



GUIDE TO IVORS ACADEMY GOVERNANCE

5 February 2025

IVORS ACADEMY GOVERNANCE GUIDE

This document outlines the governing mission, values, structure, roles and responsibilities of the Ivors Academy and is intended to provide guidance to all Board directors, Senators and the Executive team. This guide is reviewed annually and approved by the Board with input from respective Committee/Councils and the Senate.

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INTRODUCTION

Decision making powers for the Ivors Academy reside with the Ivors Academy Board of Directors. While the Board are able to delegate activities to supporting Committees and groups, it must be remembered that accountability remains with the Board, supported by the Executive.

The primary governing document for the Ivors Academy is:

- The Ivors Academy Articles of Association
<https://ivorsacademy.com/governance/>

The governance of the Academy was last updated at the Annual General Meeting on 6 July 2021 to create a Senate, new Board Committees, Councils and Networks. These changes were introduced to open up the Academy to a broader range of genres, localities, demographics and interests.

The Academy seeks to become an organisation that is fully representative of the diversity in the UK creative community. The Senate, supported by Councils, Networks and groups is expected to enable as broad a range of inputs, dialogue and engagement as possible.

Term	Definition
Board	means the board of Directors for the time being of the company;
Chair	as defined by article 16.1, Directors may appoint a Director to chair their meeting. The person so appointed for the time being is known as the Chair. The maximum term for a Chair shall be six (6) years;
Committee	means a Committee established by the Board;
Committee member	means a member of a Committee;
Council	means a Council established by the Senate;
Council Chair	means a Senator or appointed member who chairs Council meetings;
Council Member	means a member of a Council;
Director	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
Senate	means the body of Elected and appointed Members referred to in Article 7;
Senator/Senate member	means a member of the Senate.

1. MEMBERS' CHARTER

The Ivors Academy¹

WHO WE ARE

The Ivors Academy is the leading voice for songwriters and composers. We exist to ensure that songwriters and composers receive fair compensation for their work, are fully respected within the industry, and have access to the resources and opportunities they need to succeed. Through advocacy, campaigning, and community engagement, The Ivors Academy protects, empowers and champions the songwriters and composers who originate all the value in music.

OUR MISSION

To be the most value-driven partner to authors, composers and songwriters.

OUR VALUES

- **Protect:** We are committed to safeguarding the rights of songwriters and composers, advocating for fair treatment, compensation and recognition. We lobby government and industry stakeholders to ensure the legal and financial security of songwriters and composers.
- **Empower:** We equip our members with the tools, knowledge, and opportunities needed to thrive in the music industry. Whether navigating contract negotiations, sync deals, or self-publishing, we ensure our members have the support to succeed creatively and professionally.
- **Champion:** The Ivors Academy celebrates the craft and excellence of songwriting and composition. We honour the achievements of songwriters and composers through globally renowned award ceremonies including The Ivors with Amazon Music and The Ivors Classical Awards, raising their profiles and amplifying their impact. We recognise champions of music creators through The Ivors Academy Honours.

OUR COMMITMENTS TO OUR MEMBERS

We will provide services to the highest possible standard within the resources available, endeavouring to be consistent, flexible, authoritative, efficient and up to date.

- We will be open in our dealings with members, associates, partners and each another.
- We will consult members as widely as possible, when appropriate.
- We will listen to members and welcome their feedback, ideas, and suggestions.
- We will work together with our members, with parallel organisations and with those who represent the interests of our sector in order to achieve the best results.
- We are committed to providing members with a reliable, friendly and efficient service. When contacted, we will try to respond clearly and consistently, within a reasonable time scale.
- We will fairly and promptly respond to, and address wherever possible, behaviours and actions that fall short of those expected of members

If our performance is below expectation, we want to know how we have under-achieved. We will respect our members' views and endeavour to resolve any dissatisfaction. In the event that this is not possible, we will refer the issue to the Board of Directors.

MEMBERS' COMMITMENTS TO THE ACADEMY

When you join The Ivors Academy, you become a member of a community of music writers.

We ask that you:

¹ The British Academy of Songwriters Composers and Authors trading as The Ivors Academy

- act in the best interests of the Academy and uphold the integrity of our profession
- respect our staff and be considerate in the demands you make on our services and staff time
- maintain confidentiality when requested
- uphold the principles and standards of behaviour that are expected of members

Principles and Standards of Behaviour

As a member of the Academy, you commit to upholding and demonstrating the following principles and standards of behaviour:

- **Professionalism** - your passion and love for music is also your profession so you must act with professionalism when you work and collaborate with others
- **Respect** – when you work, create with others and represent the industry, you must do so with care and respect
- **Do No Harm** – you are free to speak your mind and express yourself but you must not cause harm or incite violence when we do
- **Speak Up** – you must speak up and call out behaviours that fall short of these principles and standards of behaviour. You must do so safely and of your own free will. Do not allow those around you who feel they cannot speak up to suffer in silence. Be an ally
- **Safety First** – create an environment and engage in discussions that are safe for all creatives, free from harassment, microaggressions, bullying, harm, tokenism, gaslighting, intimidation and exploitation
- **Integrity** – act with integrity and always try to do the right thing for yourself, those you work with and support.
- **Fairness** – be creative and conduct business in a fair and professional manner. Do not exploit others and promote equal opportunities and access to all

We also hope that you will:

- help to recruit new members
- contribute to and take part in Academy activities and events as you are able to
- share your experience and expertise with other members
- if eligible, participate in the effective governance of the Academy by seeking election to the Senate and Ivors Academy Board, or joining other groups.

SERVING ON THE BOARD AND SENATE

When our members are elected or appointed to any of the governing bodies within the Academy, they will be given an induction and offered help to understand the scope of their responsibilities.

REMOVAL FROM MEMBERSHIP

The Board has the power to remove individuals from membership if there is compelling reason, but the member has the right to be heard before this happens.

REVIEW OF THE MEMBERS' CHARTER

We will strive to maintain the standards set out in the Members' Charter. The Board will review the effectiveness of the Members' Charter regularly and consider changes as a result of that review.

This Members' Charter is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

2. CODE OF CONDUCT

PART 1: MEMBERS CODE OF CONDUCT

ON BECOMING A MEMBER, YOU ARE REQUIRED TO ABIDE BY THE MEMBERS' CHARTER AND ADHERE TO THE FOLLOWING CODE OF CONDUCT:

- Members should uphold the principles and standards of behaviours which are professionalism; respect, do no harm; speak up; safety first; integrity and fairness. [Details of the principles and examples of the standards of behaviour are set out above in this Governance Guide.]
- Members should not, at any time, behave in a manner likely to damage the Academy either substantively or reputationally, whether through action (or inaction) or public utterance;
- Members should acknowledge and abide by the decisions of the Ivors Academy Board;
- Members should treat all fellow members of the Academy and its staff with professional respect - they must not engage in dishonest, discriminatory, misleading, abusive, microaggressive, bullying or harassing behaviour;
- Members may only present themselves as acting on behalf of the Ivors Academy - whether speaking, in writing, on social media or through the use of the organisation's logo or trademarks - with the express authority of the Ivors Academy Board or the CEO. In other circumstances they should make it clear that opinions expressed are personal and not representative of the Academy or its membership.

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- **Fairness** – be creative and conduct business in a fair and professional manner. Do not exploit others and promote equal opportunities and access to all

What is discrimination?

- **Direct Discrimination:** is when someone is treated less favourably because they have or are perceived to have a protected characteristic (age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race (including

colour, nationality, ethnic and national origin), religion or belief, sex, and sexual orientation).

- **Indirect Discrimination:** a provision, criterion or practice that applies to everyone but adversely affects people with a particular protected characteristic more than others unless it can be objectively justified.

What is bullying?

Bullying is behaviour from a person or group towards another person that's unwanted and makes them feel uncomfortable. It may make an individual feel intimidated, upset, degraded, undermined, humiliated, threatened, insulted or offended. Bullying can involve a misuse of power which does not necessarily mean it derives from being in a position of authority. It can include both personal strength and the power to coerce another person through fear or intimidation. Bullying may include:

- Aggressive shouting, swearing, name-calling, use of insults or other public humiliation;
- Refusal to listen to another's viewpoint;
- Setting someone up to fail (for example by overloading with work or not providing support);
- Inappropriate, micro-aggressive or derogatory remarks about another person;
- Unjustifiable and inconsistent discipline;
- Deliberate exclusion from groups, business discussions or social meetings;
- Malicious gossip or rumour spreading;
- Psychical or psychological threats;
- Overbearing and intimidating levels of supervision; or
- Microaggressions that are repeated or issued over a period of time.

What is harassment?

Harassment is unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an environment that is intimidating, offensive, upsetting, hostile or degrading. A single incident can amount to harassment and may also include:

- Repeated or continued suggestions for social activity after it has been made clear that such suggestions are unwelcome or have never been advanced by the other person;
- Acts of manipulation and coercive persuasion that is inappropriate and not in the spirit or reflective of behaviours and standards expected of members of the Academy
- Offensive or inappropriate e-mails, text messages or social media content that makes a person feel uncomfortable, pressured, or unsafe;
- Racist, micro-aggressive, sexist, homophobic or ageist jokes or derogatory or stereotypical remarks about a particular ethnic or religious group or gender; and
- Mocking, mimicking or belittling a person's disability.
- Harassment because of a person's sex, for example a male boss regularly belittlingly a female employee because she's a woman;
- Unwanted physical or non-physical conduct including touching, pinching, pushing, grabbing, stalking and communication in any form;
- Sexual harassment, which is unwanted behaviour of a sexual nature. This can be written, verbal, imagery, physical or sexual assault. For example, someone making sexual comments or trying to touch someone against their will; and

- Being treated unfairly because they've received or stood up against these types of harassment.

