

Item	Description	Report	Item taken by	ACTION
1	Welcome, apologies, and declarations of interest		Chair	Note
2	Minutes 25 February 2021		Chair	Approval
3	Finance Management Accounts to 28 February 2021	Attached	KE	Note
4	Head of Creative Opportunities Report	Attached	BP	Note
5	Head of Production Report	Attached	JR	Note
6	Chief Executive Report Board Decisions Operational Issues Key Dates or Trustees Stakeholder Updates Projects Completed Projects Planned	Attached	GH	Approval Note Note Note Note Note
7	Board Recruitment & Training		Chair	Note
8	Any Other Business as agreed by the Chair at the start of the meeting		Chair	
9	Future SADA Board Meetings: Board Meeting Thursday 24 June 2021 – 5.30pm		Chair	

The Board may decide that on grounds of confidentiality particular items should be considered in private. Any such items will be noted in separate “closed” minutes for approval at the next Board meeting

**Minute of Meeting of Shetland Arts Development Agency Board of Trustees,
Thursday 25th February 2021, held at 5.30pm by video conference**

Present:

Ryan Stevenson (RSt), Chair, Shetland Arts
Lynn McHattie (LM), Trustee, Shetland Arts
Renzo Spiteri (RSp), Trustee, Shetland Arts
Susan Mail (SM), Trustee, Shetland Arts
James Johnston (JJ), Trustee, Shetland Arts
Sophie Whitehead (SW), Vice Chair, Shetland Arts
Chris Gadsby (CG), Trustee, Shetland Arts

In Attendance:

Graeme Howell (GH), Chief Executive, Shetland Arts
Kerry Eunson (KE), Head of Organisational Support, Shetland Arts
Bryan Peterson (BP), Head of Creative Opportunities, Shetland Arts
Wendy Tulloch (WT), Head of Customer Services, Shetland Arts
Alison Eunson (AE), Administrator, Shetland Arts (Minute taker)

Apologies:

Jonathan Ritch (JR), Head of Production, Shetland Arts

Item	Topic	Action
1.	<p>Welcome, Apologies & Declaration of Interest</p> <p>The Chair welcomed everyone to the meeting.</p> <p>There were no declarations of interest.</p>	
2.	<p>Matters Arising</p> <p>The minutes of the last meeting were read and approved by JJ and seconded by CG.</p>	
3.	<p>Finance</p> <p>The Management Accounts will be covered in the Closed meeting.</p>	
4.	<p>Head of Creative Opportunities Report</p> <p>BP took the board through his report adding the following additional points:</p> <p>VACMA round 2 has been very successful with 11 applications and 8 bursaries awarded.</p> <p>BP took the Board through the quarterly report. Due to Coronavirus restrictions, projects and events had to be socially distanced or online. Arts & Well-being are continuing their free online classes.</p> <p>GH wanted to express how proud he was about all the hard work that has gone into these online events and classes. They have opened our eye to opportunities in the future.</p>	

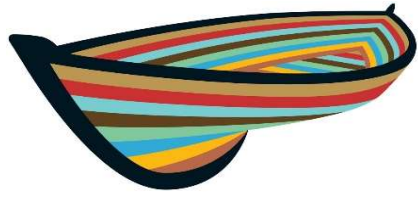
5.	<p>Head of Production Report</p> <p>JR sent his apologies to the meeting. GH took the Head of Production reports as read.</p>	
6.	<p>Chief Executive Report</p> <p>GH took the board through this report.</p> <p><u>2021-22 Budget</u> GH explained that the dignificant changes from the budget seen at the information session in January are the Culture Collective bid and we have included a balancing line of £227k from the SCT for their loss of traded income funding.</p> <p>A third item has come in today which is not included in the budget papers. The pension contribution rates have been reviewed and suggestion is it should be increased. From 17.2% to 26.1%. This will be £75,000 for SADA. GH explained we are in a pool with SCT, SAT and SRT and we are trying to get a meeting together to challenge this. SADA is not in a position to exit this pension scheme so we will try and negotiate.</p> <p>JJ suggested that Raymond Mainland and SCT may be able to provide advice and support. GH said RM would be attending any meetings with them.</p> <p>GH asked for budget to be signed off on the basis it is presented but will update the board on the pensions situation.</p> <p>RSt queried the food and beverage income and the food and beverage expenditure. KE explained that the income was a best guess and was based on income being increase gradually to 75% of the normal level by March 2022. The expenditure is directly linked to income.</p> <p>JJ queried what the change in the CS income was. KE explained it was the funding for the Culture Collective and new Youth Arts project that increased this budget figure.</p> <p>The board approved the budget unanimously.</p> <p><u>Other updates</u> GH informed the board that the latest Scottish Government update delays the re-opening of Mareel until late April. Bonhoga's opening hours have been extended to 5 days a week.</p>	
7.	<p>Board Recruitment & Training</p> <p>None</p>	
8.	<p>Any Other Business as agreed by Chair at the start of the meeting</p> <p>None</p>	

9.	Date/time of future meetings The next meeting will be held on Thursday 29 th April 2021 at 5.30pm in Mareel or via video conference.	
	Meeting closed at 6:00pm	

Minute approved:

Ryan Stevenson

Chair, Shetland Arts Development Agency



Shetland *arts*

MANAGEMENT ACCOUNTS
FEBRUARY 2021

Mangement Accounts
Profit & Loss - Year to date v Reforecast
11 months to 28 February 2021

