

# Culture Perth and Kinross Limited Scheme of Delegation

Updated and Approved 26 April 2019

## Scope and Applicability

This scheme outlines the framework for decision making within Culture Perth and Kinross Limited. It applies to all Directors and staff.

## The Articles of Association

The Articles of Association of Culture Perth and Kinross outline what can and cannot be delegated. The following document fleshes out these areas further with the detail of tasks and principles which will be delegated by the Board and to whom.

## Committees

- As identified in the Articles, the Board of Directors may establish a structure of Committees as appropriate. These Committees will act in an advisory capacity to the Board of Directors except where powers have been specifically delegated to them by the Board of Directors. **This delegation is not exclusive and the Board will retain power to exercise its functions at all times.**
- The Board of Directors may appoint the following committees and such other committees as it may from time to time determine :
  - Finance and Resources (to include HR, finance, audit and asset management)
  - Strategy and Development
  - Nominations (identifying recommendations on nominations to the Board)
  - Marketing & Communications
  - Capital Developments
- The terms of reference for each committee are shown in Appendix 1. These will be subject to review and updating by the Board on an annual basis.
- Committees are expected to meet according to their term of reference. The functions and proceedings of the committees are subject to regulations made by the Directors from time to time pursuant to the powers contained in the Articles of Association.
- Each committee will elect a Chair from amongst its number. The Chair of the committee must be a Director.
- The committee may co-opt additional committee members who are not Directors. Non-director members will not have a vote on any committee to which they are invited to contribute.
- The functions and proceedings of the committees are subject to regulations made by the Directors from time to time pursuant to the powers contained in the Articles of Association.

## Delegations to the Chief Executive and other Staff

- The Chief Executive will, in consultation as appropriate with the Board of Directors, formulate the aims, objectives, policies and targets for Culture Perth and Kinross and implement the Strategic framework of the organisation.
- The Chief Executive is accountable to the Board of Directors for Culture Perth and Kinross’s performance the measurement of which will be determined by the Board having had comment from Perth and Kinross Council. The Chief Executive will comply with any direction by the Board of Directors when acting on Culture Perth and Kinross’s behalf.
- The Chief Executive will agree and monitor a Scheme of Administration setting out appropriate delegations of authority with other staff.

## Delegation Matrix

The following identifies key actions and where the accountability and responsibility for each lie and where key consultation should, if appropriate, take place. The matrix is split into three key areas:

1. Governance
2. Financial and Operational Management
3. HR and Staffing

The different levels of delegated power identified are:

1. **Accountable** - final accountability including holding Chief Executive to account or providing ultimate review (e.g. appeal hearings)
2. **Responsible** – lead on the development and drafting of proposals or activity (can be a joint or shared responsibility)

If a particular power is delegated to more than one individual then each has the relevant power.

### 1. Governance

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
1) To recommend to Perth and Kinross Council appointments for Independent Directors	Accountable and Responsible								

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
2) To appoint Chair and Vice-Chair of Directors	Accountable and Responsible								
3) To appoint and remove co-opted Directors	Accountable and Responsible								
4) To appoint the Chair of a sub-committee	Accountable and Responsible								
5) To establish, approve Terms of Reference and membership of, and monitor any sub-committees of the Board	Accountable and Responsible								
6) To review at least annually the committee structures and any delegated powers of Directors	Accountable and Responsible								
7) Approve Organisational Risk Profile	Accountable					Responsible	Consulted	Consulted	Responsible
8) Commission legal and other advice as required to support organisational governance and decision making	Accountable and Responsible					Consulted		Consulted	
9) Trade for Profit in pursuit of charitable aims (Trading Company)	Accountable	Consulted				Responsible		Consulted	
10) To review and approve the overarching strategies for the organisation, including but not limited to: <ul style="list-style-type: none"> <li>• CPK Key Objectives</li> <li>• Financial procedures</li> <li>• Protection of Vulnerable</li> </ul>	Accountable (delegated to relevant Committee as appropriate)	Accountable & Responsible for relevant Strategies	Accountable & Responsible for relevant Strategies	Accountable & Responsible for relevant Strategies	Accountable & Responsible for relevant Strategies	Responsible	Responsible	Consulted	