What are microaggressions?

Microaggressions are indirect or subtle actions or statements which have the impact of offending or denigrating a person. A microaggression can often appear as a compliment but has an undertone of an insult which is often based or related to a person's identity. Whilst most people can be on the receiving end of microaggressions, they typically are received more by people with specific characteristics such as ethnic minorities, women, LGBTQ+ communities and people with a form of disability. Although microaggressions are often unintentional, they can, over time, have a material impact on a person's health and wellbeing. Accumulative microaggressions can be viewed as forms of bullying, harassment and discrimination depending on the issues and circumstances involved.

What is victimisation?

Victimisation is being treated unfairly because they made, or supported, a complaint to do with a 'protected characteristic', or someone thinks they did.

Any Member alleged to have breached this Code of Conduct may be subject to review by the Board and / or face disciplinary action, including suspension or termination of Membership, in accordance with the Articles of the Ivors Academy. The Academy takes any allegation or suspected breach of the Code of Conduct seriously.

This Members Code of Conduct is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

PART 2: DIRECTORS & SENATORS CODE OF CONDUCT

ON BECOMING AN ELECTED MEMBER OF THE SENATE, OR APPOINTED AS A BOARD DIRECTOR, YOU AGREE TO THE FOLLOWING:

Persons accept when becoming an elected member of the Senate or appointed as a Board Director of the Ivors Academy that they have additional responsibilities to those of the membership.

The Academy requires that all Board Directors and Senators conduct all of their activities professionally and with integrity, and that they should strive to be fair and objective so that they are never influenced in their decisions or actions by personal gain. All Directors and Senators must also be sensitive to the importance of respecting and taking into account the diversity of the membership and staff (by reference to gender, ethnicity, sexuality, age, disability or socio-economic status) in their actions and decisions. The conduct of any Senator or Board Director may have consequences for the reputation of Academy, therefore Senators and Board Directors should, at all times, act in accordance with the best interests of the Ivors Academy.

Senators and Board Directors must:

- ensure that they understand the obligations and duties of their role/s.
- uphold and role model the principles and standards of behaviours which are professionalism; respect, do no harm; speak up; safety first; integrity and fairness. [Details of the principles and examples of the standards of behaviour are set out above in this Governance Guide.]
- dedicate adequate time, energy and attention to the diligent performance of their duties;
- not engage in any conduct that could bring the Academy into disrepute or adversely affect the interests of the Ivors Academy. Whilst the Ivors Academy affirm every member's right to freedom of opinion and expression, Directors and Senators should respect the reputation of the Ivors Academy and its relationships with its business partners.
- conduct themselves respectfully with colleagues, staff, Members, Senators, Board Directors, partners and stakeholders and in so doing, comply with relevant legislation law and Academy Articles governing defamation, discrimination, bullying and harassment.
- respect the Academy's commitments and policies regarding Equality, Diversity and Inclusion.
- carry out fiduciary duties as set out in the Board Directors Contract (see Section 3).
- listen to the views of other Senators, Board Directors and Members with an open mind, seek advice or clarification when needed, express their own views and come to decisions in good faith and in what they believe to be the best interests of members.
- support the smooth functioning of the Academy Board of Directors and accept collective responsibility.
- use common sense, respect differences and appreciate the diversity of opinions.
- in respect of the conduct of any meeting, respect the authority of the Chair.
- not engage in dishonest, misleading, abusive, bullying or harassing behaviour. This extends to all forms of discrimination, intolerance and antisocial behaviour including, but not limited to: biphobia, sexual harassment, homophobia, misogyny, racism and transphobia.
- make statements or commitments on the Academy's behalf without the authority of either the Board of Directors, the Chair of the Board, or the CEO.
- abide by all policies adopted by the Academy - when sharing opinions that may be at variance with these policies, it must be made clear that they are the personal opinions of the speaker.
- respect all laws and regulations concerning trademarks, Intellectual Property, copyright and fair use.

- not use the Academy logo or trademarks, unless specifically authorised to do so, in writing, by either the Board of Directors (which may be represented by the Chair) or the CEO.
- refrain from posting items through electronic media – including but not limited to email, social media and websites - that link to or mention the Academy in a way that could reflect unfairly or negatively on or otherwise embarrass the Academy.
- not use or disclose, to any person (either during or at any time after serving as a Senator or a Director of the Academy), any confidential information about the business or affairs of the Academy, its Members or employees, or about any other matters which may come to their knowledge Board in the course of their service.
- not, in their official capacity, receive from or give to any person or organisation any hospitality, gift or any other benefit, except in the following circumstances:
 - Working meals or refreshments;
 - Inexpensive items (less than £25 in value);
 - Hospitality in the course of the Academy's business and activities.

Principles and Standards of Behaviour

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- Mocking, mimicking or belittling a person's disability.
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by people with specific characteristics such as ethnic minorities, women, LGBTQ+ communities and people with a form of disability. Although microaggressions are often unintentional, they can, over time, have a material impact on a person's health and wellbeing. Accumulative microaggressions can be viewed as forms of bullying, harassment and discrimination depending on the issues and circumstances involved.

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This Director and Senator Code of Conduct is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

CODE OF CONDUCT APPENDIX 1: ANTI-RACIST POLICY

All Directors, Senators and Members are required to abide by this Anti-Racist Policy . The Policy is also part of the staff handbook and related policies to which members of staff must adhere.

The Anti-Racist Policy forms part of the general standards of behaviour expected of all Members and elected officials. In addition to committing all Members to an environment that is safe and free from discrimination, this Policy requires that individuals will actively practice the anti-racism measures described here.

All Members and staff are reactive bystanders who identify and interrupt racism in all its forms by:

1. Working intentionally to eradicate speech or actions that stereotype, inferentially identify, culturally discriminate against, or harm people of colour.
2. Disrupting and dismantling racist learning and work environments created through White normativity and discriminatory actions such as microaggressions, microassaults, and microinsults.
3. Interrupting and/or intervening in racist incidents in all Academy spaces that are utilised and inhabited by Academy members, including physical spaces and online forums.
4. Recognising that racism often occurs in tandem with other systems of oppression (e.g., sexism, classism, ableism, homophobia, transphobia, among others), and commit to an Academy culture that engages in anti-racism with an intersectional approach.

Evidence that the Academy's Anti-Racist Policy is communally recognised and endorsed will include the following:

1. Anti-Racist training is mandatory for Ivors Academy Board Directors, Senators, Council members and staff at consistent and ongoing intervals, and this promotes regular conversations about Anti-Racist work of the Academy. Conversations should include reference to educational materials and invited speakers.
2. Making available anonymous and/or confidential reporting mechanisms available via the Ivors Academy Ethics Committee and partner organisations.
3. Regular examination of data to track equity gaps for members and staff. Consistent use and updating of the Academy Equality, Diversity and Inclusion Strategic Plans.

This Anti-Racist Policy: reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

CODE OF CONDUCT APPENDIX 2: SPEAK UP POLICY

The Academy recognises that speaking up is hard to do. Sometimes people can struggle to find the right words or we may not have the confidence to speak up. The need to speak up can occur throughout all aspects of working in music, such as witnessing conduct that is ethically questionable, being exposed to offensive speech and observing behaviours that fall short of the standard expected by everyone at the Academy, including staff, members, Senate and Board members.

It is important that each of us takes responsibility for speaking up about inappropriate or discriminatory behaviour so that the Academy and the music industry is an inclusive and safe environment for everyone. By speaking up the Ethic Committee at the Academy, endorsed by the Academy Board, members are able to listen, learn and take steps to address behaviour and conduct that falls short of the principles and standards expected by everyone.

If you have previously witnessed this type of behaviour or encounter it in the future, we strongly encourage you to report any concerns you might have. Do not assume someone else will report the concern. We want you to feel safe when speaking up and know that you will not suffer for raising a concern in good faith. We will not tolerate any form of retaliation against those who speak up.

Whilst speaking up is encouraged, we recognise that not everyone will be comfortable in doing so and it may also be dependent on the circumstances. As such, we encourage those who still would like to raise a concern, to do so anonymously by sending an email to ethics@ivorsacademy.com. This email is monitored by the Academy HR Lead and the Ethics Committee Chair.

Speaking up – what you can do

Regarding behaviour or conduct which could be seen as problematic, regardless of well-meaning intent, you can:

- be an active bystander and intervene informally; and/or
- report your concerns to HR or the Ethics Committee

We strongly encourage you to notify the Ethics Committee (or Academy HR team for internal staff) if you experience or witness behaviour that is or has the hallmarks of discrimination, bullying, harassment, victimisation, a microaggression or retaliation.

Bystander Intervention

If you witness alleged inappropriate behaviour or language, you may want to take the opportunity to speak up as an active bystander. This includes the behaviour at all levels across the Academy.

We encourage this approach only if you feel comfortable and safe in doing so. There are other means by which you can report your concerns set out in this policy should it be required in the circumstances or you feel it is more appropriate and comfortable to do so. However, when raising concerns or complaints, you should feel comfortable that the Academy will not retaliate and that all matters in relation to both this policy will be handled both thoroughly and sensitively.

Safely intervening could include behaviours such as a disapproving look, interrupting or distracting someone, not laughing at inappropriate remarks meant as a joke but are sexist or violent. It may also include actions such as talking to a colleague, fellow member, or friend about their behaviour in a non-confrontational way to caring for a colleague, fellow member or friend who has experienced problematic behaviour. Every situation is different, and there is no one way to respond. Examples of approach are included below.