	Actual	Reforecast	Variance
	£	£	£
<u>Income</u>			
Ticket Sales	33,607	33,081	526
Education and training income	111,271	111,240	31
Retail income	19,325	18,767	559
Food and beverage income	51,128	49,489	1,639
Foyer income	8,697	8,697	-
Box office commission income	- 71	- 80	9
Gallery commission income	4,205	3,975	229
Hire of rooms and equipment income	2,195	1,658	538
Screen advertising income	-	-	-
Gift Vouchers	96	106	- 10
Sponsorship income	-	-	-
Donations received	1,270	1,030	240
Grant Funding - Capital	-	-	-
Grant Funding - SIC	74,456	83,978	- 9,522
Grant Funding - SCT	553,229	553,229	-
Grant Funding - Creative Scotland	489,155	478,940	10,215
Other Grants - Trusts and foundations	39,566	51,421	- 11,856
Operating lease income - SIC	82,500	82,500	-
Other income	309,656	324,524	- 14,868
Memberships received	688	799	- 111
	<u>1,780,972</u>	<u>1,803,353</u>	<u>- 22,381</u>
<u>Purchases</u>			
Food and beverage purchases	22,204	21,284	- 920
Foyer purchases	4,340	4,158	- 183
Retail purchases	10,802	10,450	- 351
Direct costs	122	122	-
	<u>37,468</u>	<u>36,014</u>	<u>- 1,454</u>
<u>Direct Costs</u>			
Gross wages and salaries - regular	726,096	767,929	41,833
Gross wages - casual	63,779	62,834	- 945
Employers NI	53,133	45,177	- 7,956
Employers pension	132,326	110,931	- 21,395
Recruitment expenses	298	298	-
Employee/Trustee expenses	-	-	-
Training and protective clothing	3,895	9,205	5,310
Programme costs - project	52,391	107,354	54,963
Marketing costs - project	6,308	16,273	9,965
Licences - PRS etc	19,875	22,371	2,495
Film transport	246	246	-
Hire of equipment	-	-	-
	<u>1,058,348</u>	<u>1,142,617</u>	<u>84,270</u>

Overheads

Travel and subsistence and Entertainment	4,353	5,112	758
Rent, Rates and Insurance	46,789	47,164	375
Heat and Light	44,805	53,136	8,332
Operating leases - Rent and Equipment	96,537	97,377	840
Repairs and maintenance and Cleaning	91,413	89,355	- 2,058
Print, postage and stationary	1,623	2,392	769
Telephone and broadband	7,567	7,044	- 523
Computer costs	23,060	23,594	534
Marketing costs - strategic	2,262	12,221	9,959
Website costs	680	994	314
Subscriptions	1,993	2,172	179
Consumables	3,073	4,170	1,097
Sundry	- 30	- 22	8
Legal and professional fees	19,392	22,175	2,783
Till differences	16	-	- 16
Bank charges	4,205	5,412	1,207
Loan interest	3,467	3,587	120
	<u>351,207</u>	<u>375,884</u>	<u>24,677</u>
SURPLUS/DEFICIT	<u>333,950</u>	<u>248,838</u>	<u>85,112</u>

Management Accounts
Balance Sheet
As at 28 February 2021

	£	£
Tangible Fixed Assets		9,746,819
<i>Current Assets</i>		
Stock	30,314	
Debtors	201,160	
Cash at Bank	530,194	
	<u>761,668</u>	
<i>Current Liabilities</i>		
Creditors	<u>492,752</u>	
Net Current Assets		268,916
<i>Long term liabilities</i>		
Loans	112,637	
Pensions liability	<u>1,382,000</u>	
		1,494,637
Net Assets		<u><u>8,521,099</u></u>
Capital and Reserves:		
Restricted funds		9,727,258
Unrestricted funds		175,841
Pension liability		<u>(1,382,000)</u>
		<u><u>8,521,099</u></u>



Shetland *arts*
HEAD OF CREATIVE
OPPORTUNITIES REPORT

APRIL 2021

INTRODUCTION

This report details the following

- Key Performance Indicators
- Significant projects completed in the reporting period
- Significant projects planned

KEY PERFORMANCE INDICATORS

As Per SCT Funding 20/21	Sep	Oct	Nov	Dec	Jan	Feb
Concerts, Screenings, Exhibition Days	77	152	119	125	22	22
Audience attendances	1,042	2,510	1,964	26,742	660	600
Development Sessions	132	160	195	178	138	132
Participations	534	587	635	1,025	428	458

Formal Education Delivery	Enrolled to Study at Mareel 20/21		Taught Across the Network 20/21
	Full Time	Part Time	
Vocational Pathway	-	31	NA
NC	9	-	NA
HNC	2	-	NA
Degree	11	1	12
Masters	1	-	13

SIGNIFICANT PROJECTS COMPLETED IN REPORTING PERIOD

Date	Title	Intention	Outcome
2 nd April	Shetland Youth Theatre	Drama activities for young people – weekly sessions leading to an intensive and recorded performance.	Recorded will be premiered at National Youth Theatre's 'Connections' festival in July.
30 th March	BA Film Making online residency.	Students from all over Scotland collaborated online to produce a series of live performance edits.	Contributed academic credits toward 3 rd year of course.

SIGNIFICANT PROJECTS PLANNED

Short = Next 3 Months; Medium = 3 Months - 1 Year; Long = 1 Year +

Term	Title	Intention	April Update
Short	Upskilling	Paid CPD programme for creative practitioners (circa 280 participations)	Streaming, Filming and Community Arts Practice programmes underway
Short	Youth Trad Big Band	Project to explore new ways to collaborate and teach online.	Teaching complete, and finished performance films in edit stages.
Medium	Youth Arts Grants	Funding pot of circa £30k to be distributed to youth arts activity applicants.	7 grants awarded. Projects to start in April and May.
Medium	VACMA round 3	Bursaries for Visual Artists and Craft makers	May deadline TBA



Shetland *arts*
HEAD OF PRODUCTION
REPORT

APRIL 2021

INTRODUCTION

This report details the following

- Health and Safety
- Significant projects completed in the reporting period
- Significant projects planned

