



Screen South Governance Policy

1. OVERVIEW

Inclusion, innovation, new voices, ambition and quality are core to Screen South's work. Being accessible, representative, and diversifying talent are core strategic aims, which are embedded in the ethos of the company and led by our board of Directors. The Senior team, staff and Board are determined over the long term to maintain and deepen the impact of these core principles.

All our policies and processes are driven by a commitment to create opportunity for disadvantaged communities, diverse talent, and to produce compelling creative content for diverse local, national and international audiences.

The Board sits at the heart of these ambitions, driving change and strategy and provides the overarching governance for Screen South.

2. THE BOARD

Our board is an empowered body of persons, charged before the law, with ultimate accountability for and authority over organisational activity. Rules governing the operation of the Board of Screen South are laid out in the Memorandum and Articles of Screen South Limited (attached as Appendix 1)

The Board of Screen South aspires to the highest standards of impartiality, integrity and objectivity in its work and will use clear and objective data, careful analysis and professional judgements in arriving at its decisions. Screen South maintains a regularly updated register of members' and their partners' interests.

Screen South's Board is responsible for:

Legal and Financial

- Ensuring compliance with the objects, purposes and values of the organisation and with its governing document
- Reviewing and approving policies, plan, data and budgets to achieve agreed objectives
- Monitoring performance against objectives
- Ensuring compliance with relevant laws, regulations and requirements or regulatory bodies, e.g. Companies House, Financial Regulations (SORP)
- Ensuring Screen South's financial solvency
- Regularly reviewing the Board's structure, approving changes, and preparing any necessary bylaw amendments.

Leadership and advocacy

- Providing a strategic overview
- Approving the programme, ensuring that company's mission is being fulfilled
- Reviewing and managing risk
- Providing leadership and support



- Approving the appointment and release of the Managing Director, including approving the Managing Director's employment contract
- Supporting and participate in evaluating the Director when necessary
- Being responsible, equality-led employers
- Acting as ambassadors for the company
- Upholding and apply the principles of equality and diversity

Nolan Principles

Screen South is committed to the following seven principles of public life as set out by the Nolan Committee:

- **Selflessness** Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must subject themselves to whatever scrutiny is appropriate to their office.
- **Openness** Holders of public office should be as open as possible about all decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects public interest.
- **Leadership** Holders of public office should promote and support these principles by leadership and example

IMPARTIALITY

Screen South Board Members should not use their official position to receive, agree to accept, or attempt to obtain any payment or other consideration for doing, or not doing, anything or showing favour, or disfavour, to any person. They should not receive benefits of any kind from a third party which might reasonably be seen to compromise their personal judgement and integrity.

OPENNESS

Screen South aims to be open and responsive in the way it conducts its affairs and complies with all reasonable requests for information concerning its policies, procedures, criteria and decisions from funding bodies, users of its services and the general public.

Board Members are appointed under procedures laid down in the Memorandum and Articles of Screen South (Appendix 1 & 2).



BOARD PROCESS

The Board, whose members serve in a voluntary capacity, appoints a Managing Director to manage its work and delegates responsibility to them for the implementation of its policies through its business plan.

The Managing Director has responsibility for the day-to-day management of Screen South's affairs: delegated authority for expenditure, the recruitment and management of all staff, the monitoring of freelance contracts, and the development of strong partnerships to support the international, national and regional objectives of Screen South

Minutes of Board meetings and meetings of the Board's sub-committees are kept in an archive at Screen South's offices; an electronic copy is also kept on the Screen South Company file.

The Board is required to operate within the resources available to it. Expenditure on overheads including staffing costs is maintained at the most cost-effective level practicable. The Managing Director presents accounts of Screen South to the Board.

The Board has a Finance and Audit Committee currently composed of 3 members: Nigel Hartnell (Chairman), Grace Carley and Jo Nolan (Managing Director)

The Finance and Audit Committee receive quarterly statements of accounts and report their findings to the Screen South Board at the next Board meeting. The quarterly statements set out income and expenditure against budgets and indicating positive and negative variances.

Screen South staff adhere to the Screen South Finance Procedures (Appendix 3).

The current company auditors, Azets Auditors, are appointed at the Annual General Meeting after consultation with the Finance and Audit Committee.

3. BOARD MEETINGS

Meetings are held a minimum of 4 times a year and may take place in person or virtually. Timings are agreed with the Board members. The Board may meet more frequently than agreed, provided the Board members agree. The Board may also approve recommendations via a written procedure.

Where a Board meeting is in person, and with the prior agreement of the Chair, a Board member may attend the meeting by telephone or other means of communication whereby all persons in the meeting can communicate freely between all members. Where this is possible that member shall be deemed present and shall be entitled to vote and counted as quorum accordingly.

