

RED NOTE

Board Director Information Pack

This is an abridged version of Red Note Ensemble's Board Directors' Handbook.
The full handbook is available on request and will be shared with anyone
interested in finding out more about the roles available.

1. ABOUT RED NOTE ENSEMBLE

1.1 History

Since its formation in 2008 Red Note Ensemble has taken up a leadership position as Scotland's contemporary music ensemble, performing and developing an extensive, highly-varied and critically-acclaimed programme of new music to the highest standards, and taking new music out to audiences across Scotland and internationally.

1.2 About Red Note Ensemble

Red Note performs the established classics of contemporary music, commissions new music, develops the work of new and emerging composers and performers from Scotland and around the world, and finds new spaces and new ways of performing contemporary music to attract new audiences. Within Scotland the ensemble has performed from the Outer Hebrides to the Borders in concert halls, bothies, pubs, clubs and aircraft hangars, amongst other unusual settings. Outwith the UK it has a growing international reputation, performing to great acclaim at festivals in France, Germany, Belgium, Holland and Australia in recent years. The ensemble also undertakes an extensive programme of Access, Engagement and Participation (AEP) work, focusing particularly upon working with younger and older people, people with multiple disabilities, people living in areas of multiple deprivation, and also working to address inequalities of access and representation due to race/ethnicity and gender imbalances. We also undertake an extensive performer and composer development programme within schools, universities and conservatoires nationally and internationally.

Red Note is Associate Contemporary Ensemble at the [Royal Conservatoire of Scotland](#) in Glasgow and Associate Ensemble of the sound festival Aberdeen.

Red Note is a Delphian Records recording artist, releasing CDs of music by Eddie McGuire, John McLeod and David Wilde to great acclaim, and a 4th CD – of music by Lyell Cresswell.

Red Note is also a [PRS Foundation Talent Development Partner](#) and a [Weston Jerwood Creative Bursaries](#) host.

1.3 Red Note Ensemble's Management Structure

The Chief Executive Officer and Artistic Director is responsible for the organisation and management of Red Note who, assisted by the General Manager, is responsible for the day to day running of Red Note, subject to the control and general direction of the Board.

Specifically, the Chief Executive Officer and Artistic Director CEO:

- formulates and approves policies and strategies for recommendation to the Board;
- oversees Red Note's planning and budgeting processes, formulating the final budget and plan for recommendation to Board and monitors how these are implemented;
- advises on strategic developments

2. RED NOTE GOVERNANCE

2.1 Legal status and powers

Red Note Ensemble Ltd (Red Note) was incorporated on 27 February 2009 as a private limited company. Its company number is SC355726) and its registered office at Room 136, Artist Block, Summerhall, Edinburgh EH9 1PL.

Red Note is also a Scottish charity and is registered with the Scottish Charities Regulator (OSCR) under number SC045030. This means a member of the Board of Red Note is also a charitable trustee.

2.2 Governance Framework

The Red Note Board (Board) has a responsibility to direct Red Note and to carry out and to promote the work of the company, but the day-to-management is delegated to the CEO and Artistic Director.

2.3 The Role and Responsibilities of the Board

The Board is responsible for:

- the effective governance and overseeing the activities and development of Red Note as a charity;
- monitoring key risks;
- determining its future strategic direction; and
- ensuring resources are managed effectively.

The Board is responsible for determining the overall strategic direction of Red Note. It establishes the budgetary framework, appoints the CEO and Artistic Director and exercises general oversight over Red Note's performance and development.

The following is a summary of the role and responsibilities of the Board.

Strategic Planning

The Board has a duty to enable Red Note to achieve and develop its mission and primary objectives of advancing both the arts and culture and the education of the public through the promotion, understanding, appreciation and development of music and music theatre. This responsibility includes considering and approving Red Note's strategic plan, which sets the aims and objectives of Red Note and identifies the financial, physical and staffing strategies necessary to achieve these objectives. In exercising its responsibility for the overall strategic direction of Red Note, the Board shall, in particular:-

- oversee Red Note's activities;
- determine its mission and future direction;
- foster an environment in which Red Note's objects are achieved;
- provide strategic input on all material policy or other matters affecting Red Note;

- establish and monitor systems of control and accountability, including financial and operational controls and risk assessment;
- review and monitor the management of the Red Note and its performance.

Monitoring Effectiveness and Performance

The Board should regularly monitor its own effectiveness and the performance of Red Note against its planned strategies and operational targets.

Finance

The Board's financial responsibilities include:

- ensuring the solvency of Red Note and safeguarding its assets
- approving the financial strategy
- approving annual operating plans and budgets which should reflect Red Note's strategic plan
- ensuring that funds provided by Creative Scotland and any other funders are used in accordance with the terms and conditions specified in funding agreements with Creative Scotland and any other funders
- ensuring the existence and integrity of risk management, control and governance systems and monitoring these
- receiving and approving annual accounts (audited financial statements).