HEALTH AND SAFETY

Date	Incident	Action Taken	Future Mitigation

SIGNIFICANT PROJECTS COMPLETED IN REPORTING PERIOD

Date	Title	Intention	Outcome
18/03/2021	Bonhoga Steriliser	To install a catering-grade dishwasher at Bonhoga	Complete
28/03/2021	Black Gaet Storage	Short-term hire of container for Mareel furniture	Complete
31/03/2021	External Railings	Railings shotblasted and recoated	Complete
10/04/2021	Two-Way Radios	Replacement of handsets at Mareel and Garrison	Complete
13/04/2021	Greenhouse Decommission	Removal of temporary exhibition space	Complete
19/04/2021	Auditorium House Lights	Upgrade of Mareel Auditorium fixtures to LED	Complete

24/04/2021	Refresh Now	Recording, filming and installing of Refresh Now commissions throughout March & April	Complete
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SIGNIFICANT PROJECTS PLANNED

Short = Next 3 Months; Medium = 3 Months - 1 Year; Long = 1 Year +

Short/Medium/Long Term	Title	Intention	April Update
Short	Mareel External Screen	Replacement of External Screen at Mareel	To be installed June 2021
Short	Mareel Hot Desk Office	To create a workspace for SADA staff in former Media Lab	When restrictions allow
Medium	Food Prep Cooling	Install appropriate cooling system in Food Prep area at Mareel	Options still being explored
Long	Mareel Foyer Floor	To re-screed lower foyer floor to address long standing issues with cracks	



Shetland *arts*
CHIEF EXECUTIVE
REPORT

APRIL 2021

INTRODUCTION

This report details the following

- Any Board decisions required
- Operational Issues from the last reporting period
- Key Dates for Trustees
- Stakeholder Updates
- Significant projects completed in the reporting period
- Significant projects planned

BOARD DECISIONS

Issue	Supporting Papers	Recommendation
Update Risk Register	Risk Register (Appendix 1)	Approve
New Policy	Conflict of Interest Policy (Appendix 2)	Approve
New Policy	Trustees Code of Conduct (Appendix 3)	Approve
New Policy	Trustee Role Descriptors (Appendix 4)	Approve
New Policy	Menopause Policy (Appendix 5)	Approve

OPERATIONAL ISSUES

Issue	Mitigation
Covid 19	Working to additional restrictions in line with government guidance, planning for reopening of Mareel Friday 21 May.

KEY DATES FOR TRUSTEES

Date	Title	Venue
4 May – 5 September	Summer Craft Show, in association with the Arts and Crafts Association	Bonhoga

STAKEHOLDER UPDATES

Creative Scotland	
Shetland Charitable Trust	
Highlands and Islands Enterprise	
Shetlands Islands Council	

SIGNIFICANT PROJECTS PLANNED

Short = Next 3 Months; Medium = 3 Months - 1 Year; Long = 1 Year +

Short/Medium/Long Term	Title	Intention	April Update
Short	Future of the Garrison	Secure a sustainable future for The Garrison Theatre	Ongoing, will form part of planning for 2021
Medium	The Lens	To develop an innovation culture in SADA in partnership with SRT and SAT	On hold due to Covid 19
Medium	Social Impacts	Roll out Social Impacts to WMT and staff	Ongoing as staff return from furlough
Medium	Locus	Successful delivery	Installation delayed until Summer 2021
Medium	Business Planning	Refresh and renew SADA business Plan 2022 - 2027	Ongoing process to be completed Autumn 2021
Long	Islands Deal	Ensure CI is delivered in Islands Deal	Creative Islands strand announced as part of the overall funding packages. SADA contributing to outline business case

No.	Strategic Risk	Frequency	Severity	Risk Profile	No.	Mitigation	Evidence	Revised Frequency	Revised Severity	Revised Risk Profile	Rationale
		(1-5)		(FxS)				(1-5)		(RFxRS)	
1	Leadership Loss of key leaders or key individuals that the organisation depends upon and cannot be replaced easily.	3	4	12	1.1	Track Staff Satisfaction	Annual Staff Satisfaction Survey	2	2	4	Frequency has reduced because of 1.1, 1.2 & 1.3 Severity has reduced because of 1.2 & 1.4
					1.2	Appropriate Pay and T&Cs	Benchmarking				
					1.3	Development Opportunities	Performance Development Reviews				
					1.4	Good national profile to enable recruitment	Quality of applicants				
					1.5	Board Recruitment	Quality of applicants				
2	Lack of Governance With little or no systems in place to identify & monitor compliance	2	4	8	2.1	Regular meetings with key reports	Board Agenda, Minutes of Meetings	1	2	2	Frequency has reduced because of 2.1 Severity has reduced because of 2.2 & 2.3
					2.2	Work through Scottish Governance Code	Task lists generated				
					2.3	Working towards achievement of Good Governance Award	Gathering of evidence				
3	Loss of public / stakeholder confidence / trust Risk that an incident or situation creates an environment that confidence is eroded or lost.	3	4	12	3.1	Business Continuity Planning	BCP plans	1	4	4	Frequency has reduced because of 3.1, 3.2, 3.3 & 3.4 Severity has not been reduced
					3.2	Access to specialist comms freelancers	have one during the pandemic				
					3.3	Reasonable relationship with journalists	Positive coverage of activity				
					3.4	Good informed relationship with stakeholders	Resilience plans				
4	External Impacts Being unable to manage and adapt to societal shocks. e.g. Pandemics	2	5	10	4.1	Ensure staff structure is flexible	Staff planning	2	3	6	Frequency has not been reduced Severity has been reduced because of 4.1, 4.2, 4.3 & 4.4
					4.2	Ensure staff are current in training	Performance Development Reviews				
					4.3	Business Planning	Business Plan				
					4.4	Relationship with stakeholders	Resilience plans				