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
Groups <ul style="list-style-type: none"> <li>• Equalities</li> <li>• Archive Strategy</li> <li>• Libraries Strategy</li> <li>• Fundraising and Income Generation Strategy</li> <li>• Collections Management Framework</li> <li>• Health and Safety</li> <li>• Acceptable Use (Libraries)</li> </ul>									
11) To approve and circulate the Annual Audit Report	Accountable					Responsible		Responsible	

## 2. Finance and Operational Management

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
1) Approving financial procedures in accordance with legal and OSCR requirements and best practice	Accountable	Responsible						Responsible	
2) Ensuring that the financial procedures are implemented effectively		Responsible				Accountable	Responsible	Responsible	
3) Procurement of external advice and consultancy to support implementation of key strategies to meet		Consulted	Consulted			Accountable and responsible		Consulted	

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
organisational objectives									
4) Maintaining accurate, reconciled and up to date records to provide financial and statistical information						Accountable		Responsible	
5) Establishing and maintaining asset registers in accordance with financial procedures								Accountable	Responsible
6) Ensuring that any disposal of assets complies with the financial procedures		Accountable						Responsible	
7) Sign statutory and other routine reports to regulatory bodies (including HMRC, Companies House, and OSCR etc.)		Consulted				Accountable and responsible		Responsible	
8) Reallocation of resources in-year (virements) to meet emerging requirements		Consulted				Accountable	Consulted	Responsible	
9) Signature of cheques and financial authorities (e.g. BACS)		Consulted				Accountable and Responsible		Consulted	
10) Authorising of TAX and other submissions to HMRC		Consulted				Accountable		Responsible	
11) Maintaining a register of Directors Interests	Accountable and responsible (Admin to the Board supports)								
12) Establishing and maintaining procedures for effective audit in accordance with legal and	)	Accountable						Responsible	

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
OSCR requirements									
13) Receiving reports from audit inspections and the resulting Action Plan		Accountable				Consulted		Responsible	
14) Ensuring appropriate insurance arrangements in accordance with the financial procedures		Accountable						Consulted	Responsible
15) To draft budget each financial year		Accountable				Responsible	Consulted	Responsible	
16) To approve the first formal budget plan each financial year	Accountable	Responsible							
17) To monitor, review, and amend as necessary, CPK's actual financial performance throughout the year and at year end		Accountable				Responsible		Responsible	
18) Ensuring that all transfers between budget headings (virements) comply with the financial procedures		Consulted				Accountable		Responsible	
19) Approve changes to banking arrangements		Consulted				Accountable		Responsible	
20) Allocation of Donations and Legacies where terms are ambiguous		Consulted				Accountable		Responsible	
21) Accept or reject legacies or donations		Consulted				Accountable	Consulted	Responsible	
22) To approve significant donations of collection items offered direct to CPK	Accountable					Responsible	Responsible ( <i>Head of Museums and Collections</i> )	Consulted	
23) Approving a lettings policy		Accountable					Consulted	Responsible	Consulted

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
and annual fees									
24) Ensuring that any writing off of debts complies with the financial procedures		Accountable						Responsible	
25) Determine opening hours at venues and take decisions on when to close to the public in the event of an incident.	Consulted					Accountable	Consulted	Consulted	Responsible
26) Ensuring that all procurement processes and resulting contracts and agreements conform with the financial procedures		Accountable				Responsible		Responsible	
27) Authorising payments on receipt of correct invoices where goods have been received to the correct price, quantity and quality standard							Consulted	Accountable and Responsible	
28) Retaining the appropriate financial records, and storing them appropriately, to comply with legal and OSCR								Accountable and Responsible	
29) Approving applications for Business / Credit Cards		Consulted				Accountable		Responsible	
30) Complying with VAT and CIT regulations		Accountable						Responsible	
31) To investigate financial irregularities		Accountable				Responsible			
32) To establish and implement an Asset Management Strategy		Consulted				Accountable	Consulted	Responsible	Responsible
33) To ensure compliance with	Accountable	Accountable				Responsible			Responsible

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Comms Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
Health and Safety legislation	(delegated to Finance and Resources Committee)								

### 3. HR and Staffing

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Communications Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
1) Operational Leadership and Management of staff and volunteers						Accountable	Responsible	Consulted	
2) To approve the overall staffing establishment for the organisation	Accountable					Responsible	Consulted	Consulted	
3) Establish and ensure accurate payroll management systems are in place								Accountable and responsible	
4) Appoint the Chief Executive	Accountable and Responsible								
5) Appoint the Heads of Service	Consulted					Accountable and Responsible		Consulted	
6) Appoint the Finance Manager		Consulted				Accountable and Responsible			
7) Performance Management of	Accountable and								



Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Communications Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
Chief Executive	Responsible								
8) Performance Management of the Heads of Service	Consulted					Accountable and Responsible			
9) Performance of the Finance Manager		Consulted				Accountable and Responsible			
10) Appointment of staff within the agreed staffing establishment						Accountable	Responsible	Consulted	
11) Approve Terms and Conditions (excl. CEO)	Consulted					Accountable and Responsible		Consulted	
12) Approve Terms and Conditions of Chief Executive	Accountable and Responsible								
13) Suspend or dismiss Chief Executive	Accountable and Responsible								
14) Suspend or dismiss the Heads of Service	Consulted					Accountable and Responsible			
15) Suspend or dismiss the Finance Manager		Consulted				Accountable and Responsible	Consulted		
16) Suspend staff (other than above)		Consulted				Accountable	Responsible	Consulted	
17) Dismiss staff (other than above)		Consulted				Accountable	Responsible	Consulted	
18) Approve any leaving payments (redundancy, dismissal, early retirement) in accordance with	Consulted	Accountable				Responsible	Consulted	Consulted	

Action	Board of Directors	Finance & Resources Committee	Strategy & Development Committee	Marketing & Communications Committee	Capital Projects Committee	Chief Executive	Heads of Service	Finance Manager	Operations Manager
Culture Perth and Kinross policy									

## Culture Perth and Kinross Limited

### Board Sub-Committees and Working Groups Terms of Reference

This document sets out the terms of reference or role and remit of the following groups which support the governance of Culture Perth and Kinross Limited.

- Finance and Resources page 2
- Strategy and Development page 4
- Nominations page 6
- Capital Developments Committee page 7
- Marketing and Communications Committee page 8

The frequency of each meeting is as follows:

Meeting	Frequency*	No. Board Representatives
Full Board meeting	Quarterly	ALL
Finance and Resources	8 weekly or as required	2
Strategy and Development	Quarterly or as required	2-3
Nominations	As required but at least once per year	ALL
Capital Developments Committee	8 weekly or as required	3-4
Marketing and Communications Committee	Minimum 3 times per year or as required	3

\*Meetings may take place during a working day or early evening to suit member availability, they may be meetings in person, or virtual meetings held by video or telephone conference or via online activity including Skype, Facetime and email exchanges as appropriate.

**Terms of Reference can be reviewed by the Board at any time and at least once every two years.**

<b>Version No.</b>	<b>V.2</b>
<b>Date Adopted</b>	<b>26 April 2019</b>
<b>Date of Review</b>	<b>30 April 2021</b>
<b>Note and Date of any Amendments</b>	

## Finance and Resources Committee – Terms of Reference

### Introduction

The Finance and Audit Committee will recommend finance policy to the Board of Directors and ensure that existing finance policy is implemented. The audit function of this committee is to consider the adequacy of risk management, internal control, corporate governance and human resources.

### Aim

The Committee will provide guidance and assistance to the Chief Executive and Board of Directors to ensure compliance issues as a Charity and Company Limited by Guarantee.

### Objectives

It is responsible for advising on the day-to-day financial operations and controls including recommending the annual budget, monitoring the production of management accounts, the approval of operational financial systems, Treasury Management controls and policy, considering the adequacy of risk management, asset management, internal control, corporate governance and human resources.

