice for council members* (section 3) and the *Policy on declaration of interests, gifts and hospitality* (section 4).

3 Authority and delegation

A framework for delegation of authority within the organisation determines the level at which decisions are made (section 7).

Procedures for meetings

4 Notice of meetings

Notice of a meeting may be given by the Council to any member as follows:

- personally
- by post to their registered address or, if they have no registered address within the United Kingdom, to the address, if any, within the United Kingdom supplied by them to the Council for the purpose of giving notice. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted
- by electronic communication to an address provided by the member. A notice sent by such means shall be deemed to have been delivered 48 hours after the notice was transmitted

5 Quorum and voting

- 5.1 The quorum for meetings of the Council is specified in the Charter as eight, but this may be increased by a change to these regulations.
- 5.2 The Council may act notwithstanding a vacancy in its number or any defect in the appointment of any member.

5.3 Voting at a council meeting will normally be by simple majority vote. In the case of an equality of votes, the chair will have a second or casting vote.

6 Attendance at meetings

6.1 The Secretary of State may appoint any person to be an observer to attend all or any meetings of the Council, or of any committee or advisory body established by the Council.

6.2 The Council may appoint any person to be an observer to attend all or any meetings of the national council or its regional councils, committees or advisory bodies.

6.3 The Chief Executive, as accounting officer, may attend all or any meetings of the national Council, or its regional councils, committees or advisory bodies.

6.4 The Chief Executive shall determine, on behalf of the Council, which members of staff may attend all or any meetings of the national Council, or its regional councils, committees or advisory bodies.

7 Frequency of meetings

7.1 In accordance with its Charter the Council will meet at least five times a year. The Council will determine the dates and time of the meetings.

7.2 The Council is committed to holding some of its meetings outside London.

7.3 A meeting of the Council may consist of a conference between Council members some or all of whom are in different places, provided that each Council member who participates is able:

- to hear each of the other participating Council members addressing the meeting
- to address all of the other participating Council members simultaneously

- whether directly, by conference telephone or any other form of communications equipment or by a combination of those methods

7.4 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Council members required to form a quorum.

7.5 A meeting held in this way is deemed to take place at the place where the largest group of participating Council members is assembled or, if no such group is readily identifiable, at the place from where the chair participates.

8 Records of meetings

8.1 Records of national council meetings, regional council meetings and of any committees or advisory bodies established by the Council will be kept.

8.2 Records of meetings will include:

- the names of all the members present and any apologies for absence
- the names of any other persons present at council meetings
- all resolutions and decisions taken and any declarations of interest reported at the meeting
- all appointments made by the Council
- the establishment of any regional councils, committees or advisory bodies and their terms of reference

8.3 Records of Council meetings will be stored according to the guidelines provided in the archiving policy for the Arts Council.

8.4 Under the terms of the Freedom of Information Act, minutes of Council meetings are published on the Arts Council England website (www.artscouncil.org.uk).

9 Resolutions

9.1 A resolution in writing, signed by all the council members entitled to receive notice of a council meeting, shall be as valid and effectual as if it had been passed at a council meeting duly convened and held, and may consist of several documents in like form each signed by one or more council

members. References to a document being 'signed' include it being approved by letter or facsimile.

- 9.2 A resolution may be transmitted electronically to an electronic address specified by the member and the response must be received from that same specified/authenticated address (together with any security arrangements specified).

Regional councils and other committees

10 Regional councils

- 10.1 In accordance with the Charter, the Council has decided to delegate responsibility for specific matters to regional councils. The details for delegated authority are set out in the levels of financial authority (section 7).
- 10.2 Communication between the national and regional councils would normally be through the chairs of the councils, except where the national or regional councils have agreed that an individual member should act on their behalf.
- 10.3 The main point of contact between the national office and the regional offices on day-to-day matters will be the chief executive and the regional executive directors, assisted by colleagues as appropriate.

11 Membership of regional councils

The regional councils comprise:

- the chair appointed in accordance with section 2 of these regulations
- eight members appointed by the national council, except the South East Regional Council which will have eleven members appointed by the national Council and, four particular members of the London Regional Council will be appointed by the Mayor of London
- six members nominated by local authorities, regional government or regional development agencies and appointed by the national council, except the South East Regional Council which will have eight members

nominated by local authorities, regional government or regional development agencies and appointed by the national Council

12 Reporting and accounting structures for regional councils

In order that it can fulfil its statutory requirements the Council shall determine the reporting, accounting and control structures (including IT systems) used by its regional councils and regional offices. This may be subject to amendment from time to time by the Chief Executive.

