



#FBF696 trading as Norwich OUTPOST

Steering Committee Terms of Reference #FBF696 trading as Norwich Outpost

1. Introduction
2. OUTPOST Steering Committee Purpose
3. OUTPOST Steering Committee Roles
4. Steering Committee relationship to the Board of Trustees



Issue date: 30/05/2020

Review date: 30/05/2021

1. Introduction

This document sets out the terms and conditions for OUTPOST Steering Committee Members, in reference to the Governing Document for #FBF696 dated 9 March 2016 (referred to in this document as 'the Constitution').

Any Steering Committee members will be considered a 'Connected person' to the Charitable incorporated organisation.

2. OUTPOST Steering Committee Purpose:

The purpose of the Steering committee is to assist the Trustee Board in achieving the CIO's charitable objects through the delegated powers as set out in this document under the Steering Committee Roles. The committee reports back to the Trustee Board and is a sub-committee appointed by the Trustees as per the below Structure Map created as part of the CIO application prior to its registration on 9 March 2016.

'Supporting the Arts' CIO

Charity operating as Norwich OUTPOST

Structure map



2.1 Area of Remit:

The remit of the committee is all powers delegated to it by the Board and in following the policies and guidance held by #FBF696 and the Constitution.

2.2 Changes to the terms of reference:

The Terms of Reference may be reviewed by the Board on or before the Review Date at the top of this document and reasonable notice must be given to the Steering Committee of any changes in the powers delegated to the committee by the Trustee Board in accordance with the Constitution.

3. Steering Committee Guidelines

- All new and current committee members must have access to all policies and procedures for #FBF696 and the Constitution for reference.
- Nobody shall be appointed as a member of the Steering Committee who is aged under 18.
- No person shall be entitled to act as a member of the Steering Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Steering Committee a declaration of acceptance and of willingness to act in the trusts of the CIO.
- A new steering committee member may join the committee following a shadowing term, after a majority vote at a steering committee meeting from which the person will become a steering committee member on closure of the meeting.
- No person shall be entitled to remain as a member of the Steering Committee for longer than a period of two whole years; with the exception that a new 18-month term of office commences when an existing committee member takes on the committee position of chair. This may be subject to change; in the scenario where no new steering committee members can be recruited, previous committee members may be invited to serve an additional term of 3-6 months.
- No member of the Steering Committee shall acquire any interest in property belonging to the CIO or receive remuneration or be interested (otherwise than as a member of the Steering Committee) in any contract entered into by the Steering Committee on behalf of #FBF696.
- The Steering Committee must give report to the Board on the #FBF696 volunteer level and membership level on a quarterly basis. 21 days' notice must be given to the Steering Committee by the Board prior to quarterly meetings for these reports.

4. OUTPOST Steering Committee Roles

The Steering Committee is comprised of a number of different positions, these include specific roles which must be in place in order for Norwich Outpost to function effectively as a Charitable Incorporated Organisation (Chair, Secretary and Treasurer) and roles which must be in place for the CIO to function as an organisation, such as Studio Manager and Media / Design. The Chair, and Treasurer of the Steering Committee must also sit on the Board of Trustees and undertake the duties of Board members as laid out in the Constitution.

Other additional responsibilities can be delegated to or shared between committee members, depending upon the number of committee members and shadows. The

Steering Committee must have no less than 3 members at any time. The Steering Committee must also have no more than 8 members at any time (this number excludes trustees sitting on the committee; as per the Structure Map above trustees are automatically members of all sub-committees).

All Steering Committee members are responsible for programming. Steering Committee members take it in turn to operate as 'Point of Contact' for exhibitions and events. All Steering Committee administrative tasks, in relation to OUTPOST artistic activity, can be claimed up to 35 hours per piece of activity in total. Therefore, each committee member working for their agreed share of those hours per activity will invoice for and receive payment for those hours.

To ensure financial controls are in place and as per the CIO governing document, no trustee on the steering committee may be paid if a majority of trustees would benefit from the Administrator or Technician role payments, and no payment may be put through by a committee member for their own work completed in these paid roles. This will total 280 hours for OUTPOST Creative Programme for eight pieces of activity and 315 for OUTPOST Core Programme for nine pieces of activity.