- **Disrupt** - if you witness behaviour which appears to be problematic and/or a form of bullying, harassment or microaggressions that appears to be uncomfortable for a

person involved, you can try to insert yourself into the interaction to help the person feeling uncomfortable get out of the situation. For example, you can interrupt the conduct or situation and ask a person involved an unrelated question.

- **Discuss** - you can check in with the person you believed felt uncomfortable about the conduct or situation after the incident and let them know that you witnessed it and ask if they were comfortable with what just happened: "I saw what they just did. Are you OK?". If they were uncomfortable, you can offer support, encourage them to discuss the event HR or the Ethics Committee.
- **Direct** - you can intervene by telling the person whose conduct or behaviour you have observed as being problematic or concerning that their words or actions are inappropriate, in a respectful, direct, and honest way. For example, "Hey, let's keep it professional", "You need to stop", or "What you just said made me feel uncomfortable. Here's why..."
- **Diffuse** - if you feel that being direct might escalate the situation, consider an indirect intervention leveraging your relationship with those involved or using humour with for example "We're friends, right? Can I say...", or "I don't think it was your intention, but I found what you just said offensive". However, if you feel uncomfortable with how the discussion might escalate, you must not proceed with the discussion any further. We strongly encourage you to then report the matter to HR or the Ethics Committee as appropriate.
- **Delegate** - If you don't feel comfortable acting in the moment, you can act after the event by speaking to HR or the Ethics Committee about what you have witnessed. HR or the Ethics Committee can also help with signposting you towards resources or explaining what your options are and what the process will be if you choose to formally report the issue.
- Whilst bystander intervention is helpful in the moment, it is important that if you experience or witness behaviour that is or has the hallmarks of discrimination, bullying, harassment, victimisation, microaggressions or retaliation, you to report it to:
 - The Ethics Committee; or
 - HR Lead for Academy staff.

Any report will be kept confidential, but we cannot always guarantee anonymity. Concerns will be investigated and where appropriate, you may be informed of the overall findings. However, it may be the case that full details or the ultimate outcome cannot be shared for reasons of confidentiality and the legal rights of those concerned.

Other Bystander Statements

We recognise that these examples may not be fit for every situation you encounter. That said, these bystander statements and remarks may be helpful and valuable should you intervene in a situation where you have observed problematic conduct or behaviour, or you find yourself in an uncomfortable discussion or situation.

- "I'm not comfortable with your comment. I may have it wrong. Are you able to explain what you mean so I can better understand?"
- "I feel like your suggestion is victim blaming and I am not comfortable with it."
- "That type of attitude can be harmful to others. Our words have power, we should be cautious of that."
- "Please consider the feelings of others who have experienced [harassment/ discrimination/ microaggressions] and how it might feel to hear the comments you have made."
- "I saw something you posted online recently. I have been thinking about it and I would like to have a chat some time. Would that be, ok?"

- “Yeah, you’re right, all lives matter. So, you must be a huge advocate for Black Lives Matter and stand against hate towards Asian communities.”
- “I think it is best if we don’t talk about this when we are together, because it is clear that we have different views.”
- “I wonder If your opinion would be the same if [she] was
- “I’m curious why you would think that. Can you explain more?”
- “Do you know you just said that out loud?”
- “Do you have facts to prove that view?”
- “I used to think the same as you, but I have learned a lot and think differently now.”
- “I know you mean well but your comments are unhelpful and dismissive of what those people have felt and experienced.”
- “I’d love for you to take a look at some of the things I am reading. Can I send them to you, and we can have another chat?”

Conduct within this policy

In the event that a case of alleged unacceptable behaviour is investigated and found to be false or malicious, the matter will be further investigated by the Ethics Committee. Where necessary, action will be taken accordingly.

PART 4: COMPLIANCE, BREACH OF THE CODE OF CONDUCT & COMPLAINTS ABOUT MEMBERS

Any Senator or Board Director alleged to have breached the Code of Conduct - as set out in this Guide - will be subject to review by the Ethics Committee on behalf of the Board which may result in disciplinary action, including suspension or termination of membership, in accordance with the rules and Articles of the Ivors Academy, with obvious consequential impacts for any positions held within the Academy.

The Ivors Academy CEO is designated as the Compliance Officer with responsibility for overseeing adherence the Code of Conduct and Directors' individual contracts.

Subject to the below, Directors, Senators, Members and staff may, at their discretion, make any complaint or raise a concern to either the Chair of the Board, or to the Compliance Officer if they believe a Member has breached the Ivors Academy Code of Conduct.

If an allegation or complaint is made in the course of a meeting, the matter should be referred to the chair of the relevant Board, Committee, Senate, Council or Group meeting (as applicable), who may:

- a) request the Director, Committee Member, Senator, Council or Group member alleged to be in breach of any one of the Code of Conduct to desist from any behaviour giving rise to the breach; and/or
- b) defer the matter to be considered by the Board, Committee, Senate, Council or Group on a subsequent occasion; and/or
- c) adjourn the meeting; and/or
- d) request that the Member or Director alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining Members or Directors present; and/or
- e) exclude the Member or Director alleged to be in breach for the remainder of the meeting; and/or
- f) if the Member or Director alleged to be in breach refuses the request to leave the meeting, the meeting will be closed.

If the remaining Members or Directors consider that a Member or Director has committed a breach of the Code of Conduct, the breach shall be minuted by the meeting secretary and the Committee Board, Committee, Senator or Group shall recommend appropriate action, including without limitation, a vote of censure and/or a direction that the Member or Director in breach should be the subject of other disciplinary action and/or training.

Notwithstanding the foregoing, if the complaint is about the Chair of the Board/Committee or Senate/Group, then the Deputy Chair of the respective Board/Committee or Senate/Group shall replace the Chair in the above procedure and if there is no Deputy Chair present then the remaining Members or Directors shall, by a majority vote, elect a temporary Chair for this purpose.

If an allegation or complaint is made other than in the course of a meeting, the Compliance Officer will refer the matter to the Ethics Committee.

Complaints and concerns will be investigated by the Grievance Panel of the Ethics Committee and the Member or Director alleged to be in breach shall be notified in writing of the alleged breach, and shall have an opportunity to answer the allegations made and to rectify the breach, by way of apology and training, where possible and appropriate.

Where the Compliance Officer and the Ethics Committee Chair consider it appropriate, the matter will be put to the Board Chair to be considered by the Board. The Compliance Officer and the Chair of the Ethics Committee (or Deputy Chair of the Ethics Committee, as applicable) shall alternatively be entitled, in the exercise of their good faith judgement, to deal with the matter without referring it to the Board, by direct communication with the

Member or Director in question and shall be entitled to take such action as they see fit in all the circumstances.

All action taken to address a breach of this Code shall be in accordance with relevant legislation, The Ivors Academy Articles of Association, and the Directors' contract of appointment.

This Compliance, Breach of the Code of Conduct and Complaints about Members is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 25.01.2024

Next review due: 25.01.2025

PART 5: DISCIPLINARY PROCEDURE FOR MEMBERS

1. COMPLAINT

- The Academy Board may at any time serve a notice in writing (electronic or otherwise) to the Member in question to indicate that the Board is considering suspending their Membership or removal from the Register of Members.
- The notice shall set out the Board's reasons for being minded to suspend or remove that Member.

2. BOARD HEARING

- Within twenty-eight (28) days of the receipt of such notice the hearing to discuss the suspension or removal of the Member will be held.
- The meeting will take place either remotely or in-person as agreed by involved parties.
- The Member has the right to bring representation to the meeting.
- The Member in question may request to attend the hearing. A submissions in their defence must be submitted in writing in advance of the meeting
- The Board must be quorate when the vote for the suspension or removal of any Member is taken.
- That vote shall be binding, subject to the appeals process (*see (3) below*).
- The result of the hearing including the reasons for any decision to suspend or remove a Member, shall be clearly set out and given to the Member concerned in writing (electronic or otherwise) within three (3) days of the hearing.

3. APPEAL PROCESS

- A member is entitled to appeal against a decision of suspension or removal in any instance where evidence can be brought forward that was not available at the time of the original hearing. In that case, the member shall write to the Board giving grounds for the appeal within fourteen (14) days of the decision of suspension or removal being taken.
- Upon receipt of the grounds of appeal the CEO will convene a quorate Board to meet within twenty-eight (28) days. This will be chaired by an 'independent' Board Director or person with delegated authority, who will not have been involved in the earlier stages of the process.
- The Board will make its determination on the day of being convened and shall apply the right to be present and heard The decision will be sent in writing (electronic or otherwise) to the Member concerned within three (3) days and that decision will be final.

CESSATION OF MEMBERSHIP

A person shall forthwith cease to be a Member of the Ivors Academy:-

- if the Company has received valid complaints, supported by credible evidence, that the Member has demonstrated inappropriate and unacceptable behaviour towards Directors, Senators, staff or other Members (subject to a right of appeal as set out in (3) above; or
- if the Member is convicted of any criminal offence (excluding minor motoring or similar offences that cannot reasonably damage the reputation of the Company); or
- if the Board resolves that there are other reasonable grounds for believing that the Member has behaved in a way reasonably likely to bring the Company into disrepute.

Termination shall be by notice in Writing stating the reason(s) for termination. If termination takes place no less than one (1) month before that Member's subscription renewal date the Board will reimburse the Member for the remaining pro-rata amount.

SUSPENSION & RETRACTION OF AWARDS AND HONOURS

The Board reserves the right to suspend, retract or cancel any awards or honours given.

