

Consultancy Support for a Governance Review

Role: Governance Review Consultant

Location: Home based; ability to travel to Devizes for meetings

Reporting to: Museum Director

Contract: September 2024- February 2025

Wiltshire Museum is seeking Consultancy Support for a Governance Review to support the development of *Assizes for Devizes: Unlocking Wiltshire's Stories*.

Assizes for Devizes is an ambitious large-scale redevelopment project to revitalise the currently derelict Devizes Assize Court as a community hub and new home for the Wiltshire Museum and its internationally important collections. The project is a collaboration between Wiltshire Museum, which will manage the project and run the building, and the Devizes Assize Court Trust (DACT), which owns the building.

Development funding of £300,748 has been awarded by The National Lottery Heritage Fund to help Wiltshire Museum, working closely with the Devizes Assize Court Trust, to progress plans for the project before applying for a full National Lottery grant in 2025. If successful, work would start on the Assize Court building in two to three years' time, with a target opening date of 2030.

As part of the Development Phase of the project, Wiltshire Museum will undertake capacity building activities to ensure the successful execution of the project and the long-term sustainability of the organisation post-completion. We therefore wish to appoint an experienced consultant to undertake the Governance Review during the project's Development Phase.

Anticipated budget, including expenses but excluding VAT: £7,000

1. About Wiltshire Museum

The Wiltshire Museum has been located in the historic market town of Devizes since 1874 and contains the largest collection of Early Bronze Age gold ever put on public display in England. Award-winning displays transform public understanding of the era and feature 500 Stonehenge period objects, including 30 pieces of gold treasure, together with archaeology, art, natural history, local history, and an Archive and Library which is open to the public.

The Museum is housed in Georgian and Victorian buildings – all Grade II listed - in a residential area of similar buildings. The Museum is open throughout the year for visitors and researchers and in addition to the permanent galleries offers a variety of events, lectures and special exhibitions for all ages.

The Wiltshire Museum is owned and run by the Wiltshire Archaeological and Natural History Society (WANHS), a Registered Charity and Company Limited by Guarantee. The Society was formed in 1853 to establish a Museum and Library and for the promotion and study of objects connected with Wiltshire.

2. Devizes Assize Court Trust

The Wiltshire Museum is working on the Assizes for Devizes project with the Devizes Assize Court Trust (DACT), which was formed in 2018 (Charity Number 1177016). DACT now owns the building and was created to ensure its long-term preservation. The two organisations have a signed Memorandum of Understanding and have signed a Heads of Terms for a lease by which the Wiltshire Museum will occupy the Assize Court building.

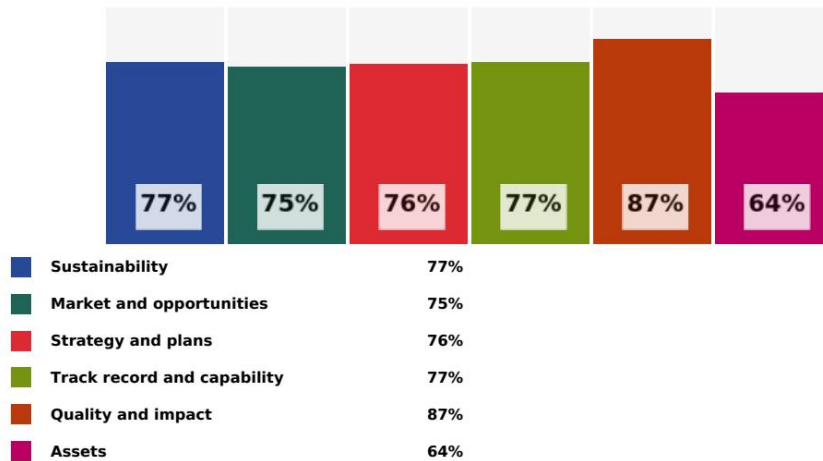
3. The brief

The Assizes *for Devizes* project will be transformational for the Wiltshire Museum and a key aim is to ensure the long-term sustainability of the Museum and WANHS. This is the first stage of a longer transformation of the organisation and its property. Operations at the new site will be significantly larger than those currently run by the Museum and will require strong governance and leadership and diverse skill sets.

To guarantee that the project is a success, and that the ongoing operation of the restored building is also successful, we wish to strengthen our Board to take on this major task and to continue to further diversify our governance and workforce, particularly considering how we can become more representative of our community and how we can empower young voices within our governance.

