

DECKCHAIR THEATRE - GOVERNANCE STATEMENT

1. Background

- 1.1 **Deckchair Theatre** was created in 1983, is one of three major publicly funded Theatre companies in Western Australia and has established itself as one of the country's main developmental Theatre companies. Its current home is in the historic Victoria Hall in Fremantle, Western Australia.
- 1.2 **Deckchair's** mission is to support the development, creation and presentation of contemporary, innovative, new Australian writing for the theatre . As well as creating our own original performances we seek to establish our home as a strong, vital and sustainable artistic hub, responsible for developing new theatre artists and new audiences.
- 1.3 **Deckchair** is an incorporated association pursuant to the *Associations Incorporations Act 1987 (WA)*, is governed under a Constitution and has members who are governed under a Constitution.
- 1.4 Management of **Deckchair** is vested in a Board of Management pursuant to the Constitution.
- 1.5 **Deckchair** employs a full time General Manager, Artistic Director, Sponsorship and Marketing Manager, and a part-time Administrator Finance and Reporting Officer.

2. The Role of the Board

- 2.1 The principal powers of the Board are to:
 - (a) review and approve **Deckchair's** strategic objectives and business plan;
 - (b) determine and review **Deckchair's** policies;
 - (c) recruit and select the General Manager and Artistic Director;
 - (d) support the General Manager and Artistic Director in undertaking their respective roles, periodically review and assess their performance and determine their remuneration;
 - (e) review and approve the annual budget;

- (f) to ensure that systems are in place to monitor and control;
 - adequacy of resources and risk;
 - accountability to funding bodies and members; and
 - compliance with law and ethical standards;..
 - (i) structuring the Board so that it has an effective composition, size and commitment to adequately discharge its responsibilities and duties; and
 - (j) enhance **Deckchair Theatre's** public standing.
 - (k) Community relations and advocacy, representing Deckchair
- 2.2 The Board recognises its responsibility to the following key stakeholders:
- Audience;
 - Peers – other Australian Theatre companies and Theatre artists/workers;
 - State and federal government funding bodies;
 - Corporate partners.
- 2.3 The Board shall follow an annual agenda including operational and strategic planning issues.
- 2.4 Board members must act in the best interests of **Deckchair Theatre** and must avoid conflicts of interest. The Board will govern in accordance with the highest ethical standards.
- 2.5 The Board will annually assess its effectiveness in meeting its responsibilities. This process is designed to ensure that the Board meets the highest standards of governance and that the Board and each Board Member can make an appropriate contribution to the Board's objectives.
- 2.6 The Board will annually conduct a skills audit to ensure diverse and relevant experience is represented on the Board.

3. Board Structure

- 3.1 The Board consists of a Chairperson, a Secretary, a Treasurer and not less than 4 other persons. All Board members are independent of management and free of any interest that could materially influence the exercise of their independent judgement.

3.2 Board members are elected at the Annual General Meeting. The 4 longest serving board members shall cease to be board members but shall be eligible for re-election to membership of the Board. The Board may appoint a person to fill a casual vacancy whose tenure will cease at the Annual General Meeting following their appointment. A casual vacancy occurs if a Board Member:

- Dies;
- Resigns by notice in writing to the Chairperson;
- Is convicted of an offence under the *Associations Incorporation Act 1987 (WA)* or any criminal offence;
- Is permanently incapacitated by mental or physical ill health;
- Is absent from more than:-
 - 3 consecutive Board meetings; or
 - 3 Board meetings in the same financial year, of which he or she has received notice without obtaining leave from the Board;
- Ceases to be a Member;
- Becomes bankrupt.

3.3 The Chairperson's responsibilities are:

- Presiding at all Board meetings;
- Being an ex-officio member of all committees;
- Representing **Deckchair Theatre**
- Making urgent decisions on behalf of **Deckchair Theatre** in conjunction with the General Manager;
- Co-ordinating the General Manager and Artistic Director's annual performance evaluation;
- Assisting the General Manager in conducting an orientation of new Board members;
- Contributing to agenda of Board meetings;
- Enhancing the public standing of **Deckchair Theatre**;
- Acting with the General Manager as **Deckchair Theatre's** media spokesperson.

3.4 The Secretary's responsibilities are:

- Co-ordinating the correspondence of **Deckchair Theatre**;

- keep full and correct minutes of the proceedings of the Board and **Deckchair Theatre**;
- Maintaining the register of Members;
- Ensuring compliance with all statutory requirements;
- Deputising for the Chairperson.

3.5 The Treasurer's responsibilities are:

- Presenting to Board meetings written reports, balance sheet or financial statements as directed by the Chairperson;
- Assisting the General Manager and Artistic Director to draft **Deckchair Theatre's** budget;
- Monitoring **Deckchair Theatre's** performance against the budget;
- Presenting to the Annual General Meeting **Deckchair Theatre's** Financial Statements and the Auditor's Report;
- Overseeing, with the General Manager, **Deckchair Theatre's** financial records;
- Advising the Board on financial matters.

3.6 The role of individual Board members:

- Preparation for and participation in Board meetings, including the annual one day Vision Day by contributing to discussion and assisting with reaching group decisions;
- Participation in at least one Board committee;
- Assume Committee leadership at least once during each term of office;
- Support and participate in year round fund-raising events by selling tickets and promoting **Deckchair Theatre** events within the community and support and participate in special activities as available;
- Community relations and advocacy, representing the organisation
- Assist General Manager and Marketing and Development staff with fund-raising;
- Attend **Deckchair Theatre** productions and events and invite others to do so.

- 3.7 The Board delegates responsibility for the day-to-day management of **Deckchair Theatre's** activities to the CEO. The CEO is appointed by the Board and has the following key responsibilities:
- Achievement of the goals set in the Strategic Plan;
 - Compliance with Board policies;
 - Compliance with operating policies and procedures;
 - Staff relationships and industrial relations;
 - Business development;
 - Development of an annual financial budget (divided into monthly budgets) in consultation with the Treasurer;
 - Enhancing the public standing of **Deckchair Theatre**.
- 3.8 The Board will formally appraise the performance of the CEO at least annually.

4. Board Processes

- 4.1 The Board will meet on the second Monday of every second month, except in December.
- 4.2 The Chair will use best endeavours to ensure that all business is completed between the hours of 6:00pm and 7:30pm.
- 4.3 Staff members may from time to time be invited to attend all or part of the meeting at the discretion of the Board.
- 4.4 Staff reports should be submitted by the General Manager and the Artistic Director and others as required by the Board and should report comprehensively on the progress of the company.
- 4.5 Reports should be received by Board Members 7 days before the Board meeting where possible. Reports will not ordinarily be discussed at the meeting unless a Board or staff member wishes to comment on or question them.
- 4.6 Board papers must be submitted for all issues which the Board is being asked to consider for the first time; or change a previously held position.
- 4.7 Board papers must be received by Board Members 7 days before the Board meeting.

4.8 Board members are assumed to be familiar with the contents of reports and papers if they have been furnished with them as per the previous paragraph.