This Disciplinary Procedure is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

PART 6: MEMBER COMMENTS & COMPLAINTS ABOUT THE EXECUTIVE

If a Member has any comments, complaints, or matters of general concern in relation to the administration of the Academy, they should refer these matters in the first instance to the Academy's CEO. Such comments, complaints or concerns can also be raised with the Chair of the Board or the Chair of their Committee, Council or Group. If the nature of the comment or complaint relates to the Academy CEO, Board the complaint should be directed to the Chair of the Ethics Committee at ethics@ivorsacademy.com.

This Comments and Complaints about the Executive Procedure is reviewed on an annual basis by the Ethics Committee, Senate and Board of Directors of the Ivors Academy.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

3. DIRECTORS' CONTRACT

PRIVATE AND CONFIDENTIAL

NAME:

ADDRESS:

DATE:

Dear [NAME]

Letter of Appointment

This letter confirms the terms of your appointment. It is agreed that, on acceptance, this letter will constitute a contract for services and not a contract of employment. You are also required to abide by the members' charter and adhere to the code of conduct as provided to you and as amended from time to time (The Ivors Academy Governance Guide). By accepting this letter, you also confirm that you are not subject to any restrictions which prevent you from holding office as a director.

1. Appointment

- 1.1. Subject to the remaining provisions of this letter, your appointment to the Board of directors (the "**Board**") of The British Academy of Songwriters, Composers and Authors (the "**Company**") trading as "The Ivors Academy" as a non-executive director of the Company is for a term of three years, unless terminated earlier by either party on one month's prior written notice.
- 1.2. Your appointment is subject to the Company's Articles of Association, as amended from time to time (the "**Articles**"). Nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a director of the Company.
- 1.3. Directors shall serve for a term of three years but shall be entitled to re-stand for election for two further terms. Directors who have served three terms shall be eligible to stand again provided that there is a period of at least one year between the end of their last term and the proposed starting date of the upcoming position. It is typically expected that non-executive directors will serve at least two three-year terms, though there is no right to re-nomination by the Board following the first term.
- 1.4. Any term renewal is subject to re-election. If the Senate do not re-elect you as a Director, or you are retired from office under the Articles, your appointment shall terminate automatically, with immediate effect and without compensation.
- 1.5. Continuation of your appointment is contingent on your continued satisfactory performance, and any relevant statutory provisions relating to the removal of a director.
- 1.6. You may be requested to serve on one or more Committees of the Board. You will be provided with the relevant terms of reference on your appointment to such Committee. You may also be asked to serve as a non-executive director on the Board of any future Company subsidiaries or joint ventures. Any such appointment will be covered in a separate communication.

- 1.7. Notwithstanding paragraphs 1.1–1.6, the Company may terminate your appointment with immediate effect if you:
- a. commit a material breach of your obligations under this letter and subject to any appeal process; or
 - b. commit any serious or repeated breach or non-observance of your obligations to the Company (which include an obligation not to breach your duties to the Company, whether statutory, fiduciary or common-law); or
 - c. are disqualified on account of breach of the Ivors Academy Code of Conduct and as set out in the Ivors Academy Articles of Association; or
 - d. are convicted of any arrestable criminal offence, other than an offence under road traffic legislation in the UK or elsewhere for which a fine or non-custodial penalty is imposed; or
 - e. are declared bankrupt or make an arrangement with or for the benefit of your creditors, or
 - f. if you have a country court administration order made against you under the County Court Act 1984;
 - g. are disqualified from acting as a director; or
 - h. are found guilty of any fraud or dishonesty or acted in any manner which, in the Company's opinion, brings or is likely to bring you or the company into disrepute or is materially averse to the Company's interests.
- 1.8. On termination of your appointment, you shall, at the request of the Company, resign from your office as a director of the Company, and any other office which you hold in relation to any subsidiary of, or joint-venture involving, the Company.
- 1.9. If there are matters which arise which cause you concern about your role, you should discuss them with the Chair of the Board. If you have any concerns which cannot be resolved, and you choose to resign for that, or any other, reason, you should provide an appropriate written statement to the Chair for circulation to the Board.

2. Time commitment

- 2.1. You will be expected to devote such time as is necessary for the proper performance of your duties, and you should be prepared to spend at least six days per year on Company business after the induction phase. This is based on preparation for and attendance at:
- a. scheduled Board meetings;
 - b. Board dinners;
 - c. the annual Board strategy away-day(s);
 - d. the AGM;
 - e. meetings with members;
 - f. briefing meetings;
 - g. mandatory individual and Board training; and/or
 - h. meetings as part of the Board evaluation process.
- 2.2. Unless urgent and unavoidable circumstances prevent you from doing so, it is expected that you will attend the meetings outlined above. Some of the meetings may involve you in some overseas travel. Travel expenses must be cleared in advance of purchase by the Ivors Academy. The Ivors Academy will provide travel at a standard ticket fare and anything over and above this will be paid at the Members' expense.

- 2.3. The nature of the role makes it impossible to be specific about the maximum time commitment, and there is always the possibility of additional time commitment in respect of preparation time and ad hoc matters which may arise from time to time, particularly when the Company is undergoing a period of increased activity. At certain times it may be necessary to convene additional Board, Committee or members meetings.
- 2.4. The minimum time commitment stated in paragraph 2.1 above will increase should you become a Committee member or Chair, or if you are given additional responsibilities, such as being appointed as an independent director, or non-executive director on the Board of any of the Company's subsidiaries. Details of the expected increase in time commitment will be covered in any relevant communication confirming the additional responsibility.
- 2.5. By accepting this appointment, you undertake that, taking into account all other commitments you may have, you are able to, and will, devote sufficient time to your duties to the Company, as a non-executive director. You should obtain the agreement of the Chair before accepting additional commitments that might affect the time you are able to devote to your role as a non-executive director of the Company.

3. Role and Duties

- 3.1. The Board as a whole is collectively responsible for the success of the Company. The Board's role is to:
 - a. promote the long-term sustainable success of the Company, generating value for our Board, Directors, Senators, employees, members and associated partners (our "**Stakeholders**") and contributing to wider society;
 - b. establish the Company's purpose, values and strategy and satisfy itself that these and its culture are aligned;
 - c. act with integrity, lead by example and promote the desired culture;
 - d. ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them;
 - e. establish a framework of prudent and effective controls, which enable risk to be assessed and managed;
 - f. ensure effective engagement with, and encourage participation from Stakeholders; and
 - g. ensure that workforce policies and practices are consistent with the Company's values and support its long-term sustainable success.
- 3.2. As a non-executive director, you shall have the same general legal responsibilities to the Company as any other director. You will be expected to perform your duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently, to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
- 3.3. You will exercise your powers in your role as a non-executive director having regard to relevant obligations under prevailing law and regulation, including the *Companies Act 2006*.
- 3.4. You will have particular regard to the general duties of directors as set out in *Part 10, Chapter 2 of the Companies Act 2006*, including the duty to promote the success of the company:

“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to

- (a) the likely consequences of any decision in the long term,*
- (b) the interests of the company’s employees,*
- (c) the need to foster the company’s business relationships with suppliers, customers and others,*
- (d) the impact of the company’s operations on the community and the environment,*
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and*
- (f) the need to act fairly as between members of the company.”*

- 3.5. In your role as non-executive director, you will also be required to:
- a. constructively challenge, offer strategic guidance, offer specialist advice, and hold management to account;
 - b. help develop proposals on strategy, in accordance with the Company's long-term goals
 - c. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 - d. satisfy yourself regarding the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
 - e. devote time to developing and refreshing your knowledge and skills;
 - f. uphold the highest standards of integrity and probity and support the Chair and the other directors in instilling the appropriate culture, values, and behaviours in the Boardroom and beyond;
 - g. insist on receiving high-quality information sufficiently in advance of Board meetings;
 - h. play a lead role in Board committees.
 - i. make sufficient time available to discharge your responsibilities effectively;
 - j. exercise relevant powers under, and abide by, the Articles of Association;
 - k. disclose the nature and extent of any direct or indirect interest you may have in any matter being considered at a Board or Committee meeting and, except as permitted under the Articles, refrain from voting on any resolution of the Board, or of one of its Committees, on any matter where you have any direct or indirect interest;
 - l. immediately report your own wrongdoing or the wrongdoing or any proposed wrongdoing of any employee or other director of the Company of which you become aware, to the Chair;
 - m. exercise your powers as a director in accordance with the Company’s policies and procedures;
 - n. refrain from doing anything that would cause you to be disqualified from acting as a director;
 - o. take into account the views of Stakeholders and the workforce, where appropriate; and
 - p. take opportunities, such as attendance at general and other meetings, to understand Stakeholder concerns and to meet with key customers and members of the workforce from all levels of the organisation, to have an understanding of the business and its relationship with Stakeholders.
- 3.6. The above is not an exhaustive list of duties and the Company may reasonably expect you to perform different tasks and duties, as necessitated by the needs of the organisation and the overall Company strategy.

- 3.7. Unless specifically authorised to do so by the Board, you must not enter into any legal or other commitment or contract on behalf of the Company.
- 3.8. You shall be entitled to request all relevant information about the Company's affairs as is reasonably necessary to enable you to discharge your responsibilities as a non-executive director.

4. Reputation and Conduct

In addition to the above duties set out above, you are also prohibited from:

- a. bringing about or engaging in any actions, behaviours, or decisions that could reasonably be expected to harm or damage the Company's reputation, integrity, or public image;
- b. making unauthorised public statements or representations on behalf of the Company;
- c. participating in any activities, whether personal or professional, that could lead to negative publicity; and
- d. engaging in unlawful, unethical, or otherwise inappropriate conduct that could reflect poorly on the reputation on the Company.