External advisors and other persons may be invited to attend all or part of a Board meeting. They will be able to speak on matters with the prior consent of the Chair.

PROVISIONAL SCHEDULE OF BOARD MEETINGS

April (with AGM)



July (including draft end of year accounts)

October

January

STANDING AGENDA ITEMS

- | | |
|---|--|
| 1. Minutes of Previous Meeting
<i>To be approved</i> | Chair of Board |
| 2. Finance
<i>Management Accounts enclosed</i> | Chair of Finance & Audit |
| 3. Directors Report & questions
<i>Information Report enclosed</i> | Managing Director |
| 4. Policies for Approval
e.g. Equality and Inclusion(<i>Policy enclosed</i>) | Managing Director |
| 5. Personnel
Monitoring and Risks | Managing Director
Managing Director |
| 6. AOB
(including reminder of date of next meeting) | Chair of Board |

Reports & draft policy documents are sent out two weeks in advance of the meeting in order to give board members time to read and absorb.

POLICIES & REVIEW DATES

Jan

- Staff Handbook
- GDPR Policy

March

- Finance Procedures

May

- Equality and Diversity Policy and Action Plan
- Health and Safety Policy
- Child Protection Policy
- Safeguarding Vulnerable Adults Policy

July

- Sustainable Environment Policy and Action Plan
- Risk Register – Quatryy notes – with annual detailed review

September

- Bullying & Harassment Policy



November

- Whistleblowing Policy
- Recruitment Policy
- Anti-Fraud, Bribery and Corruption Policy

PAPERS

All Screen South Board papers are made available upon request at the Screen South office unless they are confidential, i.e. they relate to financial or other information concerning individuals, organisations or personnel issues.

4. BOARD MEMBERSHIP AND DUTIES

The Board is currently made up of 6 members and the Managing Director of Screen South.

Chair

The Chair has the responsibility for ensuring that all members are fully briefed on their terms of appointment, their duties and responsibilities and to chair the Board meetings. They encourage and stimulate participation of all board members and ensure that clear decisions are reached. In between the actual board meetings they:

- act as principal spokesperson for the board and provide leadership
- oversee the line management, support and development of the Director,
- act as liaison between board and senior staff,
- develop agendas with Director for board meetings
- Review the board's progress annually
- Negotiate board retirement/resignations
- Be active in relationship with funders
- Deal with Crisis/emergency decisions

The Board general duties are to:

- Act in the interest of Screen South
- Seek, in good faith, to ensure that Screen South operates in a manner consistent with its objectives.
- Act with care and diligence that is reasonable to expect of a person who is managing the affairs of another person/body.
- Assist in developing and maintaining positive relations among the Board, staff members, and community to enhance Screen South's mission.

Board members are expected to attend board meetings and development days regularly, be prepared when they come, having read all preparatory document. Board members should attend Screen South events whenever possible.

Individual members must comply at all times with the framework set out in this document and with the rules relating to the use of public funds and are required to act in good faith and in the best interests of Screen South. They must not use the information gained for personal benefit or to promote private interests.



A Board member shall cease to be a member in the following circumstances:

- A member provides written notice to the Chair of their intention to resign;
- A board member's bankruptcy making of any arrangement or composition with creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration to a member in any jurisdiction;
- A member is removed from membership by a resolution of the Board that is in the best interests of the Board that the membership is terminated.

EXPENSES

Board members act in a voluntary capacity and may not receive remuneration, hospitality or gifts for their work for Screen South other than out-of-pocket expenses. These are provided for attendance at Board and Committee meetings and meetings or events of organisations funded by Screen South. They must declare an interest in any organisation being discussed by Screen South's Board in which they or close family members have an interest and this is recorded in the minutes. The Chair has responsibility for requesting they leave the meeting during the discussion if there is a pecuniary or non-pecuniary interest. Board members are required to complete annually and keep up to date the register of interest form.

LEGAL LIABILITY

In the event of legal proceedings being initiated by a third party, they are likely to be brought against Screen South as a company limited by guarantee; in exceptional circumstances, proceedings (civil or criminal) may be brought against the Chair or an individual member. For example, a Board member may be personally liable if he or she makes a fraudulent or negligent statement that results in loss to a third party. A Board member who misuses information gained by virtue of his or her position may be liable for breach of confidence under common law or under insider-dealing legislation. However, individual members who act honestly, reasonably and in good faith should not normally incur any liability in an individual capacity.

GIFTS AND HOSPITALITY

All hospitality and other benefits over £25 should be registered but values need only be declared if greater than £100. There is no upper limit on hospitality except in so far as it must not be seen to compromise personal judgement or integrity.

Notification of all gifts, hospitality and other benefits (over £25) should be sent on the appropriate form to the Managing Director.