No.	Strategic Risk	Frequency	Severity	Risk Profile	No.	Mitigation	Evidence	Revised Frequency	Revised Severity	Revised Risk Profile	Rationale
		(1-5)	(1-5)	(FxS)				(1-5)	(1-5)	(RFxRS)	
5	Finance Unexpected shortfall in funding or income to deliver against medium term plans	3	5	15	5.1	Be informed about funding landscape	Communications with CS , SIC and SCT	2	3	6	Frequency has been reduced because of 5.1, 5.4 & 5.5 Severity has been reduced because of 5.2 & 5.3
					5.2	Able to raise funds from alternative sources	Successful funding applications				
					5.3	Focus on traded/commercial income	Minutes from Commercial meetings				
					5.4	Deliver on funding agreements	Reporting				
					5.5	Ensure funding is claimed in a timely fashion	Minuted quarterly funding reviews with managers				
6	Estates Large unexpected estates issues	2	5	10	6.1	Proactive Asset Management	Asset Management Plan (to be updated)	1	5	5	Frequency has been reduced because of 6.1 & 6.2 Severity has not been reduced
					6.2	Regular Maintenance	Various Maintenance Contracts (eg Ness and Kone)				
7	Legal/Regulations Breach of legal or licencing conditions	3	5	15	7.1	Trained Staff	Personal and SIA licence holders	1	5	5	Frequency has been reduced because of 7.1, 7.2, 7.3 & 7.4 Severity has not been reduced
					7.2	Use of specialist contractors	Law at Work contractors				
					7.3	Use of auditors	RSM				
					7.4	Proactive relationship with licencing body	Communications with SIC				



Shetland Arts Development Agency Conflicts of Interest Policy

Date Issued – 15 February 2021
Review Date –

Purpose

This policy is intended to provide fairness and transparency with regard to how SADA manages conflicts of interest.

Scope

This policy applies to all board members and employees.

Introduction

Board members have an obligation to act in the best interest of SADA, and in accordance with SADA's governing document. All staff have a similar obligation. Conflicts of interest may arise where an individual's personal or family interests and/or loyalties conflict with those of SADA.

Such conflicts may create problems, they can:

- Inhibit free discussion;
- Result in decisions that are not in the interests of SADA; and
- Risk the impression that SADA has acted improperly

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

The declaration of interests

Board members and all staff will be asked to declare their interests and any gifts or hospitality received in connection with their role in SADA. A declaration of interests form is provided for this purpose, listing the types of interest you should declare.

To be effective, the declaration of interests needs to be updated at least annually, and also when any changes occur.

If a board or staff member is unsure what to declare the Head of Organisational Support can be contacted for confidential guidance. Interests will be recorded on the governing body's register of interests, which will be maintained by the Head of Organisational Support. The register will be accessible by the Chair, Chief Executive, Head of Organisational Support and Administrator only.

This Policy does not define the relationships that could be a conflict. This is difficult and it is also unlikely that such a definition would reflect the intention of the policy. The key principle is the need for transparency in regard to any interest which might be objectively regarded by a member of the public, acting reasonably, as potentially affecting a staff or board member's responsibilities to SADA.

Decisions taken where a board member has an interest

In the event of a decision having to be made in which a board member has an interest the individual with the conflict should declare this at the earliest opportunity and withdraw from any subsequent discussion or decision.

Individuals may however participate in discussions from which they may indirectly benefit, for example where the benefits are universal to all staff, or where their benefit is minimal.

When making a decision where a conflict has been declared it should be ensured that the individual does not get a vote in the final decision.

All decisions under a conflict of interest will be recorded by the Head of Organisational Support and reported in the minutes of the meeting. The report will record:

- The nature and extent of the conflict
- An outline of the discussion
- The actions taken to manage the conflict

Decisions taken where a staff member has an interest

In the event of a decision having to be made in which a staff member has an interest the individual with the conflict should declare this to their line manager at the earliest opportunity. A decision will then be made on how the conflict will be managed.

The declared conflict and mitigating measures will be recorded by the Head of Organisational Support on the conflicts register.

Contracting of Employees

Due to the nature of SADA's work it is not unusual for employees to also be involved in freelance work for the organisation. When proposing to contract an employee of the organisation the manager issuing the contract must get approval from the Chief Executive. To get permission an e-mail must be sent to the CEO containing:

- The name of the employee to be contracted
- The nature of the work to be undertaken
- Justification of why this employee is the best option including the consideration of alternative freelancers.

Managing Contracts

Where a conflict of interest has been identified the affected board member must not be involved in managing or monitoring a contract in which they have the interest. Monitoring arrangements for such contracts will be delegated to another individual by the relevant line manager.

Where the conflict of interest affects a staff member the management of the contract will be discussed with their line manager and any relevant mitigating controls put in place.

Shetland Arts Development Agency Trustees Code of Conduct

By reading this document and accepting the role of a charity trustee of Shetland Arts Development Agency, all charity trustees agree to the following responsibilities:

General Conduct

- Charity trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise.
- Charities trustees are required to act in the best interests of the charity at all times.

Although SADA is not a public organisation it also expects Trustees to uphold the seven principles of public life:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Independence

- Charity trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Charity trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;
 - must avoid actual impropriety and any appearance of improper behaviour.
- Charity trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- Charity trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee. Any gifts or hospitality received in any connection to Shetland Arts Development Agency should not exceed the value of £50, should be declared using the relevant process and will be logged on a register.

Charity Trustee Roles

Charity trustees should:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.

- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

Charity trustees should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

Volunteers/Employees within the Charity

Charity trustees should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and volunteers and any employees on the other, ensuring that the board, volunteers and any employees work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements;
 - not interfering in the performance by volunteers or employees of duties delegated to them within the charity while ensuring that volunteers and any employees working for the charity are held to account through the manager/CEO, as appropriate.