5. Remuneration and expenses

- 5.1. You have the option to claim an attendance fee to allow for the reading of materials in preparation for and attendance at the meetings. The Company Finance Manager will provide details of the current attendance fee rate which is normally paid via payroll.
- 5.2. The Company will not reimburse you for expenses incurred in performing the duties of your office.

6. Outside interests

- 6.1. You must disclose to the Board the significant commitments you have outside your role in the Company. You must inform the Chair in advance of any changes to these commitments. In certain circumstances the agreement of the Board may have to be sought before further commitments are accepted which either might give rise to a conflict of interest, or a conflict with any of your duties to the Company, or which might impact on the time that you are able to devote to your role at the Company.
- 6.2. In addition to the annual completion of the Conflicts of Interest register, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other Directors and managed. Board members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting Chair will determine how such conflict/s should be handled.
- 6.3. It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any further potential or actual conflicts of interest, these should be disclosed to the Chair and the CEO (as Company Secretary) as soon as they become apparent and, again, the agreement of the Board may have to be sought.

7. Confidentiality

- 7.1. You acknowledge that all information acquired during your appointment is confidential to the Company and should not be released, communicated, or disclosed to third parties or used for any reason other than in the interests of the Company, either during your appointment or following termination (by whatever means), without prior clearance from the Chair.
- 7.2. This restriction shall cease to apply to any confidential information which may (other than by reason of a breach for which you are responsible in part or full) become available to the public generally.
- 7.3. You acknowledge the need to hold and retain company information (in whatever format you may receive it) under appropriately secure conditions.
- 7.4. Nothing in this paragraph 7 shall prevent you from disclosing information which you are entitled to disclose under the Public Interest Disclosure Act 1998, provided that the disclosure is made in accordance with the provisions of that Act.

8. Induction

- 8.1. As soon as practicable after the commencement of your appointment, the Company will provide a comprehensive, formal and tailored induction. You will be expected to make yourself available during your first year of appointment for not less than an additional two days (in addition to the time commitment outlined in paragraph 2.1) for the purposes of the induction. The CEO (as Company Secretary) will be in touch with further details.

9. Probationary period

- 9.1. The first six months of your appointment shall be a probationary period and your appointment may be terminated during this period at any time on one week's notice by either party. We may, at our discretion, extend the probationary period should this be considered necessary by the Board. During the probationary period your performance and suitability for the role will be monitored.
- 9.2. At the end of the probationary period you will be informed in writing if you have successfully completed your probationary period. If you do not receive any written confirmation, you should assume that your probationary period continues.

10. Review process

The performance of individual directors, the Chair, and the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss those with the Chair. The Company may also carry out additional reviews outside of the annual review timetable at its discretion.

11. Training

On an ongoing basis, and further to the annual evaluation process, the Company will

make arrangements for you to develop and refresh your skills and knowledge in areas which are mutually identified as being likely to be required, or of benefit to you, in carrying out your duties effectively. You should endeavour to make yourself available for any relevant training sessions which may be organised for you or the Board.

12. Insurance and indemnity

- 12.1. The Company has directors' and officers' liability insurance in place and such cover will be maintained for the full term of your appointment. You will be informed of the current indemnity limit, on which the Board is updated from time to time. Other details of the cover are available from the CEO (as Company Secretary).
- 12.2. You will also be given policy document outlining your insurance and indemnity by the Company against certain liabilities that may be incurred as a result of your office, to the extent permitted by s234 of the *Companies Act 2006*.

13. Independent professional advice

Circumstances may occur when it will be appropriate for you to seek advice from independent advisers with the Company's prior written approval and at the Company's expense.

14. Changes to personal details

You shall advise the CEO (as Company Secretary) promptly of any change of address or other personal contact details.

15. Return of property

Upon termination of your appointment with the Company however arising, or at any time at the Board's request, you shall immediately:

- a. return to the Company all physical documents, records, papers or other Company property which may be in your possession or under your control, and which relate in any way to the business affairs of the Company, and you shall not retain any copies thereof.
- b. irretrievably delete any confidential information (including any copies) stored on any magnetic or optical disk or memory, including personal computer networks, personal e-mail accounts or personal accounts on websites, and all matter derived from such sources which is in your possession or under your control outside our premises; and
- c. provide a signed statement that you have complied fully with your obligations under this clause 15.

16. Moral rights

You hereby irrevocably waive any moral rights in all works prepared by you, in the provision of your services to the Company, to which you are now or may at any future time be entitled under Chapter IV of the Copyright Designs and Patents Act 1988 or any similar provisions of law in any jurisdiction, including (but without limitation) the right to be identified, the right of integrity and the right against false attribution, and agree not to institute, support, maintain or permit any action or claim to the effect that

any treatment, exploitation or use of such works or other materials, infringes your moral rights.

17. Data protection

You will comply at all times with the Company's data protection policy, a copy of which will be provided to you. The Company will collect and process information relating to you in accordance with the privacy notice which will be provided to you.

18. Rights of third parties

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you and the Company shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Company.

19. Entire agreement

- 19.1. This letter constitutes the entire terms and conditions of your appointment and supersedes and extinguishes all previous agreements, promises, assurances, warranties, representations and understandings between you and the Company, whether written or oral, relating to its subject matter other than the Articles of Association and general law.
- 19.2. You agree that you shall have no remedies in respect of any statement, representation, assurance or warranty (whether made innocently or negligently) that is not set out in this letter, and you shall not have any claim for innocent or negligent misrepresentation based on any statement in this letter.

20. Variation

No variation of this letter shall be effective unless it is in writing and signed by you and the Company (or respective authorised representatives).

21. Law

Your appointment with the Company, and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation, shall be governed by and construed in accordance with the laws of England and Wales, and you and the Company irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) that arise out of or in connection with this appointment or its subject matter or formation.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter to the Chair.

I confirm and agree to the terms of my appointment as a non-executive director of the British Academy of Songwriters, Composers and Authors as set out in this letter.

[non-executive director's signature]

DATE

4. TERMS OF REFERENCE

4a). THE BOARD

The terms of reference (TOR) are subject to review and change by the Board. These terms set out the function of the Board and do not constitute terms of engagement or employment of individual Directors.

PURPOSE

The Board of an organisation is its legally accountable entity, responsible for fulfilling the organisation's mission and delivering its aims and objectives. In service of these ends, the Board is responsible for the Ivors Academy's fiduciary practice, including for making commercial and other judgements, for risk taking and enterprise - and it (corporately) and its members (individually) can be held to account for all these areas.

This fundamental fact must be borne in mind when discussing the respective responsibilities and freedom to act of the Board, Committees and individual members of those bodies. The Board must also balance the roles of supporting and challenging the Executive (see notes on the Chair's role below) and is responsible for directing staff activity through the CEO. In addition to the above, membership organisations such as the Ivors Academy have a number of other considerations and responsibilities to take into account e.g.:

- The importance of reflecting the needs and views of the whole membership
- The responsibility of looking above particular sectoral interests Committee and speaking more broadly for music creators
- Identifying common interests and opportunities across music writers of all sorts
- Supporting, lobbying and advocating for and across the sector and its sub-sectors.

SCOPE

There is a general agreement (broadly shared across different industries and sectors – private, public and 'third') that the remit of a Board is to:

- Provide leadership to the organisation
- Establish its vision, mission, aims and objectives
- Set the company's values and standards
- Set strategy and structure including high level budget management and reviewing management performance against the budget
- Ensure the human and financial resources are available to achieve objectives
- Delegate to management and review management's performance
- Ensure that obligations to shareholders/ members / stakeholders are understood and met.

The above will involve:

- Responsibility for the effective operation of the organisation including (within the stipulations of the Ivors Academy's governing documents) the composition and organisation of the Board itself (e.g. setting, planning and managing Board meetings, including the protocols, Code of Conduct and conflicts of interest); and supervising Committee meetings
- Clarifying Board and management responsibilities
- Ensuring that the Board contains the skills it requires to govern the organisation well, has access to relevant external professional advice and expertise and regularly reviews its performance
- Ensuring the solvency of the organisation by providing high level budget interrogation and analysis with the knowledge that Directors could be liable in certain circumstances for misfeasance if trading while insolvent.
- Ensuring legal and regulatory compliance, with a regularly reviewed governance structure that is appropriate to the organisation's size and complexity
- Establishing, and keeping under review, protocols for the Board (e.g. written ToRs and Code of Conduct, Job Descriptions for honorary officers and key staff, clear and sufficient statements of the authority delegated to the Chair, CEO and/or others to ensure that business can be carried on effectively between Board meetings)

- Ensuring a systematic, open and fair procedure for the recruitment and co-option of directors, chairs and the CEO, including the co-option or appointment of new Board members as appropriate and as vacancies arise
- Recruiting, ratifying (and, where necessary, suspending or removing) the appointment of the CEO, including the constitution of selection panels for CEO recruitment
- Appointing (and, where necessary, suspending or removing) the Chair
- Deciding which, if any, of the Board's functions will be delegated to Committees, groups and individuals
- Establishing the remit of Committees through regularly reviewed terms of reference and receiving reports and recommendations from them and monitoring work being undertaken by them (and/or any individual to whom authority is delegated)
- Reviewing and approving the budget recommended by the Finance & Risk Committee and establishing the financial limits of any delegated authorities to Committees or individuals.