OUTPOST Chair co-ordinates all activity and ensures actions are delivered in a timely manner. Monthly meetings are held in accordance with the Charity constitution and minutes are recorded and are available to all members on request.

Chair (also sits on the Board of Trustees and therefore must be a signatory)

- Compile steering committee agendas (incorporating items submitted by fellow committee) and chair the monthly committee meetings
- Be a central contact – communications point for the steering committee, Trustee Board and all outside agencies (delegating communication responsibilities to fellow committee members as appropriate)
- Liaise with secretary (and other contributing committee members) over the writing of press releases
- With assistance from the Steering Committee where required and with the Board of Trustees produce an annual Trustees report for the AGM and to satisfy the Charity Commission's reporting requirements
- Responsible for sending press releases to local and national press

Treasurer (also sits on the Board of Trustees and therefore must be a signatory)

- Keep monthly accounts of all OUTPOST financial transactions and liaise with the bookkeeper
- Compile and present Finance Report at monthly steering committee meetings and Quarterly Board meetings, and how it relates to the forecast budget
- Set an annual budget in consultation with the steering committee to be approved by the Board

- Manage, pay and record all invoices
- Issue cheques/payments as required
- Oversee recording of petty cash expenditure and donations received
- Liaise with committee member responsible for coordinating invigilation to ensure that all invigilators receive prompt payments
- Liaise with accountants over the preparation of annual statements of account for the Charity Commission's reporting requirements (#FBF696 financial year runs 1 April – 31 March)

Secretary

- Record, set out and distribute minutes and actions from the monthly committee meetings, and undertake the same for Board members from the quarterly Trustee Meetings and any additional meetings held
- Liaise with chair (and other contributing committee members) over the writing of press releases
- Hold responsibility for emailing completed press releases to contacts mailing lists
- Maintain the currency of OUTPOST mail/email mailing lists
- To record and document all visitor numbers to exhibitions and events

Invigilation and Shadows

- Responsible for recruiting and coordinating invigilators for each show
- Responsible for training invigilators to meet expectations of role as outlined in the job description
- Produce briefing document about OUTPOST gallery, studios and current exhibition for invigilators
- Responsible for supplying treasurer with all relevant invigilator details in order that prompt and accurate payments can be made to members
- Oversee daily access (key holding) and briefing arrangements for invigilators during exhibitions in consultation with other committee members
- Composing & distributing a regular newsletter for the membership
- Offer shadowing opportunities for members and invigilators
- Communicate with shadows about opportunities to get involved- meetings, installation schedules, events and offsite activities.

Studios

- To work with the studios administrator to maintain communication with landlord
- To work with the studios administrator to maintain communication with studio holders
- To work with studios administrator to coordinate studio holder meetings twice a year.
- To report on all studio activity to steering committee
- To compile any applications for studios, and present to the steering committee to ensure empty spaces can be reallocated in a timely manner.

- To support with the hanging of the annual studio holders show put on by studio holders

Design and Communication

- Design and produce exhibition flyers in consultation with the exhibiting artist and chair (and other contributing committee members)
- Regularly update OUTPOST website – including prompt posting of the most current press release
- Liaising with chair and other committee members over website content
- Produce, order and organise the collection of window vinyl and other design sundries
- Promote OUTPOST activity on social media platforms including Facebook, Twitter, Instagram.
- Update LinkedIn account and other online advertising.

