

Terms of Reference

1. Board of Trustees

Purpose of the Board:

The Purpose of the Board is to guide the Executive of The Story Museum (TSM) in the delivery of their strategic vision in accordance with the charitable objects as set out in the Memorandum and Articles dated May 2003 and to ensure that the Story Museum fulfils all its fiduciary and statutory duties in accordance with its registered charitable status and its own governance.

Duties of the Board:

The Board will discharge its duties according to TSM's Memorandum and Articles. In particular:

Membership:

- Board Membership comprises a minimum of 3 and maximum of 14 Trustees who are appointed by the members of TSM in accordance with the Articles of Association (the Articles).
- Appointment of the Chairman and Deputy Chair is led by an ad-hoc Nominations group to be created for the purpose by the Board.
- Trustees shall represent a range of skills and experiences considered to be core to the purpose of the Board, these core skills to be reviewed regularly by the Chairman.
- It is an aim of TSM that the Board be representative of our diverse communities and stakeholders.
- Trustees shall serve an initial term of three years and can be re-elected at the end of the three year term, but cannot serve more than three terms without a break of three years. Formal and re-election to take place at the AGM.
- Board Membership is accepted on a voluntary basis with no remuneration due for fulfilment of the role. Reasonable expenses may be claimed according to TSM expenses policy.
- A Trustee's term of office may be terminated in the circumstances set out in the Articles.

Roles:

The following roles shall be fulfilled by members of the Board:

The Chairman of the Board will

- Lead Board meetings including agreeing the agenda and chairing the meetings effectively, ensuring that all members are enabled to contribute;
- Ensure the Board functions at a high standard and maintains the requisite skills and experiences to discharge their responsibilities effectively;
- Represent the Board in its capacity as shareholder of The Story Museum Trading Ltd.

Senior Independent Director will

- Deputise for the Chairman in discharging the Chairman's duties when necessary or at the request of the Chairman.
- Conduct annual reviews of the Chairman
- Chair Nominations Committee

Committees and Chairs of committees may, in accordance with the Articles, be identified and set up as needed, and will operate according to the standard terms as well as their specifically outlined duties.

There shall be a Company Secretary who is not a member of the Board but who will attend the meetings and be available to offer advice and guidance on Board matters as requested by the Chairman or the Executive

Terms of Reference for the Finance and Estates Committee, the General Purposes Committee and the Nominations Committee are appended to these Terms.

Information & Confidentiality:

- Board papers will be circulated electronically (unless specifically requested otherwise) at least 5 days in advance of a Board meeting date.
- Trustees are expected to have prepared for the meeting by reading all materials.
- Information shared with Trustees in the course of fulfilling their duties will remain confidential unless sharing of such information is necessary for the fulfilment of a specific responsibility or at the particular instruction of the Chairman or Executive.
- The Trustees must keep proper records of all general meetings, meetings of the Trustees, and meetings and reports of committees, as required by Article 15.2 of the Articles.

2. Standard Terms of Reference for all Committees

Purpose of the committees:

The Board may delegate particular authority to committees which are created to assist and advise the Board on specialist areas and which are subject to the following standard terms of reference as well as specific responsibilities relating to their delegated area of business.

Duties of the committees:

1. To uphold the aims and objectives of TSM as laid out in the Memorandum and Articles of Association.
2. To act in accordance with the terms of reference specified by the Board.

Membership:

Each committee:

3. Shall have no fewer than 4 and no more than 6 members.
4. Shall include at least 2 members of the Board, whose specific skills and expertise are aligned with the purpose of the committee.
5. May include co-opted members whose skills and experience are required by the committee and are not represented amongst existing members of the Board. Co-opted members are invited to join the committee by the Chairman of the Board in consultation with the Directors of TSM, and must have their membership approved by the Board.
6. Shall have members appointed to serve an initial 3 year term with the potential to extend for a further term of 3 years to a maximum of 6 years provided the individual still meets the criteria for membership of the committee as specified by the Board from time to time; terms of committee membership will be aligned with Board terms where relevant.

7. Shall have a committee Chair, appointed by the Chairman of the Board, who leads committee meetings and works with TSM's Directors and senior staff as necessary to fulfil the duties of the committee. Unless agreed otherwise by the Board the Chair of the committee (or, where there are co-Chairs, one of them) shall be a member of the Board.

Meetings

8. Committee members shall attend committee meetings as requested by the Chair, with notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers to be forwarded to each member of the committee and any other person required to attend, no later than 5 working days before the date of the meeting.
9. Each committee shall meet at least 4 times a year and at other times as required.
10. If the Board has delegated authority to the committee to make decisions, such decisions shall be made by simple majority with only members of the committee being entitled to vote; in the event of an equality of votes, the committee Chair (or, where there are co-chairs, the co-chair who is also a member of the Board) shall have the deciding vote.
11. Each meeting shall be attended by TSM CEO and other relevant senior staff *ex officio*.
12. Each meeting shall be quorate with 2 members present, one of which must be the Chair of the committee. If the Chair of the Committee is not a member of the Board then the Chair of the committee and a member of the Board must be present for the meeting to be quorate.
13. Each meeting shall discuss matters of policy and procedure either at the request of the Board or arising as part of the normal business of the committee.
14. The committee Chair will be responsible for ensuring that the meetings are minuted and circulated promptly to all members of the committee and, once agreed, to all members of the Board.
15. Members of the Board may choose to attend committee meetings for information and interest but must inform the Chair of the committee of their intention.