### Terms of Reference

1. Review and recommend the annual budget for approval by the Directors / Trustees.
2. To review human resource policies.
3. To ensure that the budget plan is clearly linked to Culture Perth and Kinross's Operating Plan.
4. To ensure that the Board of Directors receives from the Executive regular financial reports showing income and expenditure (including commitments) against budget allocations and a report of the reserves on all funds after allowing for all commitments.
5. To ensure that accounting procedures are in accordance with company and charity accounting rules and best practice and that they are efficiently operated and kept up to date.
6. To ensure that Culture Perth and Kinross has a written description of its financial systems and procedures, which is kept up to date.
7. To receive and review audit reports and agree on the resulting management letter. Ensure that the management letter recommendations are implemented.
8. To review compliance with all UK company and charitable status requirements.
9. To ensure that any material amendment to existing financial policy is approved by the Directors.
10. To ensure that the risk assessment and corporate governance processes are in line with best practice.
11. Ensuring that any disposal of assets complies with the financial procedures
12. Ensuring appropriate insurance arrangements in accordance with the financial procedures
13. To review the annual accounts of the organisation
14. Ensuring that any writing off of debts complies with the financial procedures
15. Ensuring that all procurement processes and resulting contracts and agreements conform with the financial procedures
16. To investigate financial irregularities
17. Ensure compliance with VAT and CIT regulations
18. To review the planned activity and results of both internal and external audit and the adequacy of management response to issues identified by audit activity
19. To be responsible for establishing the selection criteria, selecting, approving and setting the terms of reference for any independent consultants who advise the Committee

### Representation

The Committee will comprise of two to three members of the Board of Directors, the Chief Executive and the Finance Manager. At least one of the Board nominees must have experience in financial control. Non-Board

members are permitted on the Finance and Resources Committee subject to prior approval from the Board of Directors; only non-Board members with appropriate expertise would be normally required.

**Appointment to Chair**

Chair appointed by the Culture Perth and Kinross Board of Directors.

**Frequency of Meetings**

8 weekly or as required to meet the needs of the organisation. The organisation’s external auditors may attend meeting and have speaking rights. The auditors may also request a meeting of the Committee if they consider that one is necessary and the Committee shall endeavour to comply with such a request.

**Membership**

Jason Elles – Committee Chair  
+ Board Member  
Chief Executive  
Finance Manager

Co-opted Members

Operations Manger  
Sales and Marketing Manager

## Strategy and Development Committee – Terms of Reference

### Introduction

The Strategy and Development Committee will recommend strategic policy and development priorities to the Board of Directors and ensure that existing strategy is implemented.

### Aim

The Committee will provide guidance and assistance to the Chief Executive and Board of Directors to ensure compliance issues as a Charity and Company Limited by Guarantee and fulfilment of the organisations objectives.

### Objectives

Supporting development of key areas of strategic policy for the organisation including and not limited to:

- Libraries Strategy
- Archive Strategy
- Collections Management Framework including Acquisitions Policies
- Equalities and Community Engagement
- Protection of Vulnerable Groups

### Terms of Reference

1. To review and approve the overarching strategies for the organisation and ensure their compliance with all UK company and charitable status requirements
2. Review the annual operating plan to ensure it is in line with strategic priorities for the organisation
3. To agree and prioritise development needs for the organisation prior to their presentation to the Board
4. To agree strategic implementation plans prior to their presentation to the Board
5. To seek assurance on the robustness of the organisation's processes to support mid to long term strategic planning
6. To review KPI information to measure success and ensure appropriate actions for improvement are identified and implemented
7. To consider the organisations programming and marketing plans and review delivery against these [need review in light of new committee]
8. To identify new opportunities for service development and delivery which meet the key objectives of the organisation
9. To be responsible for establishing the selection criteria, selecting, approving and setting the terms of reference for any independent consultants who advise the Committee

### Representation

The Committee will comprise of two to three members of the Board of Directors, the Chief Executive, the Head of Museums and Collections and the Head of Libraries. At least one of the Board nominees must have experience in strategy development. Non-Board members are permitted on the Strategy and Development Committee subject to approval from the Board of Directors; only non-Board members with appropriate expertise would be required.

### Appointment to Chair

Chair appointed by the Culture Perth and Kinross Board of Directors.

### Frequency of Meetings

Quarterly or as required to meet the needs of the organisation. The organisation's external auditors may attend meetings and have speaking rights. The auditors may also request a meeting of the Committee if they consider that one is necessary and the Committee shall endeavour to comply with such a request.

**Membership**

James Findlay – Committee Chair

Plum Grossart, Board Representative

Cllr Kathleen Baird, Board Representative

Chief Executive

Head of Museums and Collections

+ other Co-opted Members as required

## **Nominations Committee – Terms of Reference**

### **Introduction**

The Nominations Committee will make recommendations to Perth and Kinross Council in relation to the selection of appropriate individuals for appointment, re-appointment and removal of Independent Directors.