It is Screen South practice to purchase its own tickets for performances, events or conferences; the cost of which can be claimed back using an expenses claim form. There may be occasions where complimentary tickets, invitations to attend conferences and costs thereby incurred, publications or other materials may be given to Screen South staff who may accept these provided they are registered as a gift on the appropriate form (for gifts over £25).

The Managing Director must seek the prior approval of the Board before giving any gifts valued at more than £250 or gifts to staff valued at more than £25 or £250 in aggregate for the whole year.

Any non-declaration, insufficient declaration or submission of a false declaration will be investigated by the Managing Director.



BRIBERY

If any inducement is offered, in any form including non-monetary, for example but not restricted to; in return for preferential treatment in procurement, recruitment, or access to company files; even if the inducement is inferred, it must be reported to the M.D. immediately.

QUORUM AND DECISION MAKING

The Board shall delegate the Chair of the Board the authority to make urgent decisions, having consulted with the Board members by email, where the Board cannot convene in a timely manner to consider a matter.

In the absence of the Chair, the Board shall vote and appoint a Chair for that meeting only.

The Managing Director shall consult with the Chair of the Board from time to time to assess and review the progress of the Board and ascertain the work required to deliver the purpose of the Board.

Any informal meetings convened by the Chair will be reported back to the Board at a formal meeting.

All members shall have one vote which may be cast on matters considered at a Board meeting.

In extraordinary circumstances a Board Member may appoint a proxy vote (as a one-off) by registering this at least 48 hours before the Board Meeting.

The Chair will have a casting vote, if required, on matters considered by the Board.

The board must be quorate in order to formally meet and make decisions. 50% of the membership will be considered as quorate. Below 50% and the meeting will not be held and agenda and items passed to the next meeting to consider.

LENGTH OF SERVICE

Board members generally sit on the board for 3 years with a maximum service of 3 terms

RECRUITMENT PROCESS

Screen South operates an open recruitment process. Where a board vacancy occurs this will be advertised widely. We are committed to strengthening and diversifying our Board by extending representation among our Board Members from underrepresented groups.

Application is by CV and covering letter or Video or Audio application.



APPENDIX 1 - Articles Of Association

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF SCREEN SOUTH

1. Preliminary

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. Interpretation

In these Articles the following expressions have the following meanings unless inconsistent with the context:-

"the Act"	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"these Articles"	These Articles of Association, whether as originally adopted or as from time to time altered by special resolution.
"the Chair"	The chairperson appointed by the members in accordance with Article 11.
"clear days"	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"the directors"	The directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company.
"executed"	Includes any mode of execution
"office"	The registered office of the Company
"the seal"	The common seal of the Company (if any)
"secretary"	The secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
"the United Kingdom"	Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.



3 Members

- 3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company.
- 3.2 A member may not transfer his/her/its membership to any other person or body.
- 3.3 Subject to all moneys presently payable by him to the Company pursuant to any rules or bye-laws made by the directors pursuant to Article 25 or otherwise having been paid, a member may at any time withdraw from the Company provided that after such retirement the number of members remaining is not less than two.

4 Qualification for Membership

- 4.1 Subject to Article 3 membership shall be only open to such persons or bodies who comply with requirements for membership as the members may by ordinary resolution provide for from time to time.

5 General Meetings

- 5.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2 The directors may call general meetings
- 5.3 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the director.

6 Notice of general meetings

- 6.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.



- 6.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all directors and to the auditors.
- 6.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act.
- 6.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 6.5 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

7 Proceedings at general meetings

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum save that if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 7.2 The Chair shall preside as chairperson at every general meeting or if there is no such Chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
- 7.3 If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the general meeting. the members present shall choose one of their number to be chairperson of the meeting.
- 7.4 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 7.5 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given



as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 7.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, a proxy for a member).
- 7.7 If a secret ballot is demanded in accordance with Article 7.6 it shall be conducted in such manner as the chairperson of the meeting may direct and the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 7.8 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

8 Votes of Members

- 8.1 On a show of hands every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) is present by a duly authorised representative or proxy (not being himself a member entitled to vote) shall have one vote and on a secret ballot every member present in person or by proxy or by a duly authorised representative (as the case may be) shall have one vote.
- 8.2 A member shall not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
- 8.3 A member who wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the Company's registered office not less than 48 hours before the time for holding the meeting (or, as the case may be, the adjourned meeting) a written instrument of proxy (in such form as the directors may from time to time require) signed by him/her or (as the case may be) signed by the appropriate officers. An instrument of proxy which does not confirm with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
- 8.4 A member which is a body (whether corporate or unincorporated) may authorise an individual to act as its representative at any general meeting of the Company and the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that body could exercise if it were an individual member.
- 8.5 A vote given or ballot demanded by proxy or by the duly authorised representative of a body shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a ballot unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before



commencement of the meeting or adjourned meeting at which the vote is given or the ballot demanded.