Membership and Archive

- Responsible for keeping up to date membership database in accordance with GDPR
- Recording new & renewal subscription details and passing individual cheques to the treasurer.
- Sending a welcome email to new members with information on being a member of Norwich Outpost
- Answer membership queries
- Forwarding opportunities to members
- Manage archive of membership materials
- Manage archive of membership material
- Bring new archive submissions to the attention of steering committee

Audience Development, Supporters and Patrons

- To develop and deliver Audience development plan
- To identify potential audiences
- To identify potential partners
- To propose strategies for engagement to the steering committee and if agreed, deliver strategies for audience development
- Responsible for developing and maintaining supporters and patrons' scheme
- Recording new & renewal subscription details and passing individual cheques to the treasurer.
- Responsible for approaching and inviting possible supporters and patrons to OUTPOST

All Steering Committee members are responsible for programming in line with the Charitable Objects, as well as general upkeep of the gallery, and studios. Steering Committee members take it in turns to operate as Point of Contact for exhibitions, residencies and events.

Point of Contact

- To invite artists to exhibit or present their work at OUTPOST
- To liaise with artists to develop installation schedule and confirm all materials, equipment
- To document all spending and to work with the treasurer to ensure all expenditure is within budget
- To arrange transportation of work to and from the gallery
- To conduct an interview with the artist
- To arrange photography of exhibition/event
- To work with Steering Committee member responsible for Editions to commission a new artist edition
- To write to artist for letter of support after event/exhibition

5. Steering Committee relationship to the Board of Trustees

(a) Board members present in Steering Committee meetings:

Board decisions may not be made at a Steering Committee meeting where a quorum of trustees is present. Any matter for decision by Trustees as per the Constitution must be raised for discussion at a Board meeting as per the procedure for Board meetings.

(b) Steering Committee recommendations to the Board:

The Steering Committee may propose recommendations to the Board for approval or raise queries with the Board as and when it sees fit, including if it relates to a power not delegated to the Steering Committee by the Board. The proposals or queries raised will be discussed by the Trustees at the following Board meeting. The following serve as examples of potential queries which may be raised:

- Decisions over major financial and legal matters.
- Approval for major asset purchases
- Queries in relation to policy or guidance documents held by #FBF696
- Any changes to current structure and relations to third parties
- Queries in relation to any other Sub-Committee under the Board of Trustees.
The Steering Committee may recommend a new or amended Sub-Committee to the Board, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Committee would be more conveniently undertaken or carried out by another sub-committee under the Board: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board as per the terms of reference created for that sub-committee.

- Major changes which may impact organisational processes or charitable activity

6. Ceasing Office

A member of the Steering Committee shall cease to hold office if he or she:

- is disqualified from acting as a member of the Steering Committee by virtue of not acting in the trusts of the CIO and the relevant grievance procedure has been undertaken where required as per the policy held by #FBF696.
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- is absent without permission of the Steering Committee from three Steering Committee meetings held within a period of three months, and the Steering Committee resolve that his or her office be vacated; or
- notifies to the Steering Committee a wish to resign (but only if at least three members of the Steering Committee will remain in office when the notice of resignation is to take effect).

7. Meetings and Proceedings of the Steering Committee

- The proceedings of the Steering Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- The chairman shall act as chairman at meetings of the Steering Committee. If the chairman is absent from any meeting, the members of the Steering Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- There shall be a quorum of three members of the Steering Committee present at a meeting, which must include one board member.
- It is expected that the chair, secretary and treasurer will attend all meetings. The committee must be chaired by a Board member.
- The Steering Committee will meet monthly and as and when necessary between these times. A special meeting may be called at any time by the chairman or by any two members of the Steering Committee upon not less than four days' notice being given to the other members of the Steering Committee of the matters to be discussed.
- Every matter shall be determined by a majority vote of the members of the Steering Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

- The Steering Committee shall keep minutes in books, kept for the purpose, of the proceedings at meetings and any deliberations, recommendations and actions.
- Any member of the Steering Committee for the time being who is a solicitor, accountant, or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when requested by the Board to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the members of the Steering Committee benefit under this provision if these members also sit on the Board and are a majority of the Board, and that a member of the Steering Committee who also sits on the Board shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion. Further references set out in the Constitution should be consulted.
- The Steering Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the Constitution. No rule may be made which is inconsistent with these Terms of Reference unless reviewed and agreed by the Board and this document updated.



Review of the Terms of Reference

These Terms of Reference must be reviewed by the Board on or before the date at the top of this document.