

## How the Charles Rennie Mackintosh Society Council Works

The Charles Rennie Mackintosh Society is an independent, non-profit making charity, established in 1973 to promote and encourage awareness of the Scottish architect and designer, Charles Rennie Mackintosh. The Society has over 1100 members across the world with active affiliate groups arranging local events in London and the SE and Japan, and an associate group in Port Vendres, France.

On the 1 March 2006 the Society officially changed to a Company Limited by Guarantee. Registered in Scotland Company No. SC 293107. The Society Charity status is not affected, SC 012497.

The Society is governed by a Board of Directors which meets on a regular basis and makes decisions on the policies and direction of the organisation.

The board usually meets four to five times a year; the dates are arranged at the beginning of the year and Directors are expected to attend. There are also subcommittees that will meet with varying frequency.

The Council is currently made up 9 members, plus the Executive Director (Council shall be 5 or such greater odd number as the Council may determine), each serving for 3 years, with the exception of the Director who is an Executive Director of the Company. One third of the Board stand down each year (though individuals may stand for re-election). Non-executive Board Members serve on voluntary unpaid basis.

### Message from Chair of Council

The present Council has expertise about Mackintosh, heritage management, the City of Glasgow, fundraising, charity & company law, architecture, education and accountancy. In view of the Society's current needs we are looking for new Council members who can contribute expertise in:

- Business development
- Marketing
- Publishing/Editing
- Architecture/Conservation
- Retail

Nominations for the Council are made once a year before the AGM. All members are informed by post of the opportunity to stand for nomination they must then complete a nominations form and return it by the deadline indicated.

The CRM Society requires all Directors to sign a declaration of interests.

The Current list of Council Members:

Stuart Robertson – Executive Director	
Carol Matthews – Chair	Appointed 2012
Kathleen Benham – Honorary Treasurer	Appointed 2015
Alison Brown – Vice Chair	Appointed 2010
Mairi Bell	Appointed 2010
Helen Crawford	Appointed 2014
Pamela Freedman	Appointed 2012
Pamela Robertson	Appointed 2014
Charlotte Rostek	Appointed 2016
Garry Sanderson	Appointed 2013

## **CRM Society Council - Job Description**

### General Duties

- Attendance at between 4 and 5 full Council meetings per annum, plus other meetings as necessary.
- Participation in any sub committee meetings as appropriate
- Participation in strategic planning and decision making requiring an understanding of the broad issues facing the Society.
- Ensuring that the CRM Society is a well-managed organisation which complies with the law and strives towards employment best practice.

### General Responsibilities

- Directors must exercise their skill and care commensurate with their skill and experience.
- When acting as a Director they must put the interests of the CRM Society first even when these might conflict with their own interests or those of some other person or organisation they have an interest in.
- A Director must disclose interests in meetings and probably withdraw where conflict arises when decisions are being debated or made.
- A Director must be clear about when they are acting as an individual person and when they are representing the CRM Society. They certainly must not allow people to think that they are talking as an individual when they are talking as a representative of the CRM Society

### Responsibilities towards the Membership

- Ensuring that there is good information flow empowering members to participate in policy development.
- Quality arrangements for Board of Directors and General Meetings

### Responsibilities towards Funders

Ensure that contracts are fulfilled. Usually including:

- The out-puts or products they have "bought"
- Reports
- Accounts

### **Disqualification for nomination:**

In order to be eligible for the Council of the CRM Society, members must:  
not have been disqualified from acting as a company director or a charity trustee,  
not be an undischarged bankrupt,  
have not been convicted of an indictable offense,  
be over 18 years old.

Nomination forms are available from the Society website. Nominations must be signed by two Society members and the consent of the nominee must be lodged with the nomination. Nominations must be lodged at least 48 hours before the AGM itself. This will allow the forms to be checked.

If you need any further information about the CRM Society Council please e-mail: [stuart@crmsociety.com](mailto:stuart@crmsociety.com)