AUTHORITY

The UK Corporate Governance Code recognises that “*there should be a formal schedule of matters specifically reserved for the Board's decision.*” The Ivors Academy will devise a schedule of reserved powers that explicitly distinguishes between those tasks that are to be the sole responsibility of the Board and those that can legitimately be devolved to senior managers.

MEMBERSHIP AND TERMS OF SERVICE

The membership of the Board is:

- 4 directors elected by the membership to the reserved genre seats of Classical, Jazz, Media and Songwriter as per the Senate election process set out in the Articles
- 1 director (or a shared position) representing Under 25 members elected by the membership as per the Senate election process set out in the Articles
- 7 directors elected by the Senate
- 2 independent directors (who are neither Members nor songwriters or composers, who shall be appointed by at least a majority decision of the remaining Board Directors)
- 2 directors can be co-opted by the Board subject to need.

The term of office for Board and Senator will be 3 years in accordance with election cycle set out in the Articles (subject to the maximum term rules for individual Senators). Board and Senators are then entitled to re-stand for a further 2 terms – a maximum term of 9 years continuous service. After that, there should be a break of 1 year, after which Board and Senators are entitled to re-stand.

ROLE OF CHAIR

The Chair is appointed by the Board from amongst its membership for up to two terms of three years – a maximum term of 6 years.

The Chair's first duty is as a Director of the Company. Even when acting as Chair, they still retain all the duties, liabilities and obligations of an 'ordinary' director. This means they must abide by any agreement made on assuming the role of Director including compliance with the code of conduct and abiding by the Board's decisions. That being said, the Chair's principal role is to manage the Board and Senate's business and act to facilitate and guide the two bodies in delivering their responsibilities. To that end, the Chair should:

- Provide leadership to the Board and ensure that Directors fulfil their duties and responsibilities for the proper governance of the organisation, avoiding slipping into a management role
- Provide leadership to the Senate and ensure it is working within its Terms of Reference and ensuring a regular flow of communications between the Board and the wider membership and vice versa.
- Ensure the organisation meets its legal and fiduciary obligations, including the terms of its Articles of Association

- Ensure there is an annual programme of Board and Senate meetings with well-structured agendas and high-quality background papers which provide the Board and Senate with relevant, timely and accurate information to allow each to discharge its responsibilities
- Plan (with the CEO) the agendas and manage the Board and Senate meetings including acting as chairperson in the meetings
- Regulate the procedures of those meetings, ensuring the Board, Senate and organisation are transparent and responsive to the needs of stakeholders (especially members)
- Chair Board and Senate meetings effectively, seeking consensus and encouraging all directors and senators to participate; balancing the need for full debate with the expeditious dispatch of business so as to reach - as swiftly as possible - clear conclusions that are in the long-term best interests of the organisation
- Ensure that the Board takes collective responsibility for decision making and that those decisions are implemented
- Provide leadership to the CEO to ensure the organisation is run in accordance with the decisions of the Board and the organisation's governing documents; including by holding regular meetings and maintaining a professional relationship based on clarity of respective roles, that enables open discussion, support and, where appropriate, challenge; ensuring the CEO is clear about the information / advice required by the Board and the KPIs to which the CEO and Board will be held accountable
- Ensure that the Board and Senate as a whole work in partnership with the executive staff and that, through the CEO, staff understand the role of the Board and Senate and the Board and Senate understand the work of staff members
- Ensure, in conjunction with the Finance & Risk Committee, clear and open processes for recruitment, performance measurement (and, if necessary, disciplinary measures) for the CEO and for setting CEO remuneration
- Ensure, in conjunction with the Finance & Risk Committee and the CEO, that a performance evaluation process is in place throughout the Ivors Academy and that the organisation invests in the development of its staff
- Appraise the CEO (in conjunction with at least one other Board member)
- Ensure that Board members and Senators attend events and meet staff
- Adopt a spokesperson role for the organisation in with Academy policy, by speaking at key industry conferences and events.

ROLE OF DEPTUY CHAIR

The Deputy Chair is appointed by the Board from amongst its membership for up to two terms of three years – a maximum term of 6 years. The Deputy Chair's duties are, but are not limited to:

- Deputising for the Chair by chairing Board meetings in the event of the Chair not being able to be present for the meeting or if the Chair would like to contribute to a specific agenda item at a Board meeting
- Work effectively with the Chair to ensure the smooth running of meetings
- Deputise for the Chair as and when is required by the Chair

MEETING ARRANGEMENTS

There will be between 6 and 9 Board meetings a year, generally via video conference, plus an annual Board Away Day.

QUORUM

The quorum for Board meetings may be fixed from time to time by a decision of the Directors but it must never be less than five (5) of the Elected Directors then appointed to the Board.

Board members participating in a meeting of the Board from separate locations by means of conference telephone or other communication equipment which allows those participating to hear each other, shall be entitled to vote and be counted in the quorum.

REPORTING

The Board formally report to the membership through the AGM, and, informally, through regular communications. The Board should also publish an Annual Report to act as a tool for advocacy and accountability.

CONFLICTS OF INTEREST

In line with the Directors' Contract, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other directors and managed in accordance with the Policy. Board members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting chair will determine how such conflict/s should be handled.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Board members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Board members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of the Ivors Academy Articles will apply.

PERFORMANCE REVIEW

The effectiveness of the Board will be reviewed by the CEO and Independent Directors on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or their nominee will be secretary to the Board and provide advice and assistance as required.

Papers will be circulated where possible five days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

These Terms of Reference should be reviewed annually and agreed by the Board.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

4b). BOARD COMMITTEES

i) THE FINANCE & RISK COMMITTEE

PURPOSE AND SCOPE

The Finance & Risk Committee does not have any executive powers, or legal authority. The Committee has only the power to send recommendations to the Board. The Committee can have powers delegated by the Board: to develop (although not determine) policy and make recommendations to the Board in relation to areas of particular concern. The Committee exists to:

- To guide and advise the Board on finance
- To review financial risk in the Academy's activities, both short and long-term
- To approve a Financial Controls Policy for the Academy
- To review and recommend quarterly management financial reports
- To review and recommend the budget prior to presentation to the full Board
- To benchmark staff salaries and bonuses, and review recommendations annually
- To review and recommend for approval the Annual Accounts
- To review the corporate risk register and to monitor and assess the company's risk management system
- To guide and advise on HR issues only in relation to the finances of the company, including but not limited to: pay strategy, CEO pay and bonus schemes
- To confirm that a staff performance review process is in place, with the Board's Chair to have oversight of key points from performance reviews once a year
- To review and recommend management proposals for staff structure
- To work with the Ethics Committee to review the legal and financial impact of complaints-related matters and advise accordingly.

AUTHORITY

- The Finance & Risk Committee can recommend to the Board on an advisory basis only
- If the Committee wishes to encourage a particular course of action on a specific subject, it should advise that the Board take action
- The Finance & Risk Committee do not have the authority to undertake strategic decisions, or speak on behalf of the Academy or the Board without express permission

MEMBERSHIP AND TERMS OF SERVICE

The Committee will be made up of:

- Independent Director (chair),
- Two Directors,
- CEO,
- Finance Manager
- Auditor,
- External experts/representatives as required.
- Academy staff will be called upon by the Chair as required.

QUORUM

A quorum of members at meetings of the Committee is three, and can include the CEO and Accountant.

CHAIR

The Chair of this Committee involves balancing the needs of all of genres, with a broader responsibility towards the Academy's whole membership. The Chair of the Finance & Risk Committee should:

- Provide leadership to the Committee
- Ensure members fulfil their duties and responsibilities for the Committee's effectiveness
- Ensuring all members have an equal opportunity to participate within the Committee
- Planning and Chairing Committee meetings in accordance with Academy's aims

- Ensure the effective planning and running of meetings through structured agendas, high quality background papers, time management and prioritisation
- Avoid slipping into a management role
- Overseeing relationships between Committee members, staff and Academy members to ensure that all parties adhere to the Code of Conduct, resolving any issues in a timely manner

MEETING ARRANGEMENTS

4 x 2 hr meetings per year immediately preceding a Board.

REPORTING

The Finance & Risk Committee reports to the Board on an advisory basis.

CONFLICTS OF INTEREST

In line with the Directors' Contract, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other directors and managed in accordance with the Policy. Finance & Risk Committee members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting chair will determine how such conflict/s should be handled.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Finance & Risk members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Finance & Risk Committee members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of [the Ivors Academy Articles] will apply.

PERFORMANCE REVIEW

The effectiveness of the Finance & Risk Committee will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or their nominee will be Secretary to the Finance & Risk Committee and provide advice and assistance as required.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

The Terms of Reference for the Committee should be reviewed annually by the Finance & Risk Committee and the Board.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

ii) THE ETHICS COMMITTEE

PURPOSE AND SCOPE

The Ethics Committee shall create and manage set of ethical standards and deliver the Equality, Diversity and Inclusion strategy including framework focussing on inclusion, anti-discrimination, anti-racism, anti-hate speech, and a forum for addressing grievance complaints and broader conduct issues of members and staff.

The Committee exists to:

- Review the Academy's values, Code of Conduct and EDI and disciplinary policies to ensure relevance with current climate and tensions from time to time
- Review the rules and processes governing membership, entry, nomination and receipt of Ivors Academy awards and honours to ensure that all recipients in future have clear responsibilities for upholding the appropriate standards of values and behaviours of the Academy.
- Review and amend values and codes of behaviour to establish a clear ethical framework for members and staff from time to time
- Develop a guide supporting the ethical framework to guide the Academy on cases when an award or honour should or should not be rescinded.
- Undertake a review of current and past recipients of awards and honours against the ethical framework to advise on which awards should and should not be rescinded.
- Deliver the Academy's Equality, Diversity & Inclusion strategy including an annual performance review and yearly objective setting. Ensure plan is communicated to Academy staff and wider governance groups
- Provide a forum and process for dealing with complaints about members and staff, and breaches of the Code of Conduct.
- Provide guidance as and when required on individual cases.