Legal Requirements and Policies

Charity trustees must:

- Act in accordance with the charity's governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.

- Abide by the charity’s conflict of interests policy and ensure the charity’s conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

Where a charity trustee is found to be in breach of the standards outlined by the board in its Code of Conduct he or she will be asked to meet with the Chairperson of the board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a charity trustee may result in the trustee’s tenure being terminated.

The board of charity trustees should review this Code of Conduct for trustees at 3-year intervals or as appropriate.

Signed

Name

Date

Shetland Arts Development Agency Trustees Role Descriptor

Background

Salary: Unpaid. Reasonable expenses incurred travelling to meetings will be reimbursed.

Hours: 11 meetings per year

Shetland Arts is a charitable trust established to advance Arts and Culture for the benefit of the residents of Shetland, and to advance education in the Arts, particularly Dance, Drama, Theatre, Film, Literature, Music, Crafts and Visual Arts. Shetland Arts is a regularly funded organisation (RFO) of Creative Scotland, and it also receives funding support from the Shetland Charitable Trust. However, the majority of its income is through trading and commercial income. Shetland Arts' purpose is to place the Arts at the heart of Shetland, and to educate, promote, support and develop the practice and enjoyment of the Arts by all. This is achieved by:

- Promoting and supporting the creation, practice, presentation and study of the Arts, at a personal and professional level
- Improving access to the Arts for all
- Supporting personal development and lifelong learning through the Arts
- Promoting excellence in artistic quality and encouraging new work
- Providing facilities to support artistic activities

Shetland Arts has a number of venues, principally Mareel in Lerwick which houses the two-screen cinema for the islands and an event auditorium and cafe as well as learning facilities. The Weisdale Mill (Bonhoga) is a small gallery, shop and cafe on the west side of Shetland. The Garrison Theatre in Lerwick is mainly used for local theatrical productions and concerts, and The Booth in Scalloway is a space for artists currently managed and operated through Wasps Artist Studios, whilst ShetlandMade at Sumburgh Airport supports local crafts and artists.

Who are the charity's trustees

The Charities and Trustees Investment (Scotland) Act 2005 defines charity trustees as those people who have "the general control and management" of a charity. For SADA the charity trustees are the board of the organisation known as the trustee board. The trustee board comprises a maximum of 15 trustees. The trustee board appoints a chair and vice chair from among the trustees.

The role of the board of trustees

At its simplest, the role of the trustee board is to receive assets from donors, safeguard them and apply them to the charitable purposes of SADA. The trustee board must always act in the best interests of SADA, exercising the same standard of duty of care that a prudent person would apply if looking after the affairs of someone for whom they have responsibility. The trustee board must act as a group and not as individuals.

Duties of a trustee

The duties of a trustee board member are to:

- ensure that SADA complies with its governing document (its Trust Deed), charity law and any other relevant legislation or regulations
- ensure that SADA pursues its objects as defined in its governing document

- ensure SADA applies its resources exclusively in pursuance of its objects. For example, it must not spend money on activities which are not included in the objects, however worthwhile they may be
- contribute actively to the board of trustees by giving firm strategic direction to SADA, setting overall policy, defining goals, setting targets, and evaluating performance against agreed targets
- safeguard the good name and values of SADA
- ensure the financial stability of SADA.

In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions. This may involve leading discussions, identifying key issues, providing advice and guidance on new initiatives, and evaluating or offering advice on other areas in which the trustee has particular expertise.

Minimum time commitment

Trustees are expected to attend an induction session prior to their first board meeting. Trustees are expected to attend all board meetings. Board meetings are held 6 times a year in the evenings. Board meetings normally last a maximum of two hours. There are also 5 informal information sessions held during the year. Papers are distributed one week in advance of meetings and trustees are expected to take the time to read these fully in advance of the meeting. There may be additional meetings from time to time.

Person specification

Each trustee must have:

- a commitment to the goals of SADA
- a willingness to meet the minimum time requirement
- strategic vision
- good, independent judgement
- an ability to think creatively
- a willingness to speak their mind
- a understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- an ability to work effectively as a member of a team and to take decisions for the good of SADA.

Although SADA is not a public organisation it also expects Trustees to uphold the seven principles of public life:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

The board of trustees collectively needs skills and experience in the following areas:

- Administration
- Change management
- Charity/Trust governance
- Customer Care
- Creative industries
- Digital
- Business Development
- Finance
- Fundraising
- HR/Training
- Income Generation
- Legal
- Marketing
- People Management
- PR/Communications
- Project Management
- Property
- Voluntary Sector Experience

This list of skills is reviewed annually for completeness.



Shetland *arts*

Menopause Policy

Published -
Date for Review -

Introduction

The Organisation is committed to ensuring that all individuals are treated fairly and with dignity and respect in their working environment.

The Organisation is also committed to ensuring health, safety and wellbeing of the workforce. In this regard, the Organisation will provide appropriate support to women who are experiencing symptoms associated with the menopause, whilst supporting line managers by providing guidance.

This Policy is supported by a set of guidance sections and needs to be read in conjunction with these.

Aims & Objectives

The aim of this Policy is:

- to make managers aware of the Organisation's responsibility to understand the menopause and related issues and how they can affect staff, their partners, families and work colleagues, by educating and informing managers about potential symptoms and how they can support individuals in the workplace;
- to create an environment where women feel confident enough to raise issues about their symptoms and ask for adjustments at work;
- to raise wider awareness and understanding amongst employees and to outline support and reasonable adjustments that are available; and
- to subsequently reduce menopause related sickness by supporting staff to remain in work rather than having to take sick leave (or in some cases resign) meaning that the organisation retains valuable skills and experience.