Audit

The Board is responsible for directing and overseeing Red Note's arrangements for internal and external audit.

Staffing Management

The Board has responsibility for Red Note's staffing and employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee. The governing body is also responsible for appointing and setting the terms and conditions for the CEO and Artistic Director of Red Note and such other senior posts as it may from time to time determine.

Equality and Diversity

The Board should ensure that non-discriminatory systems are in place to provide equality and diversity of opportunity for staff.

Health and Safety

Under the Health and Safety at Work Act 1974 the Board carries ultimate responsibility for the health and safety of employees and other individuals whilst they are on Red Note's premises and in other places where they may be affected by its operations. The Board's duties include ensuring that Red Note has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

Charity Trustees

Red Note has charitable status. Charity regulation is the responsibility of the Office of the Scottish Charity Regulator (OSCR) under the Charities and Trustee Investment (Scotland) Act 2005. In addition to their role as directors of the Red Note Board,

directors are also the Trustees of Red Note. Requirements that members of the Board need to bear in mind in relation to Red Note's charitable status include:

- Acting collectively exercising reasonable care and skill.
- Safeguarding the assets of Red Note.
- Acting in the best interests of Red Note, avoiding personal conflicts.
- Keeping information at OSCR up to date.
- Ensuring that Red Note complies with the provisions of the Charities and Trustee Investment (Scotland) Act 2005, and other relevant legislation

3. MEMBERSHIP OF BOARD

3.1 The Role of a Director

It is important to remember that the role of a director is distinct from the management team. A director should not act as a member of staff and become too involved in detailed management or implementation or be concerned with tools and processes. This distinction is an important part of the proper behaviours of directors and not as easy as it sounds. While it is relatively easy to keep strategy and planning at arm's-length from the day-to-day management of Red Note, monitoring requires detailed information and examination against targets which brings the director closer to the day-to-day business.

In broad terms directors monitor Red Note's progress towards the achievements of its strategic, financial and developments against a set of key performance indicators agreed by Board. It is for the Board to decide the information it needs in order to carry out its monitoring task and to ensure it is provided with this information.

What might a director do to achieve this monitoring of Red Note's performance and the conduct of the business without becoming involved in management's operations and decisions?

One useful concept is that of a 'critical friend' – to offer constructive but robust challenge and guidance. The aim is to keep the balance between too much understanding of problems and not enough, and between complacency and combativeness.

As well as a distinction between director and manager, it is important to distinguish the role of director as an individual and as a member of the governing body. The Board is corporate. The implications of this for the individual director are that the individual director:

- needs to be willing to work co-operatively with the other directors in Red Note's best interests;
- must respect the necessity to support corporate decisions once they have been taken, whatever one's personal view;

- must respect the decision that a matter should remain confidential to the Board;
- accepts the responsibilities attached to the role of Red Note director and abides by the regulations governing the conduct of directors and the conduct of the business of the Board;
- attends meetings of Board on a regular basis and be well prepared by reading relevant papers in advance;
- serves on occasional short-life working groups or panels, as required;
- undertakes such training and induction as may be required to carry out the role of a member of the Board and to keep up-to-date with developments in the creative sector;
- recognises and respects the difference between governing (Board's responsibility) and managing (the CEO and Artistic Director's responsibility);
- participates in the life of the Red Note community by attending concerts and public events and taking an active interest in the work of Red Note;
- promote Red Note in the wider community;
- critically evaluates their own performance to ensure they continue to bring value added in terms of having an independent perspective.

3.2 Responsibilities of Directors as Trustees

The Charities and Trustee Investment (Scotland) Act 2005 came into full effect on 24 April 2006 and established OSCR. Red Note is a registered charity and therefore subject to this legislation. OSCR intends to conduct a rolling review of existing charities to ensure that they comply with the charity test set out in Section 7 of the Act.

For the purposes of this legislation, members of Board are regarded as 'charity trustees'. The Act specifies that a charity trustee must:

- act in the interests of Red Note;
- seek, in good faith, to ensure that Red Note operates in a manner that is consistent with its objects or purposes
- act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person
- ensure that Red Note complies with the provisions of the Act, and other relevant legislation.

In addition to the general duties of charity trustees, the Act also puts specific duties on charities which charity trustees must ensure are met. These additional duties include:

- logging charity details on the Scottish Charity Register
- reporting to OSCR
- financial record keeping and reporting
- control of fundraising activities
- providing information to the public

3.3 Application for membership

The following arrangements apply to the appointment of directors:

Application Procedure

Individuals expressing interest in the role of director are required to submit a written application for membership under Article 20 of the Articles of Association, together with a full CV and an explanation of the motivation for wanting to join the Board to the Chair. If deemed suitable an interview with the Chair and an Office Bearer shall follow. References may be taken up.

