

INFORMATION PACK FOR NON-EXECUTIVE DIRECTORS



[Women all in brightly coloured tie-dye t-shirts crouch and sit in various positions on orange seats washed in a pink light. Helen, an older woman is standing both arms raised mid-dance move as the others all watch on smiling and laughing.]

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(please note that the full Terms of Reference are available to download as an appendix)

HOW TO APPLY

DEAR CANDIDATE

Thank you for your interest in joining the Board of the National Theatre of Scotland (NTS).

We're a Theatre Without Walls, have imagination without limits and exist to make extraordinary, relevant theatre by, with and for contemporary Scotland.

As we continue our journey, we are seeking to recruit two Non-Executive Directors from the business world, third sector, cultural sector and beyond who share our passion for theatre and the arts to support our collective responsibility to develop our vision and our people. In this instance, we are specifically looking for individuals with experience and skills in the following areas:

- Experience of HR practice and / or the legal landscape around HR within a thriving workplace.
- Experience of working with young people from diverse backgrounds, encouraging the voice of young people in society, working with more disengaged youth to build confidence, agency and social mobility.

We welcome a diversity of voices around the table, reflecting the audiences and communities we serve. Applications from divergent and collaborative thinkers are welcome, we offer a space in which to speak and be heard. We also encourage applications from candidates of colour, gender diverse people and disabled people.

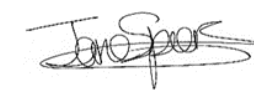
If this is of interest, please read the full Information Pack which contains further information and full details of how to apply.

We look forward to hearing from you.

With best wishes

Jane Spiers

Chair



Jackie Wylie

Artistic Director and CEO



WHO WE ARE

OUR MISSION

To make extraordinary, relevant theatre by, with and for contemporary Scotland.

OUR VALUES

INVENTIVE

We want to innovate around how theatre is made, by whom, and who gets to experience it.

COLLABORATIVE

We recognise our roles as both collaborators and leaders in the culture sector, the richness of collaborative working, and our responsibilities to individuals and companies working across Scotland and around the world.

AMBITIOUS

We want to make a positive difference with everything we do, setting high standards for the work we create. We will make bold choices and seek constantly to evolve and adapt our working practices to meet the needs of artists, audiences and communities.

OUR VISION

To be a 21st Century theatre without walls for everyone, that puts Scotland on the world stage and places culture at the heart of society.

WHY WE DO IT?

We have a renewed and urgent understanding that the live and communal nature of theatre has a particular power to spark joy, make our hearts race and connect us directly with those around us. We believe in the power of stories to bring people together in uncertain times.

WE WANT :

- To create a greater sense of connectedness throughout Scotland.
- To catalyse connections between people from across the country and around the world.
- To make an impact for more people - as communities, audiences and artists – through relevant and representative theatre making.
- To expand those who feel National Theatre Scotland is for them, through the opening-up of safe and welcoming spaces for dialogue.

HOW WE DO IT

- We will take a leadership role in changing the way theatre is made – who makes it, who it is for and how it is defined.
- We will make extraordinary theatre, governed by bold artistic choices, to expand beyond our current audience.
- We aim to become an exemplary cultural institution for current times, growing our international reputation for excellent work and working practices.
- We will represent Scotland on the world stage, forging new international partnerships and ways of working.



[Francis, a tall striking woman stands in front of a red curtain dressed in all black with a microphone in her hand and her arm outstretched as she sings.]

ABOUT NATIONAL THEATRE OF SCOTLAND

GROUND-BREAKING, AWARD-WINNING THEATRE FOR ALL OF SCOTLAND

We were established in 2006 and since then we have pioneered the ‘Theatre Without Walls’ model, demonstrating a commitment to having a presence in every part of Scotland, to perform at all scales and reach all its people.

We create much of our work in partnership. To find out more about who we are, what we do, our creation centre Rockvilla and to read our Business plans and Strategic Reports [click here](#).

To see our current shows and events [click here](#).

WHY DO PEOPLE JOIN OUR BOARD?

I really love theatre, and the work NTS does, Whenever I have met anyone from NTS I found the staff responsive honest and kind. Willing to listen and take on board what you say. I wanted to be part of that and help make NTS even better. I wanted to learn and sometimes reconfirm what affects the theatre and performing world. To offer a voice to those marginalised and excluded groups through my own lived experience of being an Asian visually impaired woman.

Kirin Saeed (Board Member)

NTS was known to me as I have an interest in music and theatre and had attended many NTS performances. Being part of such an amazing organisation was very appealing. Working in my own business I missed working in a team with colleagues and saw board work as an opportunity to work with others listening and sharing different views.