Definitions and Background

Menopause is part of the natural ageing process for women, although it can be brought on as a result of other medical conditions or certain surgical interventions. It refers to the point in time when menstruation has ceased for twelve consecutive months. After a woman has not had a period for a year, this is considered to be *post-menopausal*.

Perimenopause is the period of hormonal change leading up to the menopause and can often last for four or five years although for some women it may continue for many more years or for others, may last just a few months. It varies greatly in different individuals. During this time, individuals may begin to experience symptoms due to changes in their hormone levels and may vary in degree. Due to the fact that they may be still having regular periods at the onset of the symptoms, many individuals do not always realise that they are experiencing the peri-menopause and may not understand what is causing their symptoms. This can be a barrier for support.

The menopause usually occurs between the ages of 45 and 55. In the UK, the average age is 51 but it can happen much earlier.

People from the non-binary, transgender and intersex communities may also experience menopausal symptoms. Due to a variety of factors, the experience of menopause may be different for those within these communities. Experiences and perceptions of the menopause may also differ in relation to disability, age, race, religion, sexual orientation, or marital/civil partnership status. It is important to recognise that for many reasons, peoples' individual experiences of the menopause may differ greatly.

Some people seek medical advice and treatment for the symptoms of the peri-menopause. A common form of treatment is known as hormone replacement therapy (HRT). Many women find these treatments helpful in alleviating symptoms but HRT is not suitable or appropriate for all women.

Some people using HRT may experience side effects which may also require adjustments in the workplace.

Legislation

The Health and Safety at Work Act (1974) requires employers to ensure the health, safety and welfare of all workers. Under the Act, employers are required to do risk assessments under the Management Regulations which should include specific risks to menopausal women if they are employed.

The Equality Act (2010) prohibits discrimination against people on the grounds of certain protected characteristics including sex, age and disability. It is also important to note that conditions linked to the menopause may meet the definition of an "impairment" under the Equality Act and require reasonable adjustments.

Key Principles

The Organisation aims to create an environment where individuals feel confident enough to raise issues about their symptoms and ask for support and adjustments at work. The organisation is committed to ensuring that conditions in the workplace do not make menopausal symptoms worse and that appropriate adjustments and support are put in place.

The Organisation has a positive attitude to the menopause/perimenopause and will work proactively to make adjustments where necessary to support individuals experiencing the menopause and to ensure the workplace does not make their symptoms worse.

The Organisation takes a proactive stance and will promote a greater understanding of the menopause/perimenopause is a very individual experience and that people can be affected in different ways and to different degrees, and therefore different levels and types of support and adjustments may be needed.

The Organisation will provide appropriate information and support to all staff and other individuals.

The Organisation will carry out risk assessments which take the specific needs of individuals into consideration (including stress risk assessments).

The Organisation recognises that managers should 'know their staff' and be familiar with the needs of their staff and any associated issues. In 'knowing their staff' managers will understand when to apply discretion in respect of this Policy and its guidance sections. Manager discretion should be used when assessing a staff member's individual needs and circumstances, in situations where there is a reasonable expectation of improvement without the need for formal intervention. Managers should create a supportive team culture that removes any barriers to disclosing information to their manager and their manager should equally be trained to understand the impact of the menopause and act accordingly without breaking the confidence of the individual.

Guidance for Managers

What is the Menopause?

The menopause is normally a natural biological transition point in life – part of the normal ageing process experienced by all women, though not everyone experiences it in the same way.

We tend however to use the term “menopause” to describe the transition years when the ovaries spontaneously fail to produce the hormones oestrogen and progesterone. Periods become less frequent and then stop altogether. The menopause is said to have occurred when periods have stopped for 12 consecutive months.

Don't forget that while all women experience the menopause, they are not the only ones affected. Managers need to understand that trans and non-binary staff may go through the menopause too (often with little support available) and need to be treated with dignity and respect, and men may need support while their wife or partner is menopausal. Everyone has different experiences and you shouldn't make any assumptions but listen to your member of staff and support their individual needs sensitively.

Sometimes in these sections we refer to “women” – this is because the majority of people experiencing the menopause are women and sometimes it gets clumsy if we try to list everyone affected every time but please bear in mind that other staff could be affected too.

When does the Menopause Occur?

In the UK, natural menopause usually occurs between 45 and 55 years of age, with the average age being 51.

However, a significant number of individuals experience the menopause before the age of 40 (some even in their teens and twenties). This is known as premature menopause or primary ovarian insufficiency and estimates suggest that around 1 in every 100 women in the UK will experience this. Premature menopause may be as a result of medical or surgical intervention or it can just happen on its own, with no clear cause.

Whilst menopause is generally a natural process involving gradual change, it can be sudden and acute following medical or surgical intervention (eg surgical hysterectomy, chemotherapy or radiotherapy).

What Happens during the Menopause?

The menopause brings physical changes to the body. For many people experiencing the menopause, it can result in physical, psychological and emotional changes to which it can be difficult to adjust.

- The particular changes involved can affect different people in different ways.
- Not everyone has symptoms – some experience few or no problems around this time.
- 80% of women in the UK report noticeable changes – though the type, amount and severity of those symptoms can vary, ranging from mild to severe.
- 45% of women find their symptoms difficult to deal with.
- Approximately 25% of women experience very debilitating symptoms.

In addition, the menopause typically occurs at a challenging time in many women's lives – they may be managing chronic health conditions, whilst bearing the greater share of caring and domestic responsibilities as well as being in employment. This can impact on emotional wellbeing and lead to excessive levels of stress. Without appropriate support, women can be left feeling isolated and vulnerable and this can affect their work and the role that they do.

Perimenopausal Stage

The perimenopausal stage describes the period of hormonal change leading to the menopause. It can often last for four to five years (though it may continue for many more years for some people, whilst lasting just a few months for others).