### **Terms of Reference**

In carrying out its functions, the Nominations Committee shall give effect to the following principles:

- the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;
- nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources;
- all expressions of interest should be considered by the Nominations Committee; and
- the Nominations Committee should maintain a register of suitable candidates for future reference

### **Representation**

The Committee will comprise of all of the Board of Directors, with attendance from a representative from Perth and Kinross Council and the Chief Executive. The meetings will normal take place adjacent to a Board meeting. The composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the Directors from time to time

### **Appointment to Chair**

Chair appointed by the Culture Perth and Kinross Board of Directors.

### **Frequency of Meetings**

As required when Board vacancies demand and not less than once per year.

### **Membership**

All Board members (Chair, Charles Kinnoull)

### **In Attendance**

Representative, Perth and Kinross Council  
Helen Smout, Chief Executive



## Capital Developments Committee

### Introduction

The Capital Developments Committee will oversee the three key capital developments (City Hall, Collections Store and PMAG) to ensure the needs and interests of Culture Perth and Kinross are being met within the plans and make recommendations to the Board of Directors as appropriate to ensure sustainability of operational delivery of each development.

### Aim:

The Committee will ensure effective operational delivery of all three capital developments and that robust business and operating plans are in place, are being effectively implemented and regularly monitored to support success.

### Terms of Reference:

- Contribute to the development of strategic business and operational plans for each of the three projects to ensure a sustainable operating model is developed
- Report back to the wider Board on any key issues for consideration, debate or decision as required
- Commission or co-opt any additional external consultancy or advice required to support decision making and service development in relation to the project
- Represent Culture Perth and Kinross (by rotation and availability) at meetings with Perth and Kinross Council at which decisions on developments will be taken within terms of the agreed Project Management Agreement

### Frequency of Meetings

The group will meet on an 8 weekly basis or as required to meet the needs of the project.

### Appointment to Chair

Chair appointed by the Culture Perth and Kinross Board of Directors.

### Membership

Cllr Andrew Parrott – Chair

Jason Elles, Board Representative

Plum Grossart, Board Representative

Charles Kinnoull, Board Representative

Chief Executive

Head of Museums and Collections

### Co-opted Members

Henry Dempsey, Special Advisor

Operations Manager

Sales and Marketing Manager

Exhibitions and Interpretation Officer

## Marketing & Communications Committee – Terms of Reference

The Marketing Committee will act as a source of expertise, advice and challenge and make recommendations to the Board of Directors on the marketing and communications activity of the organisation with a particular focus on the launch and marketing of the City Hall Museum (CHM).

### Scope

The committee's scope covers all aspects of marketing, brand development, public relations and stakeholder engagement with a particular focus on the launch and marketing of CHM. In doing so the committee will ensure alignment with the community engagement strategy and with PKC's destination marketing of the region, working alongside Perth's other cultural assets to present a powerful, consistent and coordinated narrative.

### Aim

The Committee will provide support, guidance and challenge to the Chief Executive and Board of Directors to ensure an impactful marketing and communication to be measured in terms of positive media coverage, social media engagement, community appreciation and visitor numbers to the museum.

### Terms of Reference

1. To review and approve the marketing and PR strategy for the CHM and wider organisation.
2. To monitor progress, KPIs and to ensure actions for improvement are identified and implemented
3. To advise on appropriate sponsors, partners (such as media partner, marketing partners) who will help extend awareness, reach and engagement of messages
4. To agree communications messages during the development phase, in the lead-up and at launch, such as a key message script regularly updated and lines to take on difficult issues
5. Committee members will contribute their experience, expertise and personal networks to add value to the plans for the launch and marketing of CHM and wider organisation.

### Representation

The Committee will comprise of two to three members of the Board of Directors, the Chief Executive, the Head of Museums, the sales & marketing manager and others invited to attend as appropriate such as the marketing consultant, when appointed

### Appointment to Chair

Chair appointed by the Culture Perth and Kinross Board of Directors.

### Frequency of Meetings

Three times a year, meetings timed to take place before Board meetings. Frequency can increase to meet the needs of the organisation or particular projects as required.

### Membership

Board Members:

Sandie Dawe – Chair

Georgina Bullough, Board Representative

Simon Howie, Board Representative

Councillor Chris Ahern, Board Representative

Snr Staff:

Chief Executive  
Head of Museums and Collections  
Sales & Marketing Manager  
Marketing Officer