



BOARD PROCEDURES AND PROTOCOLS

Standing on the Shoulders of Giants Theatre Company Board of Directors

1. The Board shall consist of at least three but not more than 10 members.
2. Board members are formally the Directors of Standing on the Shoulders of Giants Theatre Company
3. Board members are also formally the Trustees of Giants Theatre Company as a Charity.
4. To join the Board, each new Board member must be formally proposed and seconded at a Board meeting.
5. Board members may serve until the AGM after the three-year anniversary of their adoption to the Board. At that point they must resign but may immediately stand for re-adoption. Board resignations and re-adoption shall be conducted at the AGM.
6. Board members should attend at least three Board meetings a year, either in person or by live video link. If Board members are unable to attend three consecutive meetings either in person or by video link, then the Chair will discuss with them whether it is appropriate for them to consider continuing as a member of the Board.
7. Board members may resign at any time by a giving formal written notice addressed to the Chair and sent to the Giants Theatre Company's office. Once received, the Freelance Company Manager will remove their names from the next Annual Returns to Companies House and the Charity Commission.
8. Board members may also be asked to help represent the company at Giants Theatre Company organised events to talk about the company to representatives of funders, sponsors, venues and other organisations.
9. **The Chair:** The Board shall have a Chair who will be elected by consensus from the Board members. A new member of the Board may immediately be elected as Chair.
10. The Chair will chair all Board meetings and the AGM. If the Chair is unavailable to attend a meeting then the meeting will elect by consensus a Board member to chair that meeting.

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11. The Chair (or the chair of the meeting) will run a Board meeting following the agenda, and will endeavour to ensure all the business of the agenda is covered within the time planned for the meeting.
12. During general discussions at Board meetings the Chair will endeavour to ensure all present get a fair chance to speak.
13. The Chair may also represent the company at meetings with funders, sponsors, venues and other organisations. Wherever possible the Chair will be given a briefing by the Freelance Company Manager or a member of the Artistic Consultancy Group on the nature and any objectives of such meetings and background on people to be met.

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Board Meetings

1. **Scheduling:** The Board will meet four times a year on the second Monday of the month, usually in March, June, September and December.
2. An agenda and copies of any papers to be presented at the meeting will be sent by Giants Theatre Company's Freelance Company Manager at least five working days in advance of the meeting.
3. The Chair may call an additional Board meeting (ABM) at any appropriate time.
4. The AGM will usually be held at the December meeting. This will be a separate meeting to be held immediately before the Board meeting.
5. **Attendance:** To be quorate, a Board meeting must have a minimum of 3 Board members present.
6. Board members will send their apologies if they are unable to attend a meeting as soon as they know this to the Freelance Company Manager.
7. The Freelance Company Manager will attend each meeting, unless the Chair considers it inappropriate. In this case the Chair will notify the Freelance Company Manager in advance and explain why.
8. **Minutes:** Giants' Freelance Company Manager (or a designated minute-taker) will take minutes at each meeting and circulate these in advance of the next meeting. The minutes will aim to briefly summarise any discussion at the meeting and focus on the key decisions taken, and make clear any action points agreed for individual officers or Board members. Board Members should acknowledge receipt of these minutes and respond to any action points which require their input.

Any amendments or omissions to the minutes are to be presented and agreed at the next Board meeting. The minutes will then be accepted by the Board with any agreed amendments. Major amendments will be included in new set of minutes by the Giants' General Manager and recirculated. Minor amendments will be included as an item in the minutes of the following meeting.

9. Matters arising from the Minutes will be discussed at the start of each meeting. Urgent matters arising may be discussed by phone between the Chair and officers or other Board members if appropriate at the Chair's request. The Freelance Company Manager will circulate by email a summary of key points discussed, agreed and/or action taken.



Recruitment of Board Members

A) Targeted Recruitment of Additional Board Members

At times it may be considered necessary to actively seek additional Board members to ensure the areas of expertise required for the successful running of Giants are represented by the Board. In this case, the following procedures will apply:

1. The existing Board members, in discussion with the Freelance Company Manager, will agree any areas of expertise where representation is lacking.
2. The Freelance Company Manager will present draft advertisements which will then be amended/approved by the Board. These will then be placed to encourage applications from parties interested in becoming a Giants' Board member.
3. The Freelance Company Manager and the Chair, or another designated Board member, will consider the applications and hold meetings with suitable candidates, and agree which candidates Giant's would benefit from having on the Board.
4. The Board will confer through the Chair and decide if they wish to invite the candidate to join the Board. If they do so, the Chair will formally invite the candidate to join the Board as a full member from the next Board meeting.
5. The Chair will explain to the candidate that they are becoming both a Board member of the company and a trustee of the charity.
6. The Freelance Company Manager will inform the rest of the Board and prepare the formal appointment form for Companies House.
7. The candidate will be formally proposed and seconded for adoption onto the Board at the next Board meeting. They will then sign the formal Companies House form.
8. The Freelance Company Manager will send the form to Companies House and inform the Charity Commission of the appointment of a new trustee.