WANHS have recently completed a Resilience Heritage Strength Checker (*below image*), which highlights organisational strengths and areas for improvement. DACT will also undertake this exercise to provide a clear and combined picture of the two organisations.

Strength Checker Summary - your 6 key areas



Screenshot of Resilience Heritage Strength Checker

The Development Stage of the project is an opportune time to undertake a review of the Museum’s governance, identifying keys areas of strengths and weaknesses within, and planning for development.

Overview of the current WANHS governance set up:

- Wiltshire Museum is owned and run by the Wiltshire Archaeological and Natural History Society. a company limited by guarantee, registration number 3885649, governed by its Articles of Association and a charity, registration number 1080096. The latest Articles of Association were agreed by the members at the October 2015 Annual General Meeting. The Objects of the Society are detailed on the inner cover. The members of the Society are subscribing members; in the event of the Society being wound up, the liability in respect of the guarantee is limited to £10 per member.

The Society is the corporate trustee of the Wiltshire Archaeological and Natural History Society Collections Trust, a linked charity, registration number 1080096. The Collections Trust holds all the heritage assets in its collections. The Society does not hold the endowment of the Collections Trust as corporate property.

The Society is also the corporate trustee of the Wiltshire Archaeological and Natural History Society Endowment Fund, a linked charity, registration number 1080096. Under the terms of the Charity Registration the accounts of the Fund are included in the Society’s accounts but as a separate charity its funds do not form part of the Society’s assets.

- Board members, representation areas, and numbers: The Directors of the charitable company (the Society) are its Trustees for the purpose of charitable law and are referred to collectively as “the Trustees”.

The Society can have a maximum of 20 trustees. The Chair, Deputy Chair and Treasurer (the Officers) and nine Trustees are elected by the membership, with re-election after three years. Trustees, excluding the Officers, can serve a maximum of six years. Officers are elected annually from amongst the Trustees but can serve for no more than six years in any one role. As nominating bodies, Devizes Town Council and Salisbury and South Wiltshire Museum Trust, can each appoint one Trustee, and Wiltshire Council can appoint two Trustees. The Salisbury and South Wiltshire Museum Trust no longer appoint a Trustee to the WANHS Board and Wiltshire Council have not recently appointed Trustees. The Trustees have the power to co-opt additional Trustees who serve until the end of the next

Annual General Meeting (AGM) at which they may be nominated and elected. In 2021/22, two observers from Bath Spa University have regularly attended Board meetings. The Society is governed by the Board of Trustees which meets regularly throughout the year. It determines the general policy direction of the Society and discusses matters of importance to the Society. It approves and monitors budgets, Forward and Strategic Plans, all developments, the prioritisation and allocation of resources and approves trustee appointments. Trustees bring outside experience and knowledge which supports that of our small staff.

- There a small number of Sub-committees, with membership drawn from Trustees, volunteers, members and individuals with specific knowledge or experience. For specific purposes, an informal Working Group may also be convened. Both would normally be Chaired by a Trustee and minutes reported to the Board, who would also take significant decisions.
- For the Assizes for Devizes Project, a Project Board has been established, with Trustees from both WANHS and DACT, and some external experts. DACT and WANHS signed a Memorandum of Understanding in September 2018 and signed a Heads of Terms agreement for the lease of the Assize Court building in January 2023
- The Society employs a Director and workforce. Staff prepare briefings and papers for the Board and operational business is managed through a regular Review & Development meeting held between Officer Trustees, the Director and senior staff meeting. Papers for Board of Trustees meetings are available to all staff, and contributions invited.

The consultant will examine the current governance structure and address the following questions:

- i. What are the advantages, disadvantages, risks and opportunities of the current governance structure? Especially regarding delivering the *Assizes for Devizes* project.
- ii. Does the current structure give rise to significant concerns about the robustness of decision-making and dispute resolution process, and the degree to which WANHS is subject to independent scrutiny?
- iii. If so, what options exist to address these concerns, including (but not limited to) changes to the composition of the board, the senior management, changes to the legal structure of WANHS, and/or changes to the remit and decision-making powers of, and relationships between the internal structures.
- iv. How do we retain the flexibility of the current management of the Society, while strengthening our governance?
- v. What does best practice look like in this area, and what measures have been adopted by other organisations with comparable or relevant structures and activities?
- vi. What are the advantages and disadvantages of the proposed options, and which option is recommended for WANHS based on a specific analysis of those advantages and disadvantages in relation to WANHS's situation?
- vii. How should the governance models of WANHS and DACT evolve as the *Assizes for Devizes* project proceeds?