13 Committees of the Council

13.1 The Council may by resolution create, or disband committees or advisory bodies of the Council to whom it delegates specific responsibilities or duties as defined in the agreed terms of reference for the committee.

13.2 The terms of reference for any such bodies shall contain details on:

- the appointment of chairs and members
- the quorum
- voting procedures
- frequency of meetings
- attendance at meetings
- specific powers, duties and responsibilities
- reporting procedures

13.3 Records of any such committees will be available to all members of the Council.

13.4 There shall be two standing committees of the Council:

- audit committee
- remuneration committee

Terms of reference are attached (appendixes E & F).

14 Advisory bodies

14.1 The Council may by resolution create, or disband non-executive advisory bodies to the national or regional councils.

- 14.2 Any such advisory body shall have agreed terms of reference, including:
- The appointment of a chair and members
 - The specific responsibilities
 - The reporting procedures

Other matters

15 Use of the seal

- 15.1 The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council and the regulations governing its use.
- 15.2 The Regulations and authorised signatories for this purpose are attached (appendix G).

16 Appointments of Chief Executive and executive directors

- 16.1 The Council will determine the involvement of its members in the selection and appointment processes for its Chief Executive.
- 16.2 The Council reserves the right to nominate members to be involved in the selection and appointment processes for the executive directors of the organisation.

17 Changes to the regulations

The Council may by resolution passed at a meeting of the Council by a majority vote of not less than three quarters of the members present and voting (being an absolute majority of the total number of members of the Council for the time being) add to, amend or revoke any of its regulations as it may deem necessary or convenient for the proper conduct and management of the Council.

January 2009

Council regulations

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12 Reporting and accounting structures for regional councils

In order that it can fulfil its statutory requirements the Council shall determine the reporting, accounting and control structures (including IT systems) used by its regional councils and regional offices. This may be subject to amendment from time to time by the Chief Executive.

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- the quorum
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- frequency of meetings
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- specific powers, duties and responsibilities
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January 2009

Beech, Sarah - NAT

From: Exeter, Sarah - NAT
Sent: 05 November 2009 10:40
To: Davey, Alan - NAT; Beech, Sarah - NAT
Subject: FW: London Chair

Sent to Jeff.

Sarah Exeter
 Head of Governance
 Arts Council England
 Ph [REDACTED]

From: Exeter, Sarah - NAT
Sent: 05 November 2009 10:39
To: 'Jeff.Jacobs [REDACTED]'
Subject: London Chair

Jeff

Alan Davey asked me to forward the basis on which the Chair of Arts Council England normally acts in respect of making temporary arrangements in the case where a full appointment to a Regional Council is vacant for a short period of time – usually while a process is still underway or there is an unexpected absence due to sickness etc.

First, it is clear that Regional Councils are subcommittees of National Council – the Royal Charter states that they are 'Regional Councils of the Council.' They are established by the Council with the approval of the Secretary of State. Arrangements for the appointment of the chair come into play if Council wills that the Regional Council should exist.

The members of Regional Council are given delegated responsibilities and are subject to rules of conduct as decided by National Council and its National Chair.

(1) The terms and conditions of appointment of the chair explicitly state that one of her responsibilities includes *Ensuring that the Council is a successful team and that it provides effective corporate governance, in accordance with best practice* (cited in 'Duties' point 4).

(2) Our Regional Council terms of reference state that the 'Regional arts council meetings are chaired by the regional chair (or a delegated nominee).'

In light of the formal responsibility Liz Forgan holds as described in (1) above, it has been its practice that in cases where the absence of a Regional Chair is known before the meeting and the National Chair is advised, she then delegates a person from the Regional Council to take the Chair.

In cases where the issue is that there is a chair whose term is coming to an end, and an extension of the term of appointment is sought, then those responsible for making the

appointment's agreement is sought.

- (3) The London Mayor and the Secretary of State have the right of full appointment of the chairs of Regional Councils. It does not state in the Charter or in the Legislation that they have any part in temporary internal arrangements that may be needed to keep the business of the Council running normally.

Sarah

Sarah Exeter
Head of Governance
Arts Council England
Ph [REDACTED]