

**WILTSHIRE ARCHAEOLOGICAL AND NATURAL HISTORY SOCIETY**  
**PAPER EXPLAINING PROPOSED CHANGES TO ARTICLES OF ASSOCIATION**

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### **Changes to Articles of Association**

The Board of Trustees of the Wiltshire Archaeological and Natural History Society (the Society) agreed earlier this year that the Articles of Association (the Articles) of the Society (Charity number 1080096/Company Limited by Guarantee 3885649), should be revised to take into account changes since they were last updated in 2015. These have been carried out in consultation with a solicitor and advice from the Charity Commission. Final approval from the Charity Commission will be confirmed once members agree the proposed changes. Three main issues have arisen since that date which can only be resolved by changing the Articles:

- The strategic role of the Director post (the senior member of staff employed by the Society to run the Museum and Society)
- recruitment and retention
- encouraging equality and diversity

### **What is proposed?**

It is proposed that the strategic role of the Director be recognised by making the post an *ex-officio* Trustee, and therefore able to play a full role in the responsibilities, deliberations and decision-making of the Board. The post-holder would also be given a direct financial interest in ensuring the long-term sustainability of the Society. This would be through a performance-related bonus scheme which recognises not only financial performance, but also meeting forward plan objectives and development targets. The scheme would be largely self-financing. By giving the Director a tangible stake in the success of the Society, we both recognise the strategic contribution of the role and confirm the importance of continuing to work towards effective recruitment and retention and equality and diversity.

### **Strategic Role of the Director**

The post of Director of the Society was created in 2008 to develop a strategic approach to sustaining and developing the Society. The Board have recognised that the Director plays an active role in developing the strategic direction of the Society, for example, by writing the current Strategic Plan. As a result, the Board understand that the Director has been acting in the capacity of a Company Director as defined in the 2006 Companies Act. The Board now wishes to regularise this position by appointing the Director to the Board of the Society as a Trustee.

### **Recruitment and Retention**

The Board maintain a Risk Register and have identified that succession planning is a significant issue for the future. In recent years it has become clear that heritage organisations face significant problems of recruiting and retaining staff with relevant skills and experience.

- When the post of Director of the Society was created in 2008, two rounds of advertising were required, coupled with an exercise of identifying potential suitable candidates and encouraging them to apply.
- The post of Chief Executive of another County Archaeological Society has seen three changes in the last five years, which has a significant impact on the strategic development of their Society. A recent recruitment process included contacting individuals who may be prepared to consider applying for the post.
- The issue of succession planning has also been faced by other independent Museums, including Salisbury Museum and the Dorset Natural History and Archaeological Society (Dorset Museum). In each case, the Director is now an *ex-officio* Trustee and their compensation package includes a performance-related bonus.

### **Equality and Diversity**

The Society has a strong tradition of equality, having had female members from its foundation in 1853 and prominent female Presidents such as Maud Cunnington and Peggy Guido. The Articles of the Society currently contain terms such as 'Chairman' that do not reflect this tradition, nor modern preferences. The opportunity has, therefore, been taken to update the Articles to remove gender bias, reflecting the Equality, Diversity and Inclusion Policy agreed by the Board. This Policy becomes increasingly important as funders, such as Arts Council England and the National Lottery Heritage Fund, take equality and diversity into account in their assessment of the strength of an organisation and the way in which it reflects the diversity of the area in which it is situated.