During the perimenopause, the levels of hormones produced by the ovaries fluctuate, leading to menstrual irregularities in the time between periods, and the length of period and flow, until they stop altogether. Sometimes they can stop suddenly.

Changes in hormone levels (particularly oestrogen) can lead to symptoms which can have an adverse impact on personal and work life. Whilst everyone's experience of the menopause will be different, most may experience some of the following:

- *Hot flushes* – hot flushes experienced by most people and described as a sudden feeling of heat, starting in the face, neck or chest, before spreading throughout the body. Most flushes last only a few minutes but during this time there can be sweating with the face, neck and chest becoming red and patchy and the heart rate becoming quicker or stronger. For some people these can be occasional, but others may have many daily – and though generally harmless, these can be uncomfortable, disruptive and embarrassing.
- *Night sweats* – night sweats are when you sweat so much that your night clothes and bedding are soaking wet, even though where you are sleeping is cool.

- *Sleep disturbances/difficulty sleeping* – sometimes because of hot flushes and/or night sweats, though it may also be as a result of the anxiety felt during menopause. This may lead in turn to fatigue, irritability, loss of concentration and/or forgetfulness.
- *Mood disturbances* – including low mood and increased susceptibility to anxiety, which can also lead to tiredness, tearfulness and an inability to concentrate.
- *Problems with memory* – and/or concentration.
- *Vaginal symptoms* – such as dryness, itching and pain/discomfort during sexual intercourse.
- *Heavy periods and clots* – and some periods may last longer. Periods are usually irregular and harder to prepare for.
- *Urinary problems* – including recurrent urinary tract infections such as cystitis. Many women feel an urgent need to pass urine or to pass it more often than normal.
- *Reduced sexual desire (libido)* – which may be a result of falling hormonal levels.
- *Palpitations* – heartbeats that suddenly become more noticeable.
- *Migraines and headaches*
- *Joint stiffness, aches and pains*
- *Reduced muscle mass*
- *Skin irritation*

These symptoms (which can vary in degree) may be experienced even though menstruation continues so women who are still having regular periods many not realise that they are experiencing the perimenopause and not understand the cause of the problems.

Menopause Symptoms in Other Circumstances

There are other circumstances in which symptoms may be experienced:

- Whilst menopause is usually a process involving gradual change, it can sometimes be sudden and acute following serious illness, medication or surgery. Sudden menopause tends to experience more severe symptoms and may require treatment and/or post-operative care to manage further problems.
- Younger women undergoing treatments for conditions such as endometriosis (estimated to affect around 1 in 10 women of reproductive age) and infertility (affecting around 1 in 7 couples) may experience menopausal symptoms whilst receiving treatment.

Why is the Menopause a Workplace Issue?

Members of our workforce are women between the ages of 46 and 55.

This means that there could be a staff member going through the menopause or experiencing perimenopausal symptoms at any time. In addition, between 1% and 10% of women experience an early or premature menopause and so may be trying to deal with the same symptoms.

Sometimes going through the menopause can be uneventful, but for others, it has an impact on their working lives, with it becoming increasingly difficult to function effectively at work as a result of their symptoms. This can leave them feeling less confident, more susceptible to fatigue and stress at work. It has also been recognised that certain aspects of work, working conditions and environment may exacerbate menopause symptoms.

A lack of knowledge about the menopause may mean that someone can be misdiagnosed as constantly having health issues which restrict them from fulfilling their normal role and having time off work. In addition, symptoms may impact on their performance, leading potentially to capability or disciplinary proceedings. They may be afraid to approach anyone losing confidence and feeling isolated before leaving work altogether. It has been estimated that approximately 10% of women actually leave work because of their severe symptoms and lack of support in the workplace.

It is therefore important that employers understand, address and manage these issues in order to protect the health and wellbeing of their workforce. Without effective support, employers risk losing key and valuable talent, expertise and experience.

Areas which employers can support their workforce include:

- flexibility of working hours and working arrangements;
- encouraging women to talk to co-workers and line managers if they have troublesome symptoms at work;
- greater awareness of managers about the menopause as a possible occupational health issue;
- challenging negative expectations about the menopause and stereotypical attitudes towards mid-age and older women;
- better access to informal and formal sources of information and support;
- improvements in workplace temperature and ventilation.

It is also worth noting that while there is no specific legislation addressing the impact of the menopause in the workplace, there are regulations of which employers should be aware. Case law has also shown the need to take medical information into account in capability situations where ill health has been raised by the employee.

Supporting an Employee Through the Menopause

Menopause is a very personal experience and can affect people at work in various ways. This means that different levels of support and assistance may be needed at what can be a very difficult time. Attitudes can vary from empathy and understanding, through to insensitivity and “jokey”, to a complete lack of sympathy.

Support from Line Managers

The most important and valuable thing a manager can do is listen and wherever possible, respond sympathetically to any requests for adjustments at work. People who are experiencing the menopause may need sympathetic and appropriate support from their manager. As with any longstanding health-related conditions, this support can make a major difference to how they deal with the menopause, enabling them to continue working well and productively.

Managers can only be sympathetic and supportive if they are aware that their member of staff is experiencing difficulties. Research has shown that people feel uncomfortable or embarrassed approaching their manager to discuss any difficulties in managing their menopausal symptoms. This is particularly the case if their manager is younger than them or male and/or if they have no idea about the menopause. This can be particularly true for trans or non-binary staff who are not “out” to their colleagues or manager and also for men who may be embarrassed to admit that they are affected by the experiences of their partner.

It is therefore important that as a manager, you are aware of the symptoms associated with the menopause and understand the issues affecting people going through it. This will help in fostering an environment where we are all more comfortable talking about the menopause, the symptoms and measures that could help in minimising these. You will need to be sensitive to any feelings of discomfort, listen to concerns and complaints and consider what can be done to reduce and minimise the impact symptoms may be having on the staff members performance within the workplace – could adjustments be made to allow them to manage their symptoms better?