Accountability & Reporting

16. Each committee shall highlight any decisions or recommendations to the Board via circulation of the committee meeting minutes and a verbal report by the committee Chair at the subsequent Board meeting.
17. The committee's duties shall be reviewed by the Board and may be revised from time to time by the Board.
18. Each committee may be authorised by the Board to seek any information it requires from any employee of TSM in order to perform its duties.
19. The Chair of the committee shall ensure that all new committee members complete an induction into the work and objectives of TSM and take opportunities to engage with the activities of the Museum so as to remain well briefed, able to advocate for TSM and fulfil their duties as well as possible.

Confidentiality, data protection and other obligations

20. The committee and each of its members shall comply with the TSM policies and protocols on confidentiality, data protection & privacy.

3. General Purposes Committee [revised 9 June 2022]

Purpose of the committee:

The General Purposes Committee is a committee to oversee the running of the Board and its meetings including related processes, e.g., executive appointments, reviewing significant strategies in draft.

Standing Agenda:

- i) Running through detail of forthcoming board meeting, reviewing draft papers if available,
- ii) Running through indicative agenda for next board meeting, agreeing agenda and papers to commission
- iii) AOB

Chair:

The Chair of the GPC will:

- Lead meetings including agreeing the agenda and chairing the meetings effectively, ensuring that all members are enabled to contribute; ensuring the discussion, outcomes and arising actions are noted;
- Ensure the committee functions at a high standard and maintains the requisite skills and experience to discharge its responsibilities effectively.

Membership:

The GPC will be chaired by the Chair of the Board and shall contain other Chairs of Board Committees and members of the Board.

Meetings:

The GPC will meet quarterly in advance of each Board meeting.

4. Finance and Estates Committee [revised 9 June 2020]

Purpose of the committee:

The Finance & Estates Committee is a committee of the Board. Its purpose is to assist and advise the Board in:

- fulfilling its fiduciary duties and having an adequate and effective system for financial oversight
- ensuring that there is effective and efficient management and maintenance of the Museum buildings and its estate.
- complying fully with all applicable current legislation and regulations, most particularly Charity Law, the requirements of the Charity Commission and of Companies House (at all times in accordance with the provisions of the Articles), and all requirements relating to health and safety and data privacy.
- the identification and management of strategic and operational risks.
- ensuring the adequacy and effectiveness of the external audit and the internal control framework.

The Committee is also available to guide and support the Executive in matters of financial planning and management, and its system of financial controls.

Membership:

The Finance & Estates Committee will be chaired by a member of the Board and shall contain at least three other members of the Board. Additional members with the relevant skills, experiences and attributes may be co-opted subject to approval by the Board.

Chair:

The Chair of the committee will:

- Lead Finance & Estate Committee meetings including agreeing the agenda in advance and chairing the meetings effectively, ensuring that all members are enabled to contribute; ensuring the discussion, outcomes and arising actions are noted.
- Ensure the committee functions at a high standard and maintains the requisite skills and experience to discharge its responsibilities effectively.

Key Responsibilities:

The Board delegates authority to the Finance & Estates Committee to provide scrutiny, decisions and recommendations as follows:

i) Financial Oversight

- to scrutinise, agree and recommend the detailed draft Annual Operating Budget for approval by the Board.
- to scrutinise and comment on Management Accounts, recommending any actions required
- to ensure that adequate financial regulations and an adequate and effective system of financial control are in place and that they are understood and complied with by staff and others as appropriate.
- to ensure that accounting procedures are carried out effectively in accordance with Company and Charity accounting rules and agreed best practice.
- to ensure that clear-delegated levels of authority for financial expenditure are in place and

adhered to and that these are reviewed from time to time with any changes recommended to the Board.

- to monitor outstanding charges and debtors
- to provide the Board with assurance that the financial resources of TSM are sufficient to meet its present and future needs.

ii) Annual Report and Accounts

- to receive and consider the draft Annual Report and Accounts for recommendation to the Board.
- to discuss the draft Annual Report and Accounts with the Company's External Auditors.
- to consider any points raised by the Auditors and ensure that recommendations are implemented.

iii) Appointment of Auditors

- to oversee the tender and selection process for External Auditors on a maximum three yearly basis with a view to getting best value for money and appropriate specialist expertise.
- to recommend the appointment / reappointment of External Auditors to the AGM.