4. Methodology

The consultant is invited to propose the approach that is most likely to deliver the best outcomes in the time available. We anticipate that a mixture of desk research and facilitated discussions and/or interviews with our Trustees and senior staff, as well as with DACT Trustees, and with other WANHS stakeholders is likely to be needed. Wiltshire Museum is based in Devizes, Wiltshire, and

conversations can be held either face to face or remotely. We expect discussions will be a mixture of one-to-one and small groups (e.g. key Trustees, Director and managers, staff, volunteers)

5. Deliverables, timings and budget

The suggested deliverables are set out below. Please indicate any change that you would make, and why. We aim to submit a draft report and recommendations to the WANHS and DACT Boards, with a final report submitted to the Board for approval.

Both the draft and final reports should include an executive summary, introduction, main findings, options analysis and appraisal, conclusions and recommendations.

The following will be required:

- Undertake desk top review and initial meetings with the Museum Director and Chair of WANHS
- Issue a discussion document to the WANHS Board about governance options
- Carry out discussions with Museums staff, DACT Trustees, relevant external stakeholders
- Undertake any required reviews regarding legal structure
- Facilitate discussion with the Board about governance options
- Submit a draft report and recommendations to the Board
- Attend a Board meeting to discuss the report and recommendations
- Undertake revisions to take account of feedback
- Produce final report and recommendations for Board approval, and agree next steps

Size of budget, including VAT. The consultant should provide a budget to cover the work including the estimated time needed per phase. The budget should include the proposed day rate as well as the total cost including expenses.

6. Contract management

We expect the consultancy support Governance Review to begin in late September 2024 and be completed by February 2025.

The anticipated budget available is £7,000 to include all expenses but excluding VAT.

The consultant will be contracted directly by Wiltshire Museum. We anticipate Trustees of DACT will be interviewed as stakeholders at an early stage of the assignment and will receive the draft report for review but will otherwise not play an active role in the execution of the assignment, expect where it pertains to their own representation.

The consultancy will be managed on a day-to-day basis for Wiltshire Museum by the Museum Director.

7. Skills and experience

- Detailed knowledge of UK non-profit governance structures, and related best practice
- Knowledge of cultural sector organisations and strategic priorities of funding bodies such as Arts Council England and National Lottery Heritage Fund
- Extensive experience of leading, overseeing and/or advising UK non-profits on governance issues
- Knowledge of non-profit legal status and registration models in UK
- Experience of promoting diversity within governance structures
- Excellent written and verbal communications skills

8. Award criteria

Submissions will be assessed against quality (60%) and cost (40%) basis. The quality score will be made against the following criteria:

- Evidence of undertaking a governance review with a museum/heritage organisation or other complex non-profit organisation undergoing a capital development
- Understanding of the complexity of governance arrangements in a partnership between separately constituted organisations
- Details of maximising benefit, value and quality against the available budget
- Understanding of the aspirations, purposes, potential and desired outputs and outcomes of the project and strategic priorities of the NLHF
- Evidence of the ability to deliver the project on time and within budget

9. To apply

Applications are invited from individuals, organisations and partnerships (with lead partner stated). You are asked to submit:

- A CV and outline of previous relevant experience
- Response to the brief that succinctly demonstrates how you would approach the project, including explaining the knowledge, skills and experience you have to meet the requirements outlined in the brief
- A resourcing statement indicating key tasks and days
- Project fees including expenses and a statement of daily rates
Please give as much detail as possible in terms of cost, including personnel, rates and itemised costs, VAT. We envisage that some of the consultancy will be performed online via virtual meetings and over email as and expect this to be reflected in the statement of approach.
- Names and contact details of two referees

Candidates who do not explore all elements of the key competencies and consultant's outputs will not be considered for the role.

Proposal return deadline: 9th September 2024 at 5pm.

Please email any questions regarding this brief to: Nicola Trowell, Programme Manager, nicola.trowell@wiltshiremuseum.org.uk.

Quotations may be submitted electronically with the email header stating: "Governance Review Tender"

Please send completed tenders to: Nicola Trowell, Programme Manager, nicola.trowell@wiltshiremuseum.org.uk .