

Edinburgh Festival Fringe Society

Roles and responsibilities of the Board of Directors

The Edinburgh Festival Fringe Society (EFFS) is a registered charity and is governed by its Constitution and the Board of Directors.

Becoming a board member of any charity is an important commitment, and this guide offers insight into what you can expect if you are elected to the Board of Directors. It is designed to help you make an informed choice when considering your nomination to the Board of Directors.

Legal requirements

All potential Directors should read the Office of the Scottish Charity Regulator (OSCR) [guidance on being a trustee](#) – this sets out the legal duties of a charity Director in Scotland.

The guidance from OSCR gives detailed insight into the liabilities, responsibilities and best practice for all charity Directors and is a clear and useful guide in helping you understand the legal duties of the role of Director.

The most important elements are:

- Being a charity Director means you are fully responsible for how your charity is run and what it does.
- All charity Directors share the responsibility for the charity equally.
- You must act in the interests of the charity and ensure it fulfils its charitable purpose.
- You must comply with the 2005 Charities Act and understand the legal requirements of being a charity.

In addition, Covid-19 has presented specific financial challenges for the Society and, for the first time ever, were faced with the possibility of insolvency. It is therefore critical for new board members to read and fully understand all of the financial information presented to them as we strengthen the Society. We received a £1M loan from the Scottish Government which has helped stabilised the Society into 2021, and we have a commitment to repay this loan over the next six years, so trustees must ensure that they are aware of the financial responsibilities that lie with them as Directors (see OSCR guidance above)

Roles and responsibilities

The primary role of any Director on any charity board is to act in the best interests of the charity. This means you *‘must put the needs of the charity before the needs of any other organisation that you are involved with, either in a personal or professional capacity’*¹.

In line with its [constitution](#) the Edinburgh Festival Fringe Society exists to:

1. To promote and advance for the public benefit the arts and the appreciation of the arts, including, but not restricted to, the arts of drama, mime, dance, singing, music and theatre (all together, “the arts”).
2. To educate, support, advise, and encourage those who participate in the arts.
3. To promote the arts at all levels of cultural and educational life in Scotland and elsewhere.

¹ OSCR Charity Trustee Duties Guidance – June 2016

4. To promote such similar charitable purposes, objects or institutions and in such proportions and manner as the Directors shall think fit.

It is the responsibility of the Directors to:

1. Ensure the mission statement of the Fringe Society is upheld.
2. Establish the strategic vision of the Fringe Society.
3. Set the medium and long -term strategy and structure of the Fringe Society.
4. Appoint the Chief Executive of the Fringe Society.
5. Effectively delegate operation of the Fringe Society to the executive.
6. Exercise financial accountability to stakeholders and constituents.
7. Exercise accountability for the actions of the Fringe Society to the public.
8. Uphold the core values of the Fringe Society and reflect the Fringe in a positive way.
9. Advocate for the Fringe Society and the Fringe in an impartial manner, on a local, national and international platform.

Becoming a Director of the Fringe Society

The Code of Conduct for Directors of the Fringe Society outlines what is expected of Directors in terms of managing conflicts of interest, putting the charity and its purpose first, duty of care to staff, and legal and fiduciary duties.

The Board of Directors meet five times a year, in Edinburgh. They also host a public AGM in August of each year. There are a number of subcommittees of the Board who each meet up to four times per year. It is not typical for a new Director to sit on any subcommittees in their first year.

The calendar below sets out the commitment required from Directors of the Fringe Society throughout the year. Each meeting last approx. two to three hours. Standing items at each meeting include papers from up to five committees, a report from the Chief Executive and the latest management accounts. These papers are distributed at least two weeks in advance and may take considerable time to read and understand in advance of the meeting; for example, the three papers that make up the Audited Accounts are over 100 pages in total.

Board meeting	Priorities
January	Consideration of the Risk Register Approval of the audit plan
May	Signature of the audited accounts Approval of amends to the Constitution (if required) Approval of the annual election for new Directors
August	Pre-meeting for AGM
AGM	Public AGM
September	Informal review of the Festival Fringe Priority and planning for following year
November	Review of Annual Report (approx. 200 pages) Approval of annual budget Approval of annual business planning priorities Festival Fringe Trading Ltd Board meeting