iv) Internal Controls & Corporate Governance

- to ensure that a Declarations of Interest Policy and a Declarations of Gifts and Hospitality Policy is in place for the Trustees and that a register for each is kept and regularly updated.
- to ensure that fundraising policies and procedures are in place around prospects and donor records, data protection, gift acceptance and acknowledgment and ethics.
- to ensure that Trustees and staff adhere to procedures that will help achieve best corporate governance practice.
- to review the reserves policy and make recommendation for changes as required to ensure on-going compliance with existing charity guidance.

v) Estates and Buildings Oversight

The Finance & Estates Committee is additionally authorised by the Board to advise on the management and maintenance of the buildings, and the estate, including:

- to scrutinise and oversee the delivery of an annual programme of maintenance and repair works
- to scrutinise and comment on the prioritisation of works
- to oversee the policy on procurement
- to review and scrutinise expenditure budgets in relation to building works
- to ensure that adequate policies and processes are in place to ensure compliance with planning, Conservation, health and safety and other statutory matters relating to the buildings and the estate
- to consider an annual survey of buildings (minor)
- to consider a 5 year detailed survey of buildings (major)
- to consider buildings-related health and safety check and action
- to monitor leases and property rents
- to consider any other building matter referred to the committee by the Board from time to time.

Additional responsibilities:

The Board may invite the Finance & Estates Committee to further advise and to provide recommendations in relation to:

Remuneration

- the systems for Staff Reward and Remuneration, Performance Review and Professional Development, including implications for budgets/financial planning
- the reward, remuneration and performance review of the Executive on an annual basis

Risk Management

- the Board-approved Risk Register, monitoring it and ensuring it is fit for purpose and with effective controlling and mitigating strategies, and referring any particular issues to the Board for further discussion and decision.
- contracts / tenders where there is a potential for additional risks to ensure all legislation is adhered to.

Health and Safety

- Health and Safety policies and procedures which shall be reviewed by the committee on an annual basis and the committee shall refer any areas of particular concern to the Board for further discussion.
- Reports of any significant Health and Safety issues or incidents and the action taken which reports shall be provided to the committee on a regular basis.

Sustainability

- to promote, review and provide assurance over measures to improve the charity's sustainability and reduce its carbon footprint

Items reserved for the Board:

Unless the Board specifically delegates authority, the following items are reserved to the Board:

- Appointment of the Auditors
- Approval of remuneration
- Approval of H&S and risk policies and procedures
- Approval of the annual budget and the ongoing financial model
- Approval of any unplanned expenditure above an agreed qualifying level
- Approval of the annual programme of maintenance and repair works

The Finance & Estates Committee must not:

- Make or sign any contract, or variations to any contract, on behalf of Executive
- Take any step to enforce any third party contractual obligation or deal with any dispute or potential dispute with any third party unless invited by the Executive
- Make any substantive change to the Management & Maintenance plan without the direct request of the Executive and approval from the Board
- Appoint employees or consultants
- Incur any cost or other liability on behalf of TSM
- Engage in public relations or announcements regarding TSM projects or any other Museum business.

5. Nominations Committee [adopted 15 December 2022]

Purpose:

The Nominations Committee is a committee to oversee Trustee nominations, appointments appraisal and re-appointment.

Membership:

The membership shall be the same as that of the General Purposes Committee plus two other Trustees.

Chair:

The Chair shall be a person other than the Chair of the Board and be elected by Board members from time to time.

Duties:

- i. To keep under active review the anticipated appointments, retirements and vacancies;
- ii. To identify potential Trustees for consideration by the Board;
- iii. To assess the suitability of potential candidates and draw up a shortlist for further consideration;
- iv. In conjunction with the CEO and Chair of the Board, to arrange for interviews with and visits by shortlisted candidates.

[Explanatory note: Subsequent stages in the appointments process are mainly the responsibility of the Chair of the Board and the Board as a whole]

- v. To keep under active review the skills represented by Board members and to identify areas requiring adjustment, including a biennial evaluation process for individual Trustees and the Board as a whole
- vi. To make recommendations to the Board about the formal appointment and re-appointment of Trustees according to the agreed priorities of the Board and having first agreed this with those concerned;

[Explanatory note: Upon confirmation by the Board, these appointments are then submitted to the members at the AGM for ratification].

- vii. To bear in mind, when making recommendations, the Board's expectation that in the interests of maintaining the balance between continuity and renewal in the Board's membership, the Committee will make a recommendation that at Trustee should be nominated for a third term under Article 12.4.2 only (i) in order to retain specific skill sets which a Trustee may bring to the Board, or (ii) to meet the strategic priorities of the Museum.

6. Members

Pursuant to Article 14.6 the Trustees have made the following Regulations:

Classes of membership [adopted 16 December 2021, revised 9 June 2022]

In accordance with Article 10.4 the Trustees have determined that there shall be two classes of Members of The Story Museum:

(1) Ordinary members, appointed under the provisions of Article 10.3 of the Articles of Association of 14 September 2017 as amended from time to time;

(2) Members *ex officio*, who shall be, for the duration of their tenure of the office:

- The Chair of the Board of Trustees;
- The Honorary Company Secretary.