

Arts and Entertainment Centre Steering Group

Terms of Reference

1. Purpose of the Steering Group

To undertake the detailed work of setting up the new Arts Trust.

2. Scope of the Steering Group

The new Steering Group shall consider and make recommendations to any funding party on the following issues:

- Physical brief for the new Arts Centre
- Management arrangements for the new Arts Centre
- Vision for the operational development of the arts centre, marketing, fundraising and other key elements of the new Arts Centre's operations
- Proposals for the governance to take effect before the centre becomes operational

3. Responsibilities of the Steering Group

- To lead the development phase of the new Arts Centre, including all arrangements related to the physical design of the building and the operational management once the building is open.
- To develop a final business case for the Arts Centre and negotiate and confirm financial arrangements with the three partners (EHC, BSTC, RBT)
- To negotiate in good faith with a view to executing a Partnership Agreement between EHC, BSTC and RBT, for the implementation of the Old River Lane Arts Centre on or before the date on which EHC decides to proceed with the whole scheme, for a term of no less than 10 years, notwithstanding the 4 year political cycle of both Councils' administrations and the 10 year commitment therefore being an in principle commitment which would require a reconfirmation of this commitment by each council every four years.
- To establish a new trust, and oversee a transfer agreement which will effect the partners' interests in the new arts centre (whether financial or TUPE related)
- To advise on the artistic and commercial elements of the arts centre, bringing to bear specific skills in areas such as marketing, fundraising, customer experience, finance

- To participate in sub-committees and working parties that may be established by the Steering Group.

In addition to the above duties, each Member should use any specific skills, knowledge or experience s/he has to help the Steering Group reach sound decisions. These may involve scrutinising Steering Group and focus group papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives and other issues in which the Steering Group has special expertise.

A member of the Steering Group is required to act reasonably and prudently in all matters.

4. Make up of Steering Group

The Steering Group will be an interim structure comprising nine representatives:

EHDC - 2 appointees

BSTC - 2 appointees (who are not also Rhodes trustees)

RBT - 2 appointees

Independent - up to 3 appointees, (to be appointed by the other six appointees).

There is no remuneration for the role.
Substitutes will not be allowed.

5. Voting Arrangements

In the interim period, and once the new entity is up and running, governance shall be put in place that ensures decisions shall be taken by a simple majority with at least 1 of each category of representative voting in favour (i.e. at least 1 representative from EHDC, BSTC, RBT and Independent).

If circumstances require a quick decision, the Chair will have discretion to require a decision to be made through electronic means, and 'no reply' would be taken as agreement.

6. Practical Arrangements

During the interim period there will be monthly Steering Group meetings, with additional ones as required alongside participation in sub-committees

which may be set up to examine particular areas. Following the establishment of the new trust, it is anticipated there will be at least quarterly Board meetings and potential participation in sub-committees as required.