B) Proposed Non-essential Additions to the Board

At times, a Board member or officer may believe a particular individual could make a valuable contribution to the success of Giants by becoming a new Board member. In this case:

1. A Candidate for the Board is suggested at a Board meeting by Board members or an officer with reasons for proposing them.
2. If the Board approves the suggestion, then the person suggesting the candidate or the Chair or the Artistic Director as appropriate will approach the candidate and ask them if they are interested in joining the Giant's Board.
3. If the candidate is interested, the Chair and the Artistic Director plus any other interested Board member shall arrange to informally meet the candidate.
4. If both sides are still interested then the Chair or the Artistic Director will invite the candidate to the next Board meeting as an observer. The candidate will be sent an agenda and papers in advance. At this Board meeting the candidate will be introduced to the other Board members and invited to participate in discussion.
5. After the Board meeting, the Board will confer through the Chair and decide if they wish to invite the candidate to join the Board. If they do so, the Chair will formally invite the candidate to join the Board as a full member from the next Board meeting.
6. The Chair will explain to the candidate that they are becoming both a Board member of the company and a trustee of the charity.
7. The Chair will let the Freelance Company Manager know this who will inform the rest of the Board and prepare the formal appointment form for Companies House.
8. The candidate will be formally proposed and seconded for adoption onto the Board at the next Board meeting. They will then sign the formal Companies House form.
9. The Freelance Company Manager will send the form to Companies House and inform the Charity Commission of the appointment of a new trustee.



Decisions Requiring Urgent Board Approval

1. Decisions requiring urgent Board approval, or issues that can't wait for discussion until the next scheduled Board meeting, are to be discussed by the relevant officer with the Chair and/or a Board member with a special interest in this area of activity.
2. At the Chair's discretion, the Chair will discuss the matter with other Board members directly by phone or email. In exceptional circumstances, a decision may be made by these means.
3. The Chair may decide to call a special Board meeting to discuss this specific matter, either in person or via video call.
4. The Chair will then respond to the officer.
5. If no special meeting is called, the Chair will let the other Board members know of any decision or resolution.
6. The matter will then be discussed and action ratified at the next scheduled Board meeting.



Board Meeting Agenda (Standard Format)

STANDING OF THE SHOULDERS OF GIANTS THEATRE COMPANY BOARD MEETING

Date

Venue tbc

AGENDA

- 1. Welcome and Apologies**
- 2. Election of a chair** for the meeting if the Chair is not present.
- 3. Declaration of pecuniary interests**
- 4. Minutes of the last meeting**
- 5. Matters arising** from the minutes (where this is not already an Agenda item). Any significant changes or omissions will be noted by the Freelance Company Manager (or designated minute-taker) and an addendum circulated with the next minutes.
- 6. Freelance Company Manager's Report:** A verbal report on managerial and administrative aspects of Giants' current or recent activity and developments in known forthcoming activity. A written summary of key points may also be tabled especially where there is significant factual information to be reported and/or considered.
- 7. Other Current Projects:** Other current projects or known forthcoming activity not covered in the above reports. Leaders of these projects may be invited to the meeting to report on them. A written summary of key points may also be tabled especially where there is significant factual information to be reported and/or considered.
- 8. New Initiatives/Projects:** Proposals for new Giants' activity that the Board will not yet be formally aware of will be proposed and described by the relevant officer, including a full explanation of the thinking behind the proposal and of how it furthers Giants' general policies and objectives. These will then be discussed by the Board. The Board will then formally approve all or part of these proposals and/or subject them to targets or criteria they consider appropriate and/or request further specific information be brought to the next meeting or circulated asap. The budget and financial proposals for this new activity will also be presented and explained, or this may be included in the Financial Report.

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9. **Financial Report:** An updated Quarterly Management Income and Expenditure Account combined with the Budget for the remainder of the current financial year will be tabled, and presented by a representative of the financial sub-committee. A copy of this will be sent in advance by post with the Board papers.
At the December and March meetings the proposed budget for the following financial year will also be tabled. Any significant changes or additions will be pointed out and explained. The Board will discuss and approve the figures. The Board may request further explanation or detail. If not immediately available then this will be circulated within 2 weeks of the meeting.
10. **Administration/Office Management:** Any key decisions or changes in policy relating to this that impact on the financial position or external relations of the company should be considered and approved by the board.
11. **Marketing:** Items relating to general marketing/branding of the company and specific marketing of upcoming projects.
12. **Any other Business:** Items, issues, information requests or information to report may be presented here by officers or Board members.
13. **Date of Next Meeting:** The Board will attempt to set a date for the next meeting.