



## Information for Council of Management members Lewisham Youth Theatre

Thank you for your interest in Lewisham Youth Theatre's Council of Management

### **What is the Council of Management?**

The Council of Management is Lewisham Youth Theatre's voluntary board. Members are registered as Charity Trustees with the Charity Commission and as Company Directors with Companies House. These roles require you to carry out legal duties to ensure the charity is carrying out its purpose and acting in accordance with its governing document.

### **What is Lewisham Youth Theatre's Legal Status?**

Lewisham Youth Theatre Ltd is a registered charity (no. 297075) and a limited company (no.2135342).

The charity's legal name is Lewisham Youth Theatre Ltd. The company was originally set up as Electric Theatre Company Ltd. – a Theatre in Education company – in the 1987, but has been trading as Lewisham Youth Theatre since around 1990. We legally changed our name to Lewisham Youth Theatre in 2016.

### **What is Lewisham Youth Theatre's purpose?**

Lewisham Youth Theatre provides free high quality drama projects for young people who live or learn in Lewisham. As a Council of Management member, you will be responsible for upholding Lewisham Youth Theatre's mission:

*All young people have a powerful voice and a right to be heard.*

*Lewisham Youth Theatre (LYT) nurtures and inspires young people's voices through free participatory theatre activities, helping them to develop enduring and transferable skills that lead to increased life chances and long term well-being.*

*We bring young people together from across the Lewisham community to create outstanding theatre in an environment of high expectations and collaboration. We work from the core belief that artistic excellence is key to expanding young people's horizons and creating lasting transformation.*

You are also responsible for ensuring the charity carries out its purpose as described in its governing document:

*To promote, maintain improve and advance education and encourage the appreciation of the arts in all their aspects by members of the public by the presentation of educational plays and the encouragement of the arts, including the arts of drama, mime, dance, song, music, literature and poetry and to formulate and establish schemes thereof.*

In order to do this, you will need to read and have access to:

- LYT's Memorandum & Articles of Association (governing document)
- Lewisham Youth Theatre's current Business Plan

## Legal Duties of Council of Management members

As a trustee and director, you will help to lead the charity and decide how it is run. Being a trustee means making decisions that will impact on people's lives. Trustees use their skills and experience to support their charities, helping them achieve their aims.

Along with your fellow Council of Management members, as a **Charity Trustee** you must:

- **Make sure that the charity is carrying out the purposes for which it is set up**, and no other purpose. This means you should:
  - ensure you understand the charity's purposes as set out in its governing document
  - plan what your charity will do, and what you want it to achieve
  - be able to explain how all of the charity's activities are intended to further or support its purposes
  - understand how the charity benefits the public by carrying out its purposes
- **Comply with your charity's governing document** and with charity law requirements and other laws that apply to your charity
- **Act in your charity's best interest.** You must:
  - do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
  - with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
  - avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
  - not receive any benefit from the charity unless it's properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner
- **Manage your charity's resources responsibly.** You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. You and your co-trustees must:
  - make sure the charity's assets are only used to support or carry out its purposes
  - not take inappropriate risks with the charity's assets or reputation
  - not over-commit the charity
  - take special care when investing or borrowing
  - comply with any restrictions on spending funds
- **Act with reasonable care and skill**, making use of your skills and experience, taking appropriate advice when necessary, and giving enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings
- **Ensure your charity is accountable.** You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:
  - be able to demonstrate that your charity is complying with the law, well run and effective
  - ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

As a **Company Director**, you must:

- Manage the company in accordance with its memorandum and articles of association and with the law.
- Ensure that the company files its annual returns and a set of accounts each year with Companies House. Failure to do so is a criminal offence for which you could be fined.
- Ensure the company notifies Companies House of any change in the directors.
- Ensure that Companies House is notified of any change in the company's registered office.

You are recommended to read the Charity Commission's guidance leaflet CC3 and the Companies House guidance leaflet GBA 1 for more information on your obligations and duties as charity trustee and company director.

### **Liability of Council members**

Your personal liability, in the event that the company is insolvent, is limited to a maximum of £10.

However you could be held personally liable for an unlimited sum if you do not act in accordance with your duties as a charity trustee or company director; for example, if you allow the company's resources to be used for something that is outside its objects; or if you allow the company to continue to organise projects when it is reasonably clear that the company is heading for insolvency (ie it cannot pay its debts). You will not be liable for the consequences of an honest mistake, as long as you act reasonably. So please take your duties seriously!

Lewisham Youth Theatre holds Trustees and Directors Indemnity insurance up to £100,000.

### **Responsibilities for Governance of LYT**

The day-to-day running of LYT, financially and artistically, is the responsibility of the Artistic Director and Executive Director. However the Council of Management is responsible for appointing the Artistic Director and Executive Director and for ensuring that their decisions are in accordance with the company's objects and legal framework.

If there is any dispute that cannot be resolved by the Artistic Director or Executive Director, it will fall to the Council of Management to resolve, whether the dispute concerns a complaint that has been brought through the grievance procedures or a matter which ends up in legal proceedings against the company.

Long-term strategy regarding funding, membership of the Council and the development of LYT is the joint responsibility of the Artistic Director, Executive Director and Council members. Council members are legally responsible for ensuring that this strategy is in accordance with the company's objects.

### **Responsibility for Attending Meetings**

The Council meets at least quarterly to discuss reports on the programmes being delivered, organisational finances, organisational updates, policies, strategic decisions and any matters arising. Each meeting must be quorate – which means that a minimum of three Council members must be present.

Meetings are usually set at the beginning of the calendar year, and generally occur on a weekday 7-9pm at LYT's office in Catford. Meetings usually occur in February, May, September and December. An annual strategic day is usually held on a Saturday in July.

Council members must also attend the AGM and Annual Review of the Year at the end of October. During this meeting, the annual accounts are ratified, the Artistic Director and

Executive Director's annual report is received and at least 3 members of the Council of Management stand down. Members can submit themselves for re-election to the Council at the AGM.

### **Responsibilities Outside of Meetings**

LYT will rely on you for strategic advice within your business or expertise area. This means that we may contact you for advice on situations arising from the organisation's operations.

You will also be asked to review documents before and between meetings, and to feedback ideas and questions. Frequently, this includes helping to develop or improve policies.

You will be expected to promote the company, especially to potential funders and strategic partners. This may include making introductions within your professional networks or speaking about LYT's work at fundraising events. You will need to be able to speak about the company's work and the impact that it has on beneficiaries.

Although there is no expectation that trustees will make a personal financial contribution to the charity, the Council of Management as a whole has an annual fundraising target laid out in the [Strategic Plan](#) and you will be expected to support fundraising initiatives through promoting the organisation in your networks.

As well as fulfilling the duties set out above, you will be expected to support the company by attending LYT productions and events and by keeping informed of its activities. You will be welcome to attend workshops and rehearsals by prior arrangement.

### **More Information:**

If you would like to speak to a Council of Management member to find out more about the role, please let us know and we will put you in touch with one of the Trustees.