# Board and Committees 2026-27
# Membership and Terms of Reference

**Main Board**
4 times a year, held on a Wednesday, 16.00–18.00 (in person in Birmingham)

Attended by Chair of BMT, Trustees, BMT Officers and external Observers

**Terms of Reference:**

The Board of Trustees have ultimate responsibility for directing the affairs of Birmingham Museums Trust (*the Trust*), for ensuring that it is solvent and well managed and for ensuring that it delivers the charitable outcomes referred in the *Articles of Association of Birmingham Museums Trust*.

**The Trustees have responsibility for:**

- ensuring compliance with the objects, purposes and values of the Trust and with its Memorandum and Articles.
- setting or approving policies, plans and budgets to achieve the objectives of the Trust and monitoring performance against them.
- ensuring the solvency, financial strength and good performance of the Trust.
- accountability to funders.
- recruitment of the CEO and recommendations as to new Trustees.
- obtaining legal or independent professional advice where appropriate.
- ensuring that the Trust complies with all relevant laws and regulations and with the requirements of the Charity Commission.
- setting and maintaining a framework of delegation and internal control.
- agreeing or ratifying all policies or decisions on matters which may create significant risk for the Trust, financial or otherwise.
- developing or have an understanding and empathy with the demographics and communities that make up the Birmingham City region.
- through the work of the Trust demonstrate a commitment to Birmingham's Cultural aspirations, and an interest in the role that Culture has to play in the City's economic and social wellbeing.
- demonstrating a commitment to Birmingham's collections and their care, curation, conservation and presentation to the public.
- demonstrating an interest in education, in the broadest sense, to ensure it is in evidence through the work of the Trust.
- upholding the principles set out in the Museums Association Code of Ethics.
- demonstrating an understanding of the change agenda that will allow Birmingham Museums Trust to develop access to new sources of funding and new ways of working.

**In addition, it should be noted that:**

- the Board of Trustees must ensure that the Trust's vision, mission and activities remain true to its objectives.
- all Trustees may from time-to-time assist, support and sometimes lead in fundraising initiatives that have been approved by the Board;
- Trustees are bound by an overriding duty, individually and as a Board, to act at all times reasonably and in the best interests of the Trust.
- Trustees must declare conflicts of interest and absent themselves from discussions where they may arise. They must seek approval from the Board to the existence of conflicts of interest arising from conflicts of loyalty.
- all Trustees are equally responsible in law for the Board's actions and decisions and have equal status as Trustees.
- regardless of how a Trustees may have been appointed, all Trustees must act personally, and not merely as the representative of some other body.
- Trustees should focus on the strategic direction of the Trust and should not seek to become directly involved in the day-to-day operation of the Trust or in matters which have been delegated to employees of the Trust.
- it is the role of the Co-CEOs of the Trust to provide an effective link between the Trustees and the employees of the Trust. Equally, Trustees are entitled to hold employees to account through the Co-CEOs.

**Trading Directors and Board of Birmingham Museums Trading Ltd**
4 times a year

Attendees: Directors of Birmingham Museums Trading Limited, Chair of Birmingham Museums Trust and BMT Officers

**Terms of Reference:**

(a) Review and advise on all areas of the Trust's activities to maximise revenue generation

(b) Generate or develop at least one major new commercially driven project idea per year.

(c) Make recommendations on the Trading Company budget and to recommend the budget to the Board.
(d) Advise on emerging trends and best practice.

(e) Scrutinise commercial performance across the Trust.

**Finance and Risk Committee**
4 times a year

Attended by: Chair of Birmingham Museums Trust, nominated Trustees, co-opted Directors, BMT Officers.

**Terms of Reference:**

**Introduction**

These summary terms of reference govern the procedures and conduct of Birmingham Museums Trust (BMT) Finance and Risk Committee (from here on known as "FAR")

**Key Duties**

FAR will report to the Board of Trustees and:

- Act as a sounding board and source of advice to the Co-Chief Executive Officers and Director of Finance on major areas of change and development
- Review and comment upon management accounts and financial forecasts
- Consider the major financial implications of proposals for major new strategic developments or initiatives
- Review BMT's financial policies, including its financial reserves policy, and commenting upon proposed changes before making recommendations to the Board
- Assist the Board identify the organisation's major risks and developing appropriate approaches to risk management. This will include periodic reviews of the BMT's insurance cover
- Be responsible for reviewing:
    - Internal audit
    - Financial reporting – annual financial statements

  - External audit
  - Compliance with laws and regulations
- The Committee will also encompass the role of an Investment Committee. The Agenda, papers and minutes will clearly identify the capacity in which the Committee is operating.

**Authority and delegated powers**

The BMT Board authorise FAR, within the scope of its responsibilities, to:

- seek any information it requires from:
  - any employee or director (and all such employees and directors will be directed to co-operate with any request made by the Committee).
  - external parties.
- obtain outside legal or other professional advice.
- ensure the attendance of BMT management at meetings as appropriate.

The FAR has NO delegated powers from the BMT Board to authorise or mandate decisions – it is a recommendation and review body only.

**Organisation**

Membership

FAR shall consist of not less than three and no more than six members.

Up to 3 independent members, who will not be Trustees of BMT may be Co-opted to FAR, in particularly to diversify and add to the skills of FAC as well as potentially provide for succession planning purposes for FAR. The membership of FAR shall be published in BMT's annual report.

The chair of FAR will be nominated by the Board from amongst the Trustees. The chair of FAR will, ideally, have recent financial experience or qualifications.

A quorum for any meeting will be two Trustees.

The secretary will be appointed by the Chair of FAR.

**Committee meetings**

FAR may invite such other persons to its meetings as it deems necessary.

Any Trustee may attend the FAR meetings should they wish to do so, although they will only be classed as observers for the purpose of the meetings.

The internal and external auditors should be invited to attend meetings of FAR and to make presentations as appropriate.

There will be a minimum of 4 meetings of FAR each year (one of which will typically focus on the budget prepared for the following year only). Special meetings may be convened as required.

**Voting arrangements**

Each member of FAR shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of FAR.

**Reporting responsibilities**

FAR will regularly update the Board about its activities (and circulate minutes of meetings of the Committee to all members of the Board) and make appropriate recommendations; and report annually on the work of FAR.

**Estates Committee (formerly Development Committee)**
4 times a year

Attended by: Chair of Birmingham Museums Trust, nominated Trustees, BMT Officers

**Terms of Reference:**

- To assist the Board with the management of the Trust's existing property interests and its strategy for the use of land and property within its current estate.

- To assist the Board with proposals for the development or use any new accommodation for operational, storage or administrative purposes associated with the work of the Trust, either independently or in collaboration with any other party.

- To support the Board in fulfilling its responsibilities for ensuring that all property transactions (acquisitions by lease/freehold/contract management agreement or disposals either long leasehold or freehold) are in accordance with the Trust's constitution and legal powers.

- To ensure that there is a formal, rigorous and transparent approval process for any Capital Project relating to the development or occupation of land or property associated with the work of the Trust. This will include assessing any proposed activity or transactions, whether this relates to a matter coming to the Committee for approval or whether it concerns recommendations from the Committee to the Board.

- All approvals or recommendations made by the Committee are to be made with the benefit of full and up to date financial information and ensuring that the impact of any transaction upon the Trust's general financial position is taken into consideration.

- Proposals initially reviewed and approved by the Committee but then subject to material amendment since approval in principle, will, as appropriate, be subject to a re-evaluation assessment process.

- Any proposals for consideration that are recommended to the Board for approval will be assessed in accordance with the Trust's charitable status and operational capability.