

# Information for Non-Executive Director Candidates for Thrive Audience Development

## Overview of thrive

“Thrive have been a tremendous support throughout the lockdown period, the work they have been carrying out with regards to customer surveys and engagement with venues has been first class and I couldn't recommend more. Thrive have shown complete flexibility and support in their approach to these challenging days for customers and venues.”

We don't often blow our own trumpet at thrive but this feedback from one of the many cultural organisations we work with sums up a lot of what thrive does and why it matters.

We are looking for new non-executive directors to work with the existing Board and staff team to build on our work so far and help the cultural sector meet the huge challenges of Covid recovery. We believe the arts and culture sector is essential to the social and economic recovery of NI and if you believe that too, then please come and help thrive in its next exciting phase.

Thrive helps cultural organisations build relationships – with those who currently engage in what they offer, those who don't and with partners and funders across the sector and beyond. Relationships are built on communications, trust and respect and to ensure you are maximising these you need data, research and insight about who is engaging with you, or not, and why. Once you know more about people's lives and the role of culture in those lives you can develop your cultural offer to ensure relevance, impact and sustainability. Thrive works with around 200 arts, culture and heritage organisations right across NI, and sometimes beyond that, helping them to build and deepen the relationships that ensure they deliver on outcomes that make a difference to people.

Change continues to be the only constant but thrive embraces change and continually strives to improve what we do and how we do it. In 2020 we developed new partnerships that enabled us to provide the cultural sector with the most comprehensive insight into how Covid was affecting audiences including how the increase in cultural content online was being received and its implications for the future of the sector. This insight was instrumental in helping the sector, Arts Council NI and the Department for Communities shape the support funding programmes offered to the sector.

We embarked on a major support programme for the NI heritage sector in partnership with Arts & Business NI and funded by the National Lottery Heritage Fund. We continued to innovate, working with Future Screen NI to find ways of using technology to help the arts and cultural sector reach audiences and we deepened our relationship with Queen's

University Belfast through teaching on the MA in Arts Management and providing placements in a range of disciplines including Mathematics.

Our key funding partners the Arts Council of NI have continued to support thrive recognising the impact it has on the sector and thrive's work in diversifying its funding and earned income streams. Their ongoing support enables thrive to deliver a mix of essential practical support and strategic insight. To find out more go to [www.wewillthrive.co.uk](http://www.wewillthrive.co.uk).

If...

- You are excited by the work thrive delivers and want to know more
- You want to help thrive re-energize the sector through our evolving approach to cultural audience data
- You are up for the challenges and opportunities that Brexit and a post-Covid world are presenting to the role of arts and culture in lives across NI

...then come and join us in 2021 to make a real difference and be part of a strong team.

We are keen to have a more diverse and inclusive Board and particularly welcome applications from people from the d/Deaf and disabled community, ethnic minorities and the LGBTQ+ community.

This is an opportunity for **those with board experience** to join a dynamic organisation; and an opportunity for those **new to boards** to join a team where you will be offered training and support to develop your skills.

We provide full induction for all Board members.

### Overview of the role of Directors/Trustees

Thrive Audience Development is a limited company registered with Companies House and a charity registered with The Charity Commission for Northern Ireland. All members of the Board are trustees for the purposes of charity law as well as directors for the purposes of company law (and, under the Articles of Association, members of the company). All Board members therefore have certain legal, financial and fiduciary duties under company law and also must comply with charity law. A detailed induction will be given for new Board members, but the main duties and responsibilities of both Company Directors and Charity Trustees are given below.

### Duties of Company Directors

- To act within powers under law and as stated in the constitution document.
- To promote the success of the company with regard to:

- the likely consequences of any decision in the long-term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between the members of the company.
- To exercise independent judgment e.g. to decide whether or not to follow independent advice.
- To exercise reasonable care, skill and diligence.
- To avoid conflicts of interest through compliance with the organisation's policy.
- To declare an interest in a proposed transaction or arrangement (direct or indirect).
- Not to accept benefits from third parties in line with the organisation's policy.

#### Requirements of Charity Trustees

- Duty of Care: 'must exercise such care & skill as is reasonable in the circumstances' and 'consider getting external advice on all matters where there may be material risk to the charity'.
- Duty of Compliance: 'act with integrity, ensure charity does not breach rules set out in its governing document, comply with the requirements of relevant legislation' e.g. employment, health and safety, etc.
- Duty of Prudence: 'ensure finances are used appropriately, prudently and lawfully and in accordance with objects'.

The Board currently has 8 members but can have up to 11 and can also co-opt members. The role of the Board and of Board members is outlined below.

#### Role of the Board

The Board is responsible for ensuring that the general direction of Thrive Audience Development is consistent with its charitable aims, and is pursued energetically, creatively and effectively.

The Board is responsible for:

- Ensuring that thrive complies with legislation (including but not limited to charity, company, employment, and health and safety law).
- Ensuring that the purposes, vision, mission and values of the charity remain appropriate and that the requirements for the Charity Commission for NI are satisfied.
- Agreeing the overarching strategy for achieving the mission and taking significant strategic decisions.