Remember:

- You will need to maintain confidentiality in handling health information about the menopause.
- Any specific needs identified (including reasonable adjustments that are agreed) should be recorded and reviewed regularly.
- You should be aware of the potential impact of menopause on performance. If someone’s performance suddenly dips, it is worth considering whether the menopause may be playing a part in this.
- Case law has shown the need to take medical information into account in capability situations where ill health has been raised by the employee – seeking advice from the GP and/or occupational health practitioner.
- Staff should not experience any detriment because they may need time off during this time. Any absences should be managed in line with the Organisation’s Absence Management Policy and the Manager in “knowing their employee” should use discretion when applying the policy.

Risk Assessments

A risk assessment should be undertaken in order to consider the specific needs of individuals going through the menopause and ensure that the working environment will not make their symptoms worse. The risk assessment will assist in identifying any potential adjustments which may be required. Particular issues to consider include temperature, ventilation and the materials used in any uniform which is provided. Welfare issues (including toilet facilities and access to cold water) should also be considered.

Adjustments

It has been recognised that certain aspects of work and the working environment can aggravate menopausal symptoms. It is therefore important to consider whether adjustments can be made to help people experiencing those symptoms by removing any barriers that get in the way of them doing their job. It is recognised however that every workplace is different eg in some workplaces it is not possible to open a window. Any adjustments should be identified through discussion with the individual concerned and, where appropriate, with additional advice from Occupational Health.

The following are adjustments which could be considered in order to help with various menopause symptoms but most important of all is the need to listen to the individual and to respond sympathetically.

These may include:

- Flexibility to attend clinics, hospital or appointments and for woman and men seeking advice relating to the menopause in line with the Organisation's Management Absence Policy.
- Flexibility to take breaks when needed rather than at pre-determined times – while undergoing the menopause employees may experience bouts of feeling unwell at work so a flexible and sympathetic approach to breaks is needed, including to take medication in a private space, to walk around and ease any pain. There may also be a need to leave work suddenly to return home.
- Consideration of phased return after sick leave in line with the Organisation's Absence Management Policy for women suffering with particularly severe symptoms and impairment.
- Provision of private spaces for women to rest temporarily to talk with a colleague or to phone for personal or professional support.
- Consideration of role – stressful environments, high work demands, and long hours can aggravate menopausal symptoms and, in some cases, have been shown to bring on an earlier menopause.

Whilst it is important to consider whether adjustments can be made to help employees experiencing menopausal symptoms, many use self-help management or seek medical help to manage the symptoms themselves.

Menopause and the Law

Whilst there is not specific legislation addressing the impact on the menopause in the workplace, there are regulations of which employers should be aware.

The Health and Safety at Work Act (1974)

The Act requires employers to ensure the health, safety and welfare of all employees – and this will include women experiencing the menopause. Under the Act, employers are required to carry out risk assessments under the Management Regulations and these include specific risks to menopausal women, considering their specific needs and ensuring that the working environment will not worsen their symptoms. Particular issues for consideration will include temperature and ventilation, together with welfare issues such as toilet facilities and access to cold water.

The Equality Act (2010)

The Act protects people from discrimination in the workplace because of “protected characteristics” and includes both direct and indirect discrimination and harassment.

The protected characteristics are:

- Age
- Disability
- Gender reassignment
- Marriage or civil partnership pregnancy and maternity
- Race
- Religion or belief
- Gender
- Sexual orientation

Sex Discrimination

Employers could risk facing claims for sex discrimination under the Act if they fail to properly support their female employees who are experiencing the menopause. An example could be refusing to take menopause symptoms into account as a mitigating factor when applying a performance management policy, when it could be reasonably assumed that similar symptoms eg memory loss arising from other conditions would have been taken into account as a mitigating factor for male staff.

The first successful Employment Tribunal concerning the menopause was in 2012 (Merchant vs BT plc). Ms Merchant alleged that she had been discriminated against on the grounds of her gender when her employer failed to deal with her menopause symptoms in the same way that it would have been dealt with other medical conditions. Ms Merchant had been underperforming and had reached the final written warning stage of the capability process. She provided her employers with a letter from her GP stating that she was going through the menopause which could affect her levels of concentration at times and that she was also suffering stress as she was a carer for two family members.

Whilst the employer's capability process required an investigation as to whether under performance was due to health factors, the possible impact of menopause was not investigated – rather, the manager concerned relied on his own knowledge of menopause, together with the symptoms experienced by his wife and colleague. Ms Merchant had subsequently been dismissed prior to her claim to the Tribunal.

The Tribunal concluded that the dismissal was discriminatory and unfair, stating that a man suffering from ill health with comparable symptoms (in this case affecting concentration) and with performance issues would not have been treated in the same way. The failure to refer Ms Merchant for an occupational health assessment following receipt of her GP's letter, before taking the decision to dismiss, was held to be direct sex discrimination.

Harassment

An example of harassment might be a manager commenting that there is no point promoting a menopausal employee because they are 'hormonal'. Even if not addressed directly at a particular employee, this could cause staff to be upset and to worry could be considered harassment.

Disability

Whilst the menopause is not in itself a disability, conditions arising from it may meet the definition of an 'impairment' under the Equality Act. As an example, depression or urinary problems linked to the menopause and which have a substantial and long term adverse effect on ability to carry out normal day to day activities, mean that the person concerned would be considered to have a disability under the Act. An employer is required to make reasonable adjustments where a disabled worker would be at a substantial disadvantage compared with a non-disabled colleague.

Case law therefore shows the need to take medical information into account in capability situations where ill health has been raised by the employee – seeking advice from the GP and/or Occupational Health practitioner.