AUTHORITY

- The Ethics Committee can recommend to the Board on an advisory basis only.
- If the Committee wishes to encourage a particular course of action on a specific subject, it should advise that the Board take action.
- The Ethics Committee do not have the authority to undertake strategic decisions, or speak on behalf of the Academy or the Board without express permission.
- The Committee is expected to work with other Committees and Councils to establish, review and revise the Academy's ethical framework and EDI Strategy.

MEMBERSHIP AND TERMS OF SERVICE

The Committee will be made up of:

- Independent Chair
- Independent Deputy Chair
- Board Chair (but not to attend discussions of complaints and breaches of the Code to retain an independent role as regards appeals and reference to the Board)
- Board Deputy-Chairs (but not to attend discussions of complaints and breaches of the Code to retain an independent role as regards appeals and reference to the Board)
- Up to four (non-Director) Senators (but not to attend discussions of complaints and breaches of the Code to retain an independent role as regards appeals and reference to the Board)
- Other advisors are invited as required
- CEO

QUORUM

A quorum of members at meetings of the Committee is three, and can include the CEO and an executive Director.

CHAIR

The Chair should balance the needs of all of genres, with a broader responsibility towards the Academy's whole membership. The Chair of the Ethics Committee should:

- Provide leadership to the Committee
- Ensure members fulfil their duties and responsibilities for the Committee's effectiveness
- Ensuring all members have an equal opportunity to participate within the Committee
- Planning and Chairing Committee meetings in accordance with Academy's aims
- Ensure the effective planning and running of meetings through structured agendas, high quality background papers, time management and prioritisation
- Avoid slipping into a management role
- Overseeing relationships between Committee members, staff and Academy members to ensure that all parties adhere to the Code of Conduct, resolving any issues in a timely manner

MEETING ARRANGEMENTS

6 x 1hr meetings per year

Ad-hoc meetings to address complaints and breaches of the Code of Conduct as required.

REPORTING

The Ethics Committee reports to the Board on an advisory basis. The Ethics Committee Chair will attend Board meetings to report on the work and progress of the Committee, as required, as well as providing a written report on the Committee's work which to be provided in advance of the meeting as part of the Board pack.

CONFLICTS OF INTEREST

In line with the Directors' Contract, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other directors and managed in accordance with the Policy. Ethics Committee members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting chair will determine how such conflict/s should be handled.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Ethics Committee members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Ethics Committee members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of [the Ivors Academy Articles] will apply.

PERFORMANCE REVIEW

The effectiveness of the Ethics Committee will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or his/her/their nominee will be secretary to the Ethics Committee and provide advice and assistance as required.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

The Terms of Reference for the Committee should be reviewed annually by the Ethics Committee and Board.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

iii) THE MEMBERSHIP COMMITTEE

PURPOSE AND SCOPE

The Membership Committee works to ensure the successful recruitment, retention and engagement of members. It will provide recommendations to the Board on issues relating to the Membership Strategy including pricing and the subscription model, membership categories and criteria, benefits and the offer, recruitment and marketing. It will provide support to staff on delivering the member offer including input on events and speakers, feedback on benefits and initiatives, and being active advocates for membership. It exists to:

- Monitor the implementation of the Membership Strategy designed to maximise acquisition, engagement and retention of members
- Provide recommendations to the Board to set or change to the Membership Strategy including categories, pricing, benefits and joining criteria.
- Support the establishment and monitoring of membership targets relating to recruitment, retention and engagement
- Work closely with the Awards Committee to recommend Fellowships and Presidents from this Fellowship to the Board
- Support the development of a clear and compelling member offer
- Review and input to plans for marketing, promotions and acquisition strategies
- Review and input to the annual member events programme
- Review and interpret member feedback surveys and data
- Be ambassadors, actively promoting membership of the Academy
- Consider the needs, views, issues and opportunities from the perspective of the whole membership, including areas of common interest across the breadth of the membership

AUTHORITY

- The Membership Committee is not decision-making and works on an advisory basis only
- If the Committee wishes to encourage a particular course of action on a specific subject, it should give clear advice and a firm recommendation to the Board
- The Membership Committee does not have the authority to speak on behalf of the Academy or the Board without express permission

MEMBERSHIP AND TERMS OF SERVICE

The Committee will be made up of:

- Two Directors of the Board, one of whom will chair the Committee and the other whom will be the Deputy-Chair of the Committee.
- Up to four (non-Director) Senators
- CEO
- Director of Marketing and Communications Advisors and other staff as required

QUORUM

A quorum of members at meetings of the Committee is three, and can include the CEO and an executive Director.

CHAIR

The Chair of the Membership Committee should:

- Provide leadership to the Committee and ensure that the needs of the broad Ivors Academy membership are being taken into account
- Ensure Committee members fulfil their duties and responsibilities for the Committee's effectiveness
- Ensure all Committee members have an equal opportunity to participate within the Committee
- Plan and chair Committee meetings in accordance with Academy's aims
- Ensure the effective planning and running of meetings through structured agendas, high quality background papers, time management and prioritisation
- Avoid slipping into a management role

- Overseeing relationships between Committee members, staff and Academy members to ensure that all parties adhere to the Ivors Academy Code of Conduct, resolving any issues in a timely manner

MEETING ARRANGEMENTS

5 x 2hr meetings per year.

REPORTING

Brief reports of each meeting will be prepared for the subsequent Board meeting by the [Company Secretary or his/her nominee]. These will cover the nature and content of the Committee's discussion and recommendations.

CONFLICTS OF INTEREST

In line with the Directors' Contract, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other directors and managed in accordance with the Policy. Membership Committee members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting chair will determine how such conflict/s should be handled.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Membership Committee members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Membership Committee members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of [the Ivors Academy Articles] will apply.

PERFORMANCE REVIEW

The effectiveness of the Membership Committee will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or his/her/their nominee will be secretary to the Membership Committee and provide advice and assistance as required.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

The Terms of Reference for the Committee should be reviewed annually by the Membership Committee and Board.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

iv) THE AWARDS COMMITTEE

PURPOSE AND SCOPE

The Awards Committee does not have executive powers, or legal authority. The Committee has the power to send recommendations to the Board in relation to Award Strategy, Rules, Categories and Presentations. The Committee has powers delegated by the Board: to decide the songwriters and composers invited to receive Gift of the Academy award recognition in any one year. The Awards Committee exists to:

- Monitor the implementation of the Awards Strategy designed to maximise member, industry and public engagement and deliver income to the Academy.
- Support the establishment and monitoring of awards giving against targets for increasing the awareness, status and revenue
- Monitor the development of new awards in accordance with the strategy
- Review and interpret feedback surveys and data related to the awards
- Review the rules governing awards to ensure they are fit for purpose; suggest annual changes for Board approval.
- Review the annual nominated category titles and parameters for Board approval.
- Approve the long list of potential judges to be approached for judging panels
- Decide invitations for Gift of the Academy award recognition
- Consider the needs, views, issues and opportunities from the perspective of the whole membership, including areas of common interest across the breadth of the membership

AUTHORITY

- With the exception of approving the long list of potential judges to be approached, The Awards Committee is not decision-making and works on an advisory basis only Board on strategy and revenue.
- The Awards Committee is not to be confused with – and is a separate entity from – the awards judging panels whose decisions are final.
- If the Committee wishes to encourage a particular course of action on a specific subject, it should give clear advice and a firm recommendation to the Board
- The Awards Committee does not have the authority to speak on behalf of the Academy or the Board without express permission.

MEMBERSHIP AND TERMS OF SERVICE

The Committee will be made up of:

- Two Directors of the Board, one of whom will chair the Committee and the other of whom will be the Deputy-Chair of the Committee.
- Up to nine (non-Director) Senators working in the following areas: three in screen, three in classical and three in songwriting)
- CEO
- Awards Director
- Advisors and other staff as required

QUORUM

A quorum of members at meetings of the Committee is three, and can include the CEO and an executive Director.

CHAIR

The Chair of the Awards Committee should:

- Provide leadership to the Committee and ensure that the needs of the broad Ivors Academy membership are being taken into account
- Ensure members fulfil their duties and responsibilities for the Committee's effectiveness
- Ensure all members have an equal opportunity to participate within the Committee
- Plan and chair Committee meetings in accordance with Academy's aims
- Ensure the effective planning and running of meetings through structured agendas, high quality background papers, time management and prioritisation

- Avoid slipping into a management role
- Overseeing relationships between Committee members, staff and Academy members to ensure that all parties adhere to the Ivors Academy Code of Conduct, resolving any issues in a timely manner
- Not enter works or be considered for Award recognition whilst in term on the Committee.

MEETING ARRANGEMENTS

4 x 2hr meetings per year.

REPORTING

Brief reports of each meeting will be prepared for the subsequent Board meeting by the [Company Secretary or his/her nominee]. These will cover the nature and content of the Committee's discussion and recommendations.

CONFLICTS OF INTEREST

In line with the Directors' Contract, any and all potential or existing transactions and arrangements and/or situational conflicts arising from a meeting agenda should be notified to the Chair not less than 48 hours before the start of the meeting. The Chair will determine how such conflict will be disclosed to the other directors and managed in accordance with the Policy. Awards Committee members should immediately flag any conflicts of interest arising during the course of a meeting. The meeting chair will determine how such conflict/s should be handled.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Awards Committee members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Awards Committee members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of [the Ivors Academy Articles] will apply.