8.6 In case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall not be entitled to a casting vote.

9 Board of Directors

9.1 Subject to Article 10, the directors may at any time:-

9.1.1 Appoint up to five persons who have the specialist expertise or knowledge which the directors believe they can contribute to the Company and in each case are willing so to act to be a director (a "Co-optee Director") to fill a vacancy (or as an additional director); and

9.1.2 Remove any Co-optee Director from office.

9.2 At each annual general meeting the Co-optee Directors shall vacate office and immediately following each annual general meeting the directors may reappoint any person who, as a Co-optee Director, so vacated office at the annual general meeting or alternatively the directors may appoint someone in the place of any Co-optee Director who is not reappointed.

10 Number of Directors

The maximum number of directors shall be thirteen, of whom a maximum of five shall be Co-optee Directors, one shall be the Chair who shall be appointed in accordance with Article 11.

11 Appointment of Chair

The directors may from time to time resolve that a chairperson should be appointed in which case they shall make a recommendation to the members and the appointment shall be made if a majority in number of the members approve the recommendation either in writing or by way of an ordinary resolution passed at a general meeting, and on such terms as the members may approve.

12 Powers of directors

12.1 Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all powers of the Company. No alteration of the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 12.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.



12.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

13 Delegation of directors' power

The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being directors co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

14 Disqualification and removal of directors

The office of a director shall be vacated if:-

14.1 He ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

14.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally; or

14.3 He is, or may be, suffering from mental disorder and either:-

14.3.1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

14.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

14.4 he resigns his office by notice to the Company; or

14.5 in the case of the Chair or any Co-optee Director, he/she is removed from office by ordinary resolution pursuant to section 303 of the Act.

14.6 He fails to personally attend three or more meetings of the directors in any twelve-month period and the directors resolve that his office be vacated.

15 Proceedings of the Directors



- 15.1 Subject to the provisions of these Articles, the directors may regulate their meetings, as they think fit. A director, may. And the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 15.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 13 of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 15.3 The quorum of the transaction of the business of the directors shall be four Directors or such other number as the majority of the members in number shall from time to time by resolution determine.
- 15.4 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 15.5 The Chair shall act as chairperson of the board of directors provided that if there is no director holding the office of Chair or the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 15.6 In the case of an equality of votes at a meeting of the directors the chairperson of the meeting shall be entitled to a casting vote.
- 15.7 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 13, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 15.8 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 13 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case maybe).
- 15.9 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors. In addition, any member shall be entitled to send one observer to any meetings of the directors.



15.10 Any person attending a meeting of the directors in accordance with Article 15.9 shall not be entitled to exercise any of the powers of a director and shall not be deemed to constitute a director for the purposes of the Act or any provision of these Articles.

16 Directors' Interests

16.1 A director shall not vote at a meeting of the directors or at a meeting of a committee of the directors or any resolution concerning a matter in which he/she has directly or indirectly a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Company.

16.2 For the purpose of Article 16.1:-

16.2.1 An interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company) shall be treated as a personal interest of the director;

16.2.2 an interest of the appointor of an alternate director shall be treated as a personal interest of the alternate director; and

16.2.3 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, officer or elected representative has a personal interest in that matter.

16.3 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

16.4 If a question arises at a meeting of the directors or a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

17 Secretary

17.1 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them; provided always that no director may hold office as secretary where such office is remunerated.

17.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done or by or to the same person acting both as director and as, or in place of, the secretary.

18 Minutes

The directors shall cause minutes to be made in books kept for the purposes:-



- 18.1 of recording the names and addresses of all members; and
- 18.2 of all appointments of officers made by the directors; and
- 18.3 of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to Article 13 which is comprised entirely of directors and members (as appropriate) present at each such meeting.

19 The Seal

If the Company has a seal it shall only be used with the authority of the directors or of a committee constituted pursuant to Article 13 which is comprised entirely of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

20 Accounts

Any member shall (as such) have the right of inspecting any accounting records or other book or document of the Company in addition to as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

21 Notices

- 21.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 21.2 The Company may give notice to a member either personally or by sending it by telex to a telex number supplied by the member for such purpose or by first class post in a pre-paid envelope addressed to the member at his registered. address or by leaving it at that address, or (if he has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him, but otherwise, no such member shall be entitled to receive any notice from the Company.
- 21.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by telex, receipt of the appropriate answerback shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission following receipt of the appropriate answerback.
- 21.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such



case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

22 Winding up

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have the effect as if the provisions thereof were repeated in these Articles.

23 Indemnity

23.1 In the lawful execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director or other officer of the Company who is sought to be made liable.

