

National Galleries of Scotland

Board of Trustees

Terms of Reference

Membership

The Board shall consist of not less than 7 and not more than 12 Trustees, one of whom will be appointed as Chair. Trustees are appointed by the Minister for Culture and External Affairs for a period of not more than four years in the first instance. An appointment may be extended for a second term of office of up to four years.

Members shall adhere to The Ethical Standards in Public Life etc. (Scotland) Act 2000 in the delivery of their duties, as outlined in the National Galleries of Scotland Code of Conduct for Trustees and overseen by the Standards Commission for Scotland.

A quorum for meetings of the Board shall be four.

Attendance

Members of the Senior Management Team shall attend the Board meeting to present updates on their areas of work and policy papers for discussion. Other members of staff may be invited to attend on occasion to present papers on topics of interest.

Notice and Frequency of Meetings

An annual timetable of meetings shall be issued by the Secretary to the Board in consultation with the Chair. Meetings shall take place six times per year. The Chair may call an extraordinary meeting at any time.

A meeting may be summoned by the secretary of the Committee at the request of the any two Trustees.

Notice of each meeting together with an agenda and supporting papers shall be forwarded to the Board not less than five working days before the date of the meeting.

Proceedings of the Board

The Chair, if present, will preside. If the Chair is absent for any reason the Deputy Chair, or a Trustee chosen by the Members present, shall preside.

The names of those present at the meetings shall be recorded. The minutes of the proceedings shall be drawn up and submitted for approval at the next meeting of the Board where they shall be signed by the Chair of the meeting.

Order of Business

The order of business at every Board of Trustees meeting shall be as follows:

- 1 Chairman's Business
- 2 Minutes of the previous meeting
- 3 Matters arising from the previous meeting
- 4 Director-General's Report
- 5 Financial Matters
- 6 Compliance & Risk
- 7 Policy papers for discussion
- 8 Department & Gallery reports
- 9 Minutes of sub-committees

Voting

Agreement on issues under debate shall normally be reached by consensus. Any Trustee present, however, may ask for a vote to be taken. In the event that the votes are equal, the Chair shall have the casting vote.

Declarations of Interest

If a Director or Trustee, or any member of his or her immediate family, has an interest in any contract and is present at a meeting where that contract is a subject for discussion, he or she must disclose that fact and may not take part in any discussion or vote.

Committees

The Board may decide to delegate, where it has power to do so, responsibility for specified matters to individual Trustees, or committees of the Board. Decisions taken by individual Trustees or committees of the Board under delegated powers will be recorded in written minutes available to the Board as a whole.

A committee may include as members persons who are not trustees, but the Chair must be a trustee.

Membership of a sub-committee shall be chosen by the Chair in consultation with the Board and Director-General. Trustees reserve the right to attend any sub-committee whether or not they are a nominated member.

The Board shall oversee the work of the sub-committees.

The Board must approve terms of reference for any new sub-committee or any alteration to those of an existing sub-committee.

The Board reserves the right to dissolve a committee.

Duties

The specific duties of the Board of Trustees shall be to:

Strategic Planning

- 1 Ensure effective medium and long term strategic planning, considering and challenging the plans as necessary.
- 2 Review performance against strategic objectives.
- 3 Approval of the annual Corporate Plan and delivery to Scottish Government.

Financial Planning

- 4 Approve annual budgets before submission to Scottish Government.
- 5 Approval of the Annual Report and Accounts and their delivery to Scottish Government.
- 6 Approval of the purchase of artworks costing £50,000 or more.
- 7 Approval of funding applications to grant-awarding bodies for capital projects.

Compliance & Risk

- 8 Monitor and review risk management controls.
- 9 Ensure that NGS meets moral and legal obligations.
- 10 Approve policies and monitor Senior Management Team's progress in execution of those policies.
- 11 Establish sub-committees to carry out detailed monitoring and discussions on key areas of work on behalf of the Board.

Staff

- 12 Appoint the Director-General.
- 13 Support of the Accountable Officer (the Director-General) in the discharge of his duties.

Communications

- 14 Ensure suitable communication with stakeholders.

15 Ensure that the minutes of each meeting are available for public scrutiny

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