Selection Procedure

In selecting nominees to go forward to the full Board, the Board Membership Committee must have regard to the needs of the Red Note and the age, occupations, and gender distribution of existing members, to ensure a good balance of expertise, skills and independence.

Reporting to the Board

The Board Membership Committee submits a report to the Board for approval at the next board meeting making recommendations on the nominees to fill any current vacancies for appointed directors.

3.4 Period of Office

Members of the Board appointed under Article 20 of the Articles of Association normally hold office for a period of three years. The normal maximum period of continuous service for non-executive directors is nine years.

4. CONDUCT OF THE MEETINGS OF THE BOARD

This section provides some basic information about how Board operates.

4.1 Guiding Principles

In accepting appointment to Board, members are bound at all times to act in the best interests of the Red Note rather than in the interests of one group, internal or external, to Red Note.

A well-run board, both collectively and individually, embraces and demonstrates mutual respect, integrity, openness and accountability. Please see the Scottish Governance Code for the Third Sector in Part 2 of the Schedule.

4.2 Agendas, Papers and Minutes

Agenda papers for meetings of Board are likely to require at least two hours' study. Papers are circulated normally five working days before the date of the meeting. In addition, directors are notified by email when papers are ready for circulation and electronic copies can be accessed through the secure site for directors which is located on share Point. The draft minutes are normally circulated to the Chair of Board and the Company Secretary within 7 working days after the date of the meeting. Draft minutes are approved at the next Board meeting.

Red Note's value set adheres to the principles of openness and transparency in the dissemination of information throughout Red Note. However, there are occasions where the nature of the information discussed at Board is such that confidentiality must be observed. As a diverse range of people both within and outwith Red Note are involved in the Board, directors are requested to be mindful and to respect confidential information contained in documents circulated for consideration at meetings.

4.3 Timing and Length of Board Meetings

Board meetings are normally held on a Monday evening on Zoom. Meetings typically start at 18:00 and last on average for two hours. Once a year there is a Board Away Day that takes place in Edinburgh or Glasgow.

5. FINANCE

This section outlines the Board's responsibilities in relation to Red Note's finances.

5.1 The Role of the Board

Board should ensure that it is kept sufficiently informed about the finances to be able to discharge its accountability for the proper use of public funds, whether by preventing abuses or by promoting value for money.

5.2 Creative Scotland

Creative Scotland is the body that distributes funding from Scottish Government and the national Lottery to support the arts, screen and creative industries in Scotland teaching, research and other activities. Further information about Creative Scotland, its role and responsibilities is available at the following website:

<https://www.creativescotland.com/>.

6. EQUALITY, DIVERSITY & INCLUSIVITY

This section outlines Court's responsibilities in relation to the promotion of equal opportunities.

6.1 The Role of the Board

The Board is ultimately responsible for ensuring that Red Note's policies, procedures and actions comply with the requirements of the law relating to equal opportunities in terms of the promotion, appreciation, understanding and development of music and music theatre and as an employer. There is a well-established body of law to cover gender, race and disability discrimination, and an emerging body of regulations in relation to religious, sexual and age discrimination.

New members of the Board should be aware of the importance that is attached to equality of opportunity as one of Red Note's core purposes and values. This is not simply a matter of seeking to stay within the law by avoiding discriminatory practices in employment but of actively seeking to promote greater access, wider opportunities for those who work and study here and of celebrating the diversity of our different communities.

6.2 Red Note's vision for Equality, Diversity & Inclusivity

A culture and environment which is inclusive of all sections of society and responsive to the needs of individuals. Resulting in staff and other stakeholders who are free from any form of discrimination in respect of all their dealings with Red Note, enabling them to participate fully in all aspects of Red Note and make a valuable contribution to the success of the organisation.

Red Note follows the

THE SCOTTISH GOVERNANCE CODE FOR THE THIRD SECTOR

The Five Core Principles

Organisational Purpose

A well-run board is clear about the purpose and values of the organisation and how it will achieve its aims.

Leadership

A well-run board is clear about its role and responsibilities, and provides strategic direction in line with the organisation's purpose, vision and values.

Board behaviour

A well-run board, both collectively and individually, embraces and demonstrates mutual respect, integrity, openness and accountability.

Control

A well-run board will develop and implement appropriate controls to direct and oversee progress and performance of the organisation.

Effectiveness

A well-run board understands its role, powers and duties and works collectively and proactively, to achieve its organisational purpose.

Further information can be found here:

<https://goodgovernance.scot/governance-code/about-the-code/>