23.2 The directors shall have the power to purchase and maintain at the expense of the Company for the benefit of any director, officer or auditor of the Company insurance against any such liability as is referred in section 310(1) of the Act and, subject to the provisions of the Act, against liability which may attach to him for loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.

24 Rules or bye-laws

24.1 The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper management of the Company and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:-

24.1.1 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

24.1.2 the procedure at meetings of the directors and committees constituted pursuant to Article 14 in so far as such procedure is not regulated by these Articles;

24.1.3 and, generally, all such matters as are commonly the subject matter of such rules

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,



- 24.2 The Company shall have the power to alter or repeal the rules or bye-laws referred to in Article 25.1 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 25.2 which, so long as they shall be in force, shall be binding on all members.



APPENDIX 2 – Memorandum of Association

The Companies Act 1985

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARING CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SCREEN SOUTH

1. The Company's name is "Screen South".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on business as a general commercial company and in particular:
 - 3.1 to promote the understanding and appreciation of film, television and the products of other media in the Government Office and Regional Development Agency region of the South East ("South East") and the understanding and appreciation of the South East media products elsewhere; to initiate and support strategic initiatives to ensure the development of a sustainable and successful film, television and media industry in the South East; to further the education of the public in matters relating to these subjects and to encourage access to a wide variety of film, television and media products across the South East; to support the development of talent and creativity among those who contribute to the creation of a film and media culture of the South East; to research, preserve and make available for study, education and enjoyment the film and television heritage of the South East; to support, encourage, promote, market and distribute film, television and audio-visual productions in the South East; and to support, encourage, promote, market and act as agent for individuals working within the film, television and media business in the South East;
 - 3.2 in furtherance of the above objects but not further or otherwise the Company shall have the following powers:
 - 3.2.1 to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the board of directors may think fit;
 - 3.2.2 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of directors think fit;
 - 3.2.3 to receive and distribute funds from the National Lottery and other funds and funders as appropriate;



- 3.2.4 to lend money and give credit to, to take security for such loans or credit form, and to guarantee and become or give security for the performance of contracts and obligations by any person or company;
- 3.2.5 to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments;
- 3.2.6 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 3.2.7 to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as the board of directors may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.8 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of directors may think necessary for the promotion of the Company's objects;
- 3.2.9 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects;
- 3.2.10 subject to clause 4 to employ and pay such architects, surveyors, solicitors, and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company;
- 3.2.11 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.2.12 to purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss of expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and, without to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;
- 3.2.13 to subscribe to, become a member of, or amalgamate or cooperate with any charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue



of clause 4 below and to purchase or otherwise acquire or undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body;

- 3.2.14 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for the charitable purposes in any way connected with or calculated by the board of directors to further any of the objects of the Company;
 - 3.2.15 to do all or any of the things hereinbefore authorised either alone or in conjunction with any charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
 - 3.2.16 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
 - 3.2.17 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may to the board of directors seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise, and to comply with any such charters, decrees, rights, privileges and concessions;
 - 3.2.18 to do all such other lawful things as are necessary for the attainment of the above objects or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company. Nothing herein shall prevent any payment in good faith by the Company:
 - 4.1 of reasonable and proper remuneration to any director or any officer or servant of the Company for any services rendered to the Company;
 - 4.2 of interest on money lent by any member of the Company, its board of directors or any committee of the board of directors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of clearing bank to be selected by the board of directors;
 - 4.3 of reasonable and proper rent for premises demised or let by any member of the Company, its board of directors or any committee of the board of directors;
 - 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100th part of the capital of that company; and
 - 4.5 to any member of its board of directors of reasonable out-of-pocket expenses.
 5. The liability of the members is limited.
 6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member, or within



one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other charitable object or body.

APPENDIX 3 – Screen South Finance Procedures

Screen South Finance Procedures

Introduction

Screen South has one office:

Registered Office

The Digital Hub,
The Glassworks,
Mill Bay,
Folkestone,
Kent CT20 1JG



These financial procedures are designed to ensure that all matters affecting cash, assets, liabilities, income, expenditure and financial accounting are properly controlled in a timely and efficient manner.

The Screen South Board appoints a Finance and Audit Committee to report and oversee on all matters relating to financial procedure

The Finance and Audit Committee is made up of Screen South Board members including the M.D., it meets at least 4 times per year usually prior to Board meetings. It reports at Board meetings on the position of Screen South in relation to the Budget, financial compliance and undertakes any requests from the Board in relation to financial or audit areas.

All staff and Board members are bound by these financial procedures. The Head of Business Support is responsible for the day to day administration of these procedures and reports to the M.D. In event of any dispute the matter should be referred to the Finance and Audit Committee.

