MATA Regal Theatre Company Ltd (registered charity)

'Governance Review Group'
(Task Group) Sub Committee - Terms of Reference
Ratified at the Board meeting of 10th October 2021

PURPOSE:
To review the quality of the governance structure within and of The MATA Regal Theatre Company Limited to ensure that it is:

- Fit for purpose to support the charity for the future
- Has a process in place to ensure it remains current and up to date in line with the development of the charity
- Has procedures in place to ensure the appropriate frequency of the meeting of the board and the sub-committees takes place
- Is a structure of governance that would stand up to both internal and external scrutiny

This sub-committee is a 'Task Group' as described by the existing Standing Orders. This means that it will be in existence only to achieve the task it has been given. Once that is complete the sub-committee it will disband. As per the standing orders this sub-committee will follow the main standing orders in their operation. The 'Governance Review Group' has no executive power and may only make recommendations to the board. It has no budget and therefore any expenditure would have to be authorised by the board.

COMPOSITION:

- No more than 8 people including the Sub-Committee Chair
- A board member as the sub-committee chair – appointed by the board
- At least 2 other board members and 3 other members taken from either the board or the committee, being representative of the whole organisation and being appointed at the discretion of the sub-committee chair

The group may invite members of member societies, members of the charity and any other external person to join the group's meeting if it is considered that their experience would be in the interests of matters relating to the Governance Review Group objectives and or responsibilities.

MEETING SCHEDULE:
The Group will meet as and when required, but at least once every two months.

REPORTING:
The Group will report to the Board of the MATA Regal Theatre Company Ltd

MAIN RESPONSIBILITIES OF THE SUB-COMMITTEE:

- To determine what governance structure is currently in place
- To review any existing documentation, governing documents, policies, and procedures and compare there with what currently happens in practice
- To review all roles and responsibilities
- To review reporting frameworks and organisational structures
- To review membership of the board, sub committees
- To review terms of reference
- To review decision making processes
- To review record keeping
- To report their finding with recommendation to the board within 12 months of being established

Appendix
Proposed Timeline for the Governance Review DRAFT

The length of the review is very much dependent on what is found as the review takes place, the review has been broken down into three phases and 12 months has been allowed for it to complete however, it may well be possible to complete the review more quickly.

Phase 1

This is where the group reviews how the governance structure works in theory.

This will be a desk top review of all governing documents for example, policies, procedures, board terms of reference, job descriptions and terms of reference for all sub committees.

During this phase the group will be reviewing where the charity is in relation to the governance structure that is in place 'on paper'.

The group will also take note of the history of the charity and look at the memorandum and articles of association.

Phase 2

This will be where the group review how governance structure works in practice.

This will be done through discussions of their own experience but also through interviews with others such as member society representatives, volunteers, heads of departments and other interested parties. It will also be done through the group taking a 'critical thinking' approach to observing the Board and sub-committees in action.

During this phase the group will also compare 'reality' to the governance structure on paper and note any inconsistencies, this will be done through various evidence gathering activities.

Phase 3

This is where the group will agree on Governance Structure recommendations.

A report will be prepared and presented to the Board with any recommendations for remedial action.

Caveat

At any time during the process if anything comes to light that needs to be addressed urgently due to the actual or reputational risk of the charity, this will be reported to the Board as soon as is reasonably practicable.

Ratified at Board meeting on 10th October 2021

Reveiwed 14 November 2021 - membership raised from 6 to 8 - agreed by the board