Sheelagh Duffield (Board Member)

I wanted to develop my leadership skills, and to support organisations whose work and values I admire. I’ve served on a number of arts boards, and find it fascinating to be involved in thinking around vision, direction, strategy and teamwork.

Catherine Holden (Board Member)

To see our leadership team, staff and Board members, [click here](#).

[Character Esmé Kingdom is pictured on a climbing frame smiling joyfully throwing feathers into the air in the show *Protest*.]



SUMMARY OF GOVERNANCE STRUCTURE

We are a company limited by guarantee and a registered Scottish charity. We are governed by a Board of Directors.

Our Executive leadership is headed by the Artistic Director and Chief Executive who form the Executive Leadership Team with the Executive Director. They are supported by the Senior Management Team, who have responsibility for all operational matters and decisions. Our Board of Directors ratify all major policy decisions and they have overall responsibility for the organisation’s good governance including overseeing its strategic direction, policy setting, resources, safeguarding its reputation and values, and ensuring its financial wellbeing.

Our Board also has responsibility for appointing new directors who serve for a period of four years. After that, there is the possibility of re-appointment for a further period of up to four years. All new appointments are ratified by Board members at Annual General Meeting. The Board elects the Chair and the Deputy Chair.



BOARD MEETING SCHEDULE

Our Board meets four times a year: in March, June, September and December. We have two sub-committees to support the Board.

The Finance, Risk and Audit Committee meets four times per year and exists to:

- Oversee the external audit process and the internal audit function.
- Review the internal financial and non-financial control environment.
- Review company procedures and systems for risk management.
- Review the ongoing financial performance of the organisation, through consideration of all budgets, forecasts, management accounts and the annual financial statements.
- Ensure the regular review of all financial policies, procedures, protocols and systems.

The People and Performance Committee meets twice a year and exists to:

- Establish the remuneration principles of the company.
- Consider Board membership and composition and establish a proper framework for recruitment.
- Maintain an overview of the Company’s human resource and staff development policies and procedures.

In addition to the above stated meetings, the Finance, Risk and Audit Committee also meets with the external auditors once a year to review the year-end financial accounts.

Both Committees review and approve their respective terms of reference every two years, which is then formally approved at Board meetings.

We follow best practice in terms of corporate governance, embracing the virtues of diversity and equal opportunities in all our business dealings. We acknowledge the need and right of everyone connected with the organisation to be treated with respect and dignity in an environment in which a diversity of backgrounds and experience is valued.

Opposite page: [The set of *Dracula: Mina's Reckoning* a metal gothic structure of platforms and stairs framed by jagged walls along the back that resemble a cliff face.]

THE ROLE:

NON-EXECUTIVE DIRECTOR BOARD MEMBER

Remuneration: The role is voluntary, so there is no salary or payment for being on the Board but expenses for travel may be claimed.

Location: Board meetings take place in Rockvilla, our creation space which is located in Glasgow. We welcome candidates from all over Scotland and beyond and can facilitate online attendance at meetings as required.

Time commitment: We have four Board meetings per year and up to four Committee meetings – depending on the membership of the Committee. Committee membership is not a requirement of Board membership.

Board members are also warmly encouraged to see as much of the company’s work as possible including performances (tickets are provided) and events and to occasionally represent the company at these.

Reporting to: Chair of the Board.

ROLE DESCRIPTION

The role of a Non-Executive Director Board member is to ensure that: The National Theatre of Scotland, as a registered Charity fulfils its duty to its beneficiaries and delivers on its Vision, Mission and Values.

The statutory duties of a Non-Executive Director Board member are:

- To ensure that the company complies with its governing documents - Memorandum and Articles of Association.
- To ensure that the company pursues its objectives as defined in its governing document.
- To ensure that the company applies its resources exclusively in pursuance of its objectives - the company must not spend money on activities which are not included in its own objectives, no matter how ‘charitable’ and ‘worthwhile’ those activities are.
- To contribute actively to the Board’s role in giving firm strategic direction to the company, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
- To safeguard the reputation and values of the company.
- To ensure the effective and efficient operation and administration of the company.
- To ensure the financial stability of the company.

- To protect and manage the property of the company and to ensure the proper investment of the company’s funds.
- To appoint the Chief Executive Officer and monitor their performance.

Together with other Board members to hold the National Theatre of Scotland, as a registered Charity, “in trust” for current and future beneficiaries by:

- Ensuring that the Charity has a clear vision, mission and strategic direction and is focused on achieving these.
- Being responsible for the performance of the Charity and for its “corporate” behaviour; ensuring that the Charity complies with all legal and regulatory requirements.
- Acting as guardians of the Charity’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- Ensuring that the Charity’s governance is of the highest possible standard.

As well as the various statutory duties, any Non-Executive Director Board member should make full use of any specific skills, knowledge or experience to help the Board make good decisions.