The Head of Business Support may prepare detailed rules and procedure to supplement these procedures, which shall have equal authority and weight. The Head of Business Support should review this document at regular intervals and make proposals for any necessary changes.

Where appropriate, references in these procedures to the Head of Business Support may include a member of staff duly authorised by the M.D. to perform a specific function or discharge a specific responsibility.

All accounting information will be recorded using SAGE software and hard copies kept in appropriately labelled files.

Screen South holds its bank accounts with

Barclays Media Banking
27 Soho Square
London
W1D 3QR

Holding the following accounts:

Screen South Current
Screen South Project Account
Screen South Digital Hub
Screen South New Creatives
Screen South Skillset Supported Projects
Screen South Heritage
Screen South (Kent Film Fund)BPA
Screen South (KFP) NC Films Projects
Screen South Euro Account



Screen South Reserve Account
Accentuate Current

Screen South Cheque signatories

Up to £1000	Darrienne Price	Head of Business Support
Up to £5,000	Either Jo Nolan Or Graham Benson	M.D. Chairman
Over £5,000	Two signatories of Jo Nolan (M.D.) and Graham Benson (Chairman)	

Accentuate Cheque signatories

Up to £1,000	Darrienne Price	Head of Business Support
Up to £5,000	Either Jo Nolan Or Graham Benson	M.D. Chairman
Over £5,000	Two signatories of either Jo Nolan (MD) or Graham Benson (Chairman) or Anthony Alleyne (Board member)	

Any changes to this mandate must be agreed by the Screen South Board

All accounts are held in Business bearing current accounts.

Interest received is reallocated to Screen South projects.

If funding is received for a particular project a new account can be opened to accommodate funding. New signatories and limits can be set if required, Screen South may also need to set up specific financial procedures for specific projects. The head of department leading on project should discuss with Head of Business Support, who will produce procedure and implement following the agreement of the M.D. and Finance and Audit Committee.

Internet Banking

Input of payments solely by Maxine Hills, if a payment is urgent than Head of Business Support can input but if pays away this is to be witnessed and signed off by another member of Screen South staff. All card readers to kept in locked drawer, individuals to use only their own cards and passwords which must be kept securely.

Income



The Head of Business Support is responsible for the proper recording and prompt collection including appropriate recovery methods for any overdue sums, of all monies due to Screen South.

The Head of Business Support should be promptly informed of all contracts and agreements and other transactions involving monies due to Screen South.

Screen South receives the majority of its income from grant related activity from national providers.

Current Account

Screen South generates very little income that is not directly project related. Income for invoices or non-project income will be made to the current account.

Project Funding

Screen South may apply to other suitable organisations for funding and if successful will apply for new account be opened to accommodate funding as per the funders contract or will use the project account, which is reconciled regularly on a spreadsheet allocating the funds into individual areas. The precis of the project account allocation appears is part of the management accounts.

Expenditure

Screen South Purchase Order Procedure

When making a purchase the following procedure should be followed.

Please note that we have a policy of materiality where any purchase of £30 or under does not require a purchase order.

All purchase over £5000 must have evidence of 3 quotes but we do encourage this across all purchases.

- Select next available number from Purchase Order Issue Number and fill in details
- Complete purchase order form (this can be done manually or electronically)
- Get purchase order authorised
- Place order
- Send copy of order to supplier
- File original signed copy in purchase order file attaching all details regarding quotes

The following Electronic Forms can be found on Screen South computer system:

Purchase Order Issue Number

Company
Purchase Order Procedures
Purchase Order Issue Number

Purchase Order

Company



Purchase Order Procedures

Purchase Order Templates

Purchase Order Template

To aid with reporting Curating for Change have their own Purchase order section and numbering , including more in depth information about dates paid and VAT.

Payment of Accounts

The Head of Business Support is responsible for the verification, recording and payment of all amounts payable by Screen South.

The Head of Business Support will oversee the book keeper to ensure that the above is carried out in a timely manner and to company procedures.

The normal method of payment is by internet banking with cheques for amounts over £5,000.

Payflow is used for salary payments-Limits are £30,000 for salaries.

The Head of Business Support should be kept informed of all contracts, leases, tenancy agreements and other transactions involving money payable by Screen South and have access to relevant documents.

Invoices

All invoices will be given to the book keeper, together with the relevant authorised Purchase Order Form, on receipt for entry to SAGE purchase ledger.

The book keeper will ensure any VAT charged on a payment is correct. No staff or board member of Screen South may nor should seek to, reduce or waive any VAT commitment.

The book keeper will pass the invoice to the relevant Head of Department for authorisation. All invoices should be approved by the person who initiated the expense/budget holder. Any delivery notes/proof of purchase should be attached as necessary.