PERFORMANCE REVIEW

The effectiveness of the Awards Committee will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or his/her/their nominee will be secretary to the Awards Committee and provide advice and assistance as required.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

The Terms of Reference for the Committee should be reviewed annually by the Awards Committee and Board.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

4c). THE SENATE

PURPOSE

The Ivors Academy Senate is charged with ensuring a regular flow of communications between the Board and the wider membership and vice versa.

SCOPE

The Senate will be responsible for the following:

- After each election, appoint from within its number up to eleven (11) of its elected Members to the Board of Directors in accordance with a process approved by the Board from time to time
- Make recommendations to the Board
- Receive updates from the Board to be given by the Board Chair, CEO and Committee Chairs
- Questioning the Board regarding the strategic plan of the Company
- Informing the establishment and running of the Councils
- Request the Board to consider issues that are of particular concern to the broad membership and coming to light through Council discussions
- If requested by the Board, submit nominations for a President for consideration by the Board
- All Senators can be eligible for appointment to Committees and Councils under a process to be approved by the Board from time to time.

AUTHORITY

- The Senate is not a decision-making and works on an advisory basis to the Board only
- If the Senate wishes to encourage a particular course of action on a specific subject, it should give clear advice and a firm recommendation to the Board.
- The Senate does not have the authority to undertake strategic decisions, or speak on behalf of the Academy or the Board without express permission.

MEMBERSHIP AND TERMS OF SERVICE

The membership of the Senate is:

- 40 professional members directly elected by the membership
- 8 of these positions will be in reserved genre seats of Classical, Jazz, Media and Songwriter with 2 seats being held per genre. Of the two reserved genre seats, the Senator with the highest number of votes become the Chair of the respective genre Council, unless otherwise delegated.
- 1 (or shared position) representing Under 25 members elected by the membership and sit on the Board.

The term of office for the Senators is 3 years as per the election cycle and subject to individual Senator maximum terms. Senators are then entitled to re-stand for a further 2 terms – a maximum term of 9 years continuous service. After that, there should be a break of 1 year, after which Senators are entitled to re-stand.

ROLE OF CHAIR

The Chair of the Senate will be the Chair of the Board with the Deputy Chairs able to deputise when required.

MEETING ARRANGEMENTS

The Board shall fix the dates of the quarterly meetings of the Senate but if fifty percent (50%) of the Senate request a meeting, they can notify the Board in writing and the Board must call a Senate meeting as soon as is practicable.

REPORTING

A record of each meeting will be prepared for the subsequent Board meeting by the [Company Secretary or his/her nominee]. These will cover the nature and content of the Senate's discussion and recommendations.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Senators to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Senators will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of the Ivors Academy Articles will apply.

PERFORMANCE REVIEW

The effectiveness of the Senate will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or their nominee will be secretary to the Senate and provide advice and assistance as required.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

These Terms of Reference should be reviewed annually by the Senate and Board.

Date approved by Ivors Academy Board: 05.02.2025

Next review due: 25.01.2026

4d). COUNCILS

PURPOSE

The member Councils exist to actively consult with the Academy on its campaigning, awards, programmes and events related activity. The groups work to clearly defined objectives which support the Academy's mission to become the most value-driven partner to authors, composers and songwriters. The Councils feed up and directly into the Senate, with the Senate in turn feeding up to the Board.

SCOPE

Five 'General Councils' are formed as part of the election of the Senate, by virtue of two Senate places being reserved for the following five categories:

- Classical
- Jazz
- Media
- Songwriter
- Early Careers

Three 'National Councils' are formed as part of the election of the Senate, in order to deliver on our mission to deliver for songwriters and composers across the UK:

- All-Ireland
- Scotland
- Wales

Additional Councils can be formed, with the sponsorship of two Senators.

The role of each Council will be to:

- Actively consult with the Academy on relevant campaigning, awards and events activity
- Consider issues and opportunities from the perspective of the specific genre, interests or location
- Identify the needs and views of the membership, including areas of common interest across the breadth of the membership
- Be a conduit for ensuring the needs and views of the membership are fed into the Academy's deliberations via the Senate
- Translate the policy and strategic decisions of the Board into courses of action, and promulgate and advocate those decisions to the membership
- Input to Academy event strategy
- Advocate and lobby across the various sub-sectors of the music industry
- Where relevant, take responsibility for proposing membership of the Awards Committees, working with the appropriate staff member
- Where necessary, provide spokespeople to act in a range of capacities, including contributing time and expertise to activities such as seminars and magazine articles, or answering specific member queries - according to availability and interest
- Review Network development and performance

AUTHORITY

Councils are not decision-making and work on an advisory basis only. If a Council wishes to encourage a particular course of action on a specific subject, it should give clear advice and a firm recommendation to the Council Chair and Council Deputy Chair who in turn will report to the Senate.

MEMBERSHIP AND TERMS OF SERVICE

- At least two Senators are required to sponsor and establish any Council plus a minimum of 3 (professional) members.
- It is in the gift of the Council Chair to decide on an appropriate limit of Council members, subject to Board approval.

- New Council members are able to register an interest to sit on a Council via the online form on the Academy's Sheep CRM system.
- The Councils reports to the Senate on a quarterly basis to provide an accurate review of Council effectiveness and progress.
- No Senator can sponsor and establish more than one Council, however Senators can join a maximum of 3 Committees/Councils in a non-chairing capacity.
- An annual review of Council effectiveness will take place in Q4 of every calendar year which will be led by the Council Chair supported by a member of the Ivors Academy team.

The term of office for the Council members is 3 years in accordance with the election cycle. Council members are then entitled to re-stand for a further 2 terms – a maximum term of 9 years continuous service. After that, there should be a break of 1 year, after which Council member would be entitled to re-join the group.

THE CHAIR AND DEPUTY CHAIR

The two Senate Members shall in the usual course of events shall be the Council Chair and Deputy Chair. If more than one Senator is standing for the position of Chair, the appointment will be decided by the Board . If there is no Senator willing or able to stand as Chair and/or Deputy Chair the Board may appoint another Council member as Chair and/or Deputy Chair as the case may be.

In the event that the Board considers in its discretion that any Chair or Deputy Chair is failing to properly fulfil the role, the Board shall have the right to dismiss them and appoint a new Chair and/or Deputy Chair as the case may be.

ROLE OF CHAIR

Chairing of Council meetings which can be delegated to the Deputy Chair. Updates on behalf of a Council to the Senate must be undertaken by the Senator representatives from that Council, but in the event that they are not the Chair or Deputy Chair of the Council in question, the Chair or Deputy chair shall be entitled to attend the Senate meeting for that portion of the meeting dedicated to receiving the update from the Council in question .

The Council Chair should:

- Provide leadership to the Council
- Ensure members fulfil their duties and responsibilities for the Council's effectiveness
- Ensure all members have an equal opportunity to participate within the Council
- Plan and chair Council meetings and their agendas in accordance with the Academy's aims and in its interests
- Ensure the effective planning and running of meetings
- Avoid slipping into a management role
- Oversee relationships between Council members, staff and Academy members to ensure that all parties adhere to the Ivors Academy Code of Conduct, resolving any issues in a timely manner
- Ensure that neither Council agendas nor the position of Chair are deployed in the pursuance of individual interests

MEETING ARRANGEMENTS

- Council meetings are expected to take place a minimum of four times per year but can take place more frequently on a case by case basis if the Ivors Academy team can provide adequate resource to facilitate the meetings. Ad hoc meetings may be arranged at the Chair's discretion as and when required.
- It is the Chair's responsibility in conjunction with the Members, Councils and Office Coordinator to facilitate meetings, which includes the writing of an agenda with clear purpose and aims, inviting guest speakers and action-tracking.
- Video recordings can be made if all parties consent.

REPORTING

The Chairs of the Councils are responsible for reporting to the Senate on the work of the Council.

RESOLUTIONS/DECISION-MAKING

It is the responsibility of the Chair to seek to ensure that decisions are made by consensus, and incumbent upon all Council members to ensure that agreement is reached. Abstentions and notes of dissent will be permissible but will not necessarily constitute a veto. It will be the responsibility of the Chair to ascertain a sense of the meeting. With certain exceptions, when the Chair concludes that consensus is not achieved, or otherwise at the Chair's discretion, the matter should be put to a vote and [in line with the Ivors Academy Articles of Association] such decisions will be made by a simple majority.

For the avoidance of any doubt, only Council members will be entitled to vote and not those invited to attend the meeting in question.

Where a decision needs to be taken outside of a meeting by way of a written resolution, the provisions of [the Ivors Academy Articles] will apply.

PERFORMANCE REVIEW

The effectiveness of the Councils will be reviewed by the Board on an annual basis. Such reviews will be internal with the exception of a three-yearly external evaluation.

ADMINISTRATION

The Company Secretary or his/her/their nominee will be secretary to the Council and provide advice and assistance as required.

It is the Chair's responsibility to set the agenda for Council meetings and ensure an accurate record of actions is kept. Actions will be recorded by the Council Coordinator and communicated post Council meetings.

Papers will be circulated a minimum of [five] days in advance of scheduled meetings, and with as much notice as is reasonably practicable in advance of emergency meetings.

TERMS OF REFERENCE REVIEW

These Terms of Reference should be reviewed annually by the Council, Senate and Board.

Date approved by Ivors Academy Board: 05.02.25

Next review due: 25.01.2026

[END]