[Characters Imogen and Pamela stand in their wrestling capes, mid-fist bump as if preparing to fight, we see we see two other characters Chantelle and Jo in the background promenading against a red and blue backdrop.]



PERSON SPECIFICATION

Individuals are sought who have strong empathy with National Theatre of Scotland, with an understanding of our work and ambitions combined with a portfolio of skills, experience and expertise to complement the talents of the existing Board members, which are detailed in the sections below. At this time, we are seeking people who have:

- Experience of HR practice and/or the legal landscape around HR within a thriving workplace.
- Experience of working with young people from diverse backgrounds, encouraging the voice of young people in society, working with more disengaged youth to build confidence, voice and social mobility.

We are seeking two Board members so not all attributes are necessary for either Board member.

In each of these areas we are interested in people from the business world, third sector or cultural sector.

National Theatre of Scotland believes that in order to make the best possible theatre, it is vital to work with the broadest and most representative range of artists and arts workers and to play to a diverse cross-section of Scottish society, whether that be live or via digital platforms. We are also committed to ensuring that our staff and Board reflect the diversity of Scottish society. We therefore particularly welcome applications from candidates of colour, gender diverse people and disabled people with an interest in the arts, particularly theatre.

All Board members are jointly and severally responsible for the overall governance and strategic direction of the company, its financial health, the probity of its activities and developing the company’s aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines. All Board members, should also be aware of, and understand, their individual and collective responsibilities, and should not be overly reliant on one or more individual Board member in any particular aspect of the governance of the company.

Skills and Experience:

- Sound analytical and problem-solving skills.
- Ability to command respect from, and communicate effectively with, a diverse range of colleagues and stakeholders.
- An understanding of access, inclusion, diversity and equal opportunities issues.
- Experience of working effectively as part of a team, project group or committee.
- Good, independent judgement.
- An ability to think creatively.
- Awareness of risk and the need to balance ambition with sustainability.

Knowledge:

- Knowledge of fundraising, or involvement in other networks of benefit to National Theatre of Scotland.

As Non-Executive Director Board member of a prominent national organisation with charitable status, all Board members should abide by the seven principles of public life, as recommended by the Nolan Committee’s report, “Standards in Public Life”, when carrying out their roles and responsibilities.

These are:

- Selflessness – Holders of public office should act solely in terms of the public interest.
- Integrity – Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- Objectivity – Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- Accountability – Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- Openness – Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- Honesty – Holders of public office should be truthful.
- Leadership – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

TERMS OF REFERENCE SUMMARY

The full Terms of Reference are available [here](#) and will be provided to all Board members on appointment

The National Theatre of Scotland is a Company Limited by Guarantee (SC234270) and is a registered charity in Scotland (SC033377).

The legal framework for Directors is described in the Memorandum and Articles of Association. The Directors of National Theatre of Scotland need to ensure that the Company complies with a raft of legislation relating to corporate law and to charitable operations.

The members of the Board of National Theatre of Scotland are non-executive Directors, whose responsibility it is to appoint an Artistic Director (Chief Executive) and Executive Director and Director of Finance and Administration to manage the National Theatre of Scotland and deliver the Board's policies.

The Board is the ultimate decision-making body and is responsible for the general control and governance of National Theatre of Scotland as a whole.

All Board members are Directors of a prominent national organisation with charitable status and, in carrying out their roles and responsibilities, should abide by the seven principles of public life, as recommended by the Nolan Committee's report, "Standards in Public Life" as above.

We expect all Board members to exercise a duty of skill and care, to act in good faith, to exercise the powers and duties of office honestly and for proper purposes in the best interests of the National Theatre of Scotland, avoiding any action that would conflict with the National Theatre of Scotland's interests or might bring National Theatre of Scotland into disrepute.

Board members are appointed for a first term of four years from the date of the AGM following their appointment followed by a final term (if re-elected) of four years from the date of the re-appointment.

HOW TO APPLY

Please apply with CV and covering letter to Kathy Khorrami, PA to the Board
Kathy.Khorrami@nationaltheatrescotland.com by **5pm on Friday 3 May**.



Photography Credits

Font cover: *Thrown* featuring Adiza Shardow, Chloe-Ann Tylor, Efè Agwele and Maureen Carr, photography by Julie Howden.

Page 2: Rockvillia for COP26. Photography by Colin Templeton.

Page 3-4: *Kidnapped* featuring Kim Ismay, photography by Mihaela Bodlovic.

Page 6: *Protest* at Northern Stage. Photo by Oluwatosin Daniju.

Page 7: *Dracula: Mina's Reckoning*. Photography by Mihaela Bodlovic.

Page 10: *Thrown* featuring Adiza Shardow, Lesley Hart, Efè Agwele and Chloe-Ann Tylor, photography by Julie Howden.