Only budget holders/Heads of Department can initiate expenses and therefore approve invoices.

Should an invoice be found to contain an error it must not be amended. The supplier should be notified and requested to cancel the original and issue a replacement. A record of the action taken should be written directly onto the original invoice, to prevent it being paid.

Authorised invoices to be paid will be filed in alphabetical order in the To Be Paid file. This will be checked regularly and cheque payment generated based on the invoice due date. Invoices will normally be paid monthly by cheque.

Statements should be attached to relevant invoices. Payments should never be made on the basis of a statement alone.

Standing Orders and Direct Debits

Payments made by standing order or direct debit will be assumed to have been approved at initial set up, with supporting documentation.



Petty Cash Procedure

The maximum float to be held at is £250

Withdrawal of funds from bank account

The M.D, Head of Business Support and two bank signatories have authority to withdraw cash up to £500 for petty cash and cash advances for staff travel and event costs.

When a withdrawal from the bank account is made a receipt should be requested

The withdrawal should be deposited in the petty cash tin as soon as possible. The destination of the withdrawal should be written on the receipt or a record of the transaction made and placed in the book keepers processing tray.

Procedure for issuing cash to staff – receipted spend

When a member of staff has incurred a business expense they can reclaim that spend from the petty cash tin. To do so they must approach the key holder and have the receipt. The receipt is attached to a petty cash voucher, the member of staff signs to say they have received the petty cash. If claiming more than one receipt an expenses form can be submitted, the member of staff signs to say they have received the petty cash.

Procedure for issuing cash to staff – cash advance

If a staff member requires cash advance to attend a pre planned meeting or event an estimate of the expected spend should be worked out. The staff member should approach the key holder with this amount, the key holder and the staff member then agree an amount to advance. A petty cash voucher is issued to this amount and the staff member signs to say they have received the petty cash.

Cash advances should be issued as close to the event they are required for. Once the event has passed receipts and unspent money should be returned to the tin within 3 working days.

Once the event has happened the staff member should provide an expenses form with receipts, any under spend of petty cash will be returned to the tin, a record of this will be kept on the petty cash voucher. Or any over spend will be reimbursed and the staff member will sign to say they have received petty cash.

Managing the Petty Cash Tin

The Head of Business Support will manage the petty cash tin on a day to day basis, and is responsible for ensuring all payments are recorded, receipts are attached and that the float is kept at a reasonable level.

In the absence of the Head of Business Support the key will be left with the Projects and Office Co-ordinator who has authority to issue petty cash.



A list of petty cash vouchers and receipts and a reconciliation including the petty cash tin float balance should be sent to the book keeper (based at the Folkestone office) on a monthly basis.

When the tin needs replenishing a request should be made to the Head of Business Support, if they are unavailable one of the other authorised persons see above signatories. A date is agreed when the petty cash can be exchanged. A withdrawal is made and the receipt deposited with the book keeper as per standard procedure. When the exchange is made the recipient signs to say that the funds have been received, this is kept on record by the book keeper.

Reconciliation

Petty cash will be reconciled monthly on a spreadsheet within 7 working days of the end of the month, with expenses categorised and balance matched to float balance. Any discrepancies above £1.00 to be reported to the M.D.

Petty cash summary to be entered on to SAGE and records filed.

General

Petty cash can not be used for private purposes, temporary or otherwise. I owe you's or the cashing of personal cheques is not acceptable.

Occasionally when diary is busy and many staff have meeting commitments etc it may be necessary to replenish the petty cash tin more frequently. Heads of Departments should advise the Head of Business Support as to their requirements in particular for events and overseas trips in advance.

The book keeper, M.D. or any member of the Finance and Audit Committee can spot check or request a reconciliation of the petty cash at any time.

Employee Expenses

The book keeper is responsible for the payment of travelling, subsistence and other staff expenses upon receipt of the appropriate form duly completed and authorised along with receipts.

Mileage

Mileage should be claimed at the rate of 40 pence per mile (5p less than HMRC base rate). Book keeper to review and keep records updated.

Staff should ensure that they are covered by their insurance company for business use in their own car.

Staff members should get their Head of Department to authorise expenses and mileage claims prior to passing to book keeper. Head of Departs should get their expenses authorised by the M.D. The M.D. should get their expenses authorised by the Chairman or Head of Business Support.

Expense claims will not be processed without supporting receipts.

Expenses can not be carried in to the following financial year.



Company Barclaycard

The following staff members hold a company Barclay card:

Name	Position	Standard Limit
Graham Benson	Chairman	£2500
Jo Nolan	M.D.	£2500
Darrienne Price	Head of Business Support	£1000
Esther Fox	Head of Accentuate	£1000

These amounts can be adjusted if international travel is required or staff member has had a particular busy period with their card. Only the Barclays registered account holders can do this. Barclaycard registered account holders Jo Nolan M.D. and Darrienne Price Head of Business Support.