- Ensuring adequate resources are in place to deliver the organisation's mission; agreeing the annual budget and any substantive variations in same.
- Satisfying itself that financial control systems, including regular reviews of performance against budget, are in place.
- Approving all policies; keeping these under regular review.
- Ensuring that the welfare (including health and safety), appraisal and good management of staff is in place and is observed.
- Agreeing the organisation's risk strategy, setting out its appetite for, and approach to, risk; assessing the risks associated with activities and practice and ensuring there are appropriate processes in place to manage these.
- Setting performance indicators and evaluating the charity's performance.
- Approval of staffing structure and roles; approving and removing the CEO and - on the recommendation of the CEO - other members of staff.
- Appraising the performance of the CEO at least once each year, and setting objectives.
- Preparing an Annual Report.
- Ensuring that thrive is well represented to external stakeholders, representing the charity as appropriate, in consultation with the CEO.
- Reviewing strategies, policies and procedures in a timely fashion to ensure they remain relevant and fit for purpose.
- Ensuring a high standard of corporate governance is applied; evaluating Board effectiveness and undertaking, as a board and as individuals, training and development activities to further enhance effectiveness.
- Establish committees and working groups.
- Agreeing the delegation of powers to its committees and the CEO.
- Selecting and recruiting new Board members.
- In the event or expectation of dissolution, ensuring that assets are transferred in accordance with the organisation's objects.

#### Role of the Board member

- To prepare for, and contribute to, Board and Committee meetings.
- To question appropriately, but to share responsibility for decisions.
- To be well informed about the organisation's purpose, services and strategies, and its operating environment.
- To challenge and support the CEO.
- To undertake other functions as required e.g. selection panels, complaints panels, and disciplinary appeals.
- To represent the body and speak on its behalf when asked to do so by an authorised person.
- To ensure balance is maintained between strategic and operational management.

- To avoid even the appearance of a conflict of interest, and to disclose any possible conflicts to the Chair immediately.

In 2020 we won a VSB Foundation Leadership and Governance Award sponsored by Volunteer Now and CO3 in recognition of the work thrive has undertaken in strengthening its governance framework and delivery.

## Skills

We are always keen to add skills and experience to the Board. At this time the Board is keen to recruit trustees/directors who have experience in at least one of the following areas:

- Financial management, oversight & interpretation. We are keen to have financial accountancy skills on the Board but experience gained through running a private business and/or overseeing finance within a charity would also be welcomed;
- Experience in the use of data and research;
- Strategic insight and influence within the arts, culture, creative industries or heritage sectors.

The following skills and competencies would also be welcomed:

- Good communication and interpersonal skills;
- Ability to work with other Board members to contribute to the strategic direction of thrive and with the executive staff team to develop the organisation as appropriate;
- Knowledge of governance in the voluntary, public or private sectors;
- Understanding of the role of the Board
- Knowledge of the arts and cultural sector and appreciation of the value of culture in society;
- Experience of non-executive work and an understanding of the boundaries between executive and non-executive responsibilities; and
- Experience of organisational and people management and management of change.

## Personal attributes

- A commitment to carry out the duties of a Board member.
- An enthusiasm for the work of the organisation and an ability to effectively communicate the vision and purpose of the organisation.
- Possession of good professional networks and openness to thrive linking into those networks as appropriate.
- A willingness to deal openly with staff and other Board members about any issue.
- A commitment to be well informed about the work of the organisation and be aware of current issues that might affect it.
- A willingness to act as a champion for the organisation and represent it at external meetings and events.
- The ability to treat sensitive information confidentially.

## Commitment required

- Availability to commence in April 2021 and serve a term of three years.
- Ability to attend Board meetings during the working day (usually 0800-1000). There are approximately seven Board meetings per year.
- Ability to offer the equivalent of approximately 10 days per year, with a degree of flexibility as the need arises, to carry out tasks such as preparation for and follow-up actions arising from Board meetings.
- There are two Board committees (Finance & Risk and Nominations & Remuneration) which you may be asked to serve on. There are currently vacancies on the Finance & Risk Committee and new trustees who join this committee will be required to make an additional time commitment of around 3 days per quarter.
- In addition, the Board will set up adhoc working groups to look at particular areas of work on which you will be asked to volunteer as appropriate.

## Process

The recruitment process will be carried out in an open and transparent way in-line with thrive's Memorandum and Articles and the Nolan Principles of Public Life.

**If you'd like an informal chat about joining the Board, please contact Margaret Henry, CEO on [ceo@wewillthrive.co.uk](mailto:ceo@wewillthrive.co.uk)**

Following receipt of applications, shortlisted individuals will be invited to an interview with members of the Nominations & Remuneration Committee and an independent panel member. This will be an opportunity to ask questions as well as expand on your experience and skills. Please note that we will be operating a blind shortlisting process i.e. any information that could identify an individual will be removed before being sent to the panel for shortlisting. Shortlisting will take place on the basis of the criteria outlined.

There will be the chance to observe a Board meeting prior to joining the Board.

New board members will have an induction process and training will be available according to individual needs.

January 2021