Receipts should be attached to the statement within 5 working days of statement date (20 of month) and passed to the book keeper for processing.

The company credit card should not be used for personal expenses or cash withdrawals.

The Head of Business Support will regular review the credit card transaction to review for improper use.

Salaries

Salaries will normally be paid to all staff monthly.

Payment of monthly salaries will be by BACS transfer using the Barclays Payflow system to personal bank account or other designated account on the twenty fourth day of each month or, if the twenty fourth is a non-working day, on the nearest working day immediately preceding it.

Screen South have a limit of £30,000 with Barclays Payflow, if the monthly salaries are going to increase the M.D. and Finance and Audit Committee should be advised in plenty of time so that limit can be reviewed.

Salary payments are in arrears for the period from the first day of the relevant month until the date of payment and in advance for the period following the date of payment until the last day of the month.

All information necessary to calculate monthly salaries must be passed to Head of Business Support in plenty of time so that book keeper can be briefed accordingly.

All staff are bound by the Screen South Sickness Absence Policy.

Copies of employment offer letters providing all essential information for initial entry to the payroll should be provided by the Head of Business Support for the book keeper as soon as possible and never later than the first day the employee starts work. New employees should complete a joining form and give it along with P45 to the Head of Business Support.

Notice of termination of employment, for what ever reason, should be communicated to the Head of Business Support as soon as it is known. Calculation for outstanding leave and monies owed to/from employee to be agreed with the Head of Business Support and M.D.



Copies of all joiner or leaver documentation and salary variations, including increments, will be retained on the employee's personnel file.

The Head of Business Support should be notified of any changes to employee contracts including salary changes as soon as they are known.

The Head of Business Support with brief the book keeper of any staff absence or staff changes or salary updates on a monthly basis prior to the SAGE payroll is run.

SAGE salary software will be used to maintain records and prepare payroll.

Any employee detecting an error in their own pay, including overpayment should notify the Head of Business Support, who will investigate the matter and report back at the earliest opportunity. If an error require rectifying the method should be agreed with the M.D.

Annual Budget

The M.D. with support from the Head of Business Support produces an annual budget. This is presented to the Finance and Audit Committee for review and confirmation before being presented to the Board for their approval.

Budgetary Control

The M.D. with the support of the Head of Business Support will maintain systems of budgetary control to allow Screen South to carry out its functions within approved budgetary limits.

The Head of Business Support will provide the M.D. with an updated budget comparing actual income and expenditure with annual forecast on a monthly basis within 10 working days of the end of the month.

The M.D. with support from the Head of Business Support will ensure that the need to observe budgetary limits is appreciated by all staff and Board members and draw attention to the Finance and Audit Committee any development or trends which threaten to cause an overspend in the current financial year or in the future. This will be reported to the Board by the Finance and Audit Committee is necessary.

Annual Accounts

The financial year runs from 01 April to 31 March.

The Head of Business Support with support from the book keeper in conjunction with the appointed auditors will produce annual accounts as soon as possible following the financial year end.

The Head of Business Support will ensure that the financial statements and all supporting information are made available to the external auditors so that they might fully report their examination to the M.D. and Finance and Audit Committee and thence to the Board.



Audit

Access to the premises occupied by Screen South and to all necessary information, including books of accounts and other documentation, must be afforded and explanation given when required to the external assessors appointed by the Board. This is also extended to any member of the Finance and Audit Committee who can review Screen South financial procedures at any time.

The M.D. and Head of Business Support has authority to access all records, documents and correspondence however stored, relating to any financial transactions of Screen South; require and receive such explanations as are necessary concerning any matters under examination; require any member of staff to account for cash, stores or any other Screen South property under their control.

Whenever any matter arises which involves, or is thought to involve, irregularities concerning cash or other property of Screen South or any suspected irregularity in the exercise of its functions, the M.D. should be notified. The M.D. will take such steps as are considered necessary and request appropriate documents and reports.

Assets

The Head of Business Support will ensure that appropriate inventories and registers are maintained of equipment and other assets that require controlling. This register will include computing and associated equipment and the contents of Screen South's premises.

Inventory checks may be carried out periodically under the control of the Head of Business Support, staff will give full assistance as requested. Discrepancies will be reported immediately to M.D. who may authorise an appropriate investigation if a loss is suspected.

Obsolete or unserviceable equipment will be condemned in writing. The Head of Business Support will decide on suitable disposal arrangements and ensure that the records are amended as necessary.

The best possible price should be sought in all cases.

Losses and disposals should be properly recorded in the asset register.

The M.D. will authorise any disposal, regardless of value, to any employee or other person directly connected to Screen South.