

Transfer Programme (NPO) Relationship Framework

How Arts Council England works with National Portfolio Organisations – Transfer (NPO-T)

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Arts Council England



Contents

- **Access Support: page 3**
- **The Transfer Programme (NPO): page 4**
The principles of our relationship with your organisation: page 4
- **Our relationship with National Portfolio Organisations – Transfer: page 6**
The funding agreement: page 6
Working with the Arts Council: page 7
The roles and responsibilities of your board (or oversight group): page 8
- **Reporting and monitoring requirements: page 12**
Quarterly submission of board papers: page 12
Annual progress review: page 13
Annual survey: page 14
Activity and audience data: page 15
- **Risk monitoring: page 17**
- **Keeping to the terms of the funding agreement: page 28**
Prevention and intervention: page 29
Specific actions we will take: page 31
Other organisational requirements and expectations: page 34
- **Current and future investment: page 39**
- **Contact us: page 41**

Access Support

We are committed to being open and accessible. We recognise that some people may encounter barriers to meeting the requirements of the funding agreement, as set out in this Relationship Framework. Our **Access support information sheet** (<https://www.artscouncil.org.uk/2023-26-investment-programme/2023-26-investment-programme-making-your-application#t-in-page-nav-4>) explains the ways we can help.

Do you need this information in another format?

You can also find the following versions of this guidance on our website:

- audio
- British Sign Language
- Easy Read
- large print

If you experience, or expect there to be, any barriers in meeting the requirements set out in the Relationship Framework and/or in your funding agreement, then please let us know:

Email enquiries@artscouncil.org.uk

Web [artscouncil.org.uk](https://www.artscouncil.org.uk)

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Telephone 0161 934 4317

You can also Livechat with us by visiting our website:

[artscouncil.org.uk](https://www.artscouncil.org.uk)

We will be as flexible as possible and consider and respond to requests on an individual basis.

The Transfer Programme (NPO)

Through the current investment process, the Arts Council will invest the majority of its resources into National Portfolio Organisations (NPOs and NPO-Ts), Investment Principles Support Organisations (IPSOs and IPSO-Ts) and Creative People and Places Programmes (CPPs). These organisations will therefore be expected to work closely together and do the majority of the work in helping us achieve the vision and Outcomes set out in our Strategy for 2020- 30, Let's Create.

The criteria for becoming an NPO-T are set out in the **Transfer Programme (NPO) guidance** (<https://www.artscouncil.org.uk/investment23/2023-26-investment-programme-transfer-programme#t-in-page-nav-2>) and the **2023-26 Investment Programme (NPO) guidance for applicants** (<https://www.artscouncil.org.uk/investment23/2023-26-investment-programme-making-your-application#t-in-page-nav-2>), which formed the basis of original applications. Alongside this Relationship Framework, these documents describe what we expect from the organisations we invest in and what they can expect from us throughout the investment period.

The principles of our relationship with your organisation

Accountability and transparency are core components of our public investment, both for us and for the organisations we invest in. To deliver on these expectations, NPO-Ts will be expected to meet specific requirements for reporting and monitoring, which are set out in this document. This enables us to track the progress of our investment programmes and the strategic contributions they are making to Let's Create, our stakeholders and the wider public.

Our relationship with our NPO-Ts will be conducted mainly through our monitoring and reporting processes. Through these arrangements we expect to see NPO-Ts, and their boards (or oversight groups) take responsibility for delivering on their funding agreements with us. This will involve you regularly and accurately tracking your performance against the targets and success measures in your funding agreement and using your regular reports to your board (or oversight group) to provide us with accurate information on progress. We will then use these reports to help us identify any risks that we believe exist in relation to your organisation delivering its funding agreement with us. We will also expect you to supply accurate, timely and relevant data to surveys that we send you. These provide us and the Government with vital information on the state of the sector and help us evidence the impact of our investment and the progress we are making on delivering Let's Create.

We will try to ensure that our reporting and monitoring arrangements are both proportionate and responsible. We expect the majority of NPO-Ts to be relatively low risk and, beyond the regular provision of board papers, to have little day-to-day contact with the Arts Council. We will spend more of our time and resources on those organisations that we have identified as relatively high risk. This in turn will allow us to focus more of our staff development time and resources on those individuals and communities that have had relatively little support from the Arts Council to date.

Our relationship with National Portfolio Organisations – Transfer

The funding agreement

When we make you an initial offer of investment in October 2022, it will be conditional. That is, it will depend on finalising a mutually satisfactory funding agreement. This will involve a period of negotiation, which includes reviewing the activities, targets and success measures that were included within your application and agreeing appropriate revisions. In addition to finalising your activities and plans for the first year of delivery, we will also need to receive a finalised budget and cash flow forecast will have been approved by your board (or oversight group). We expect these negotiations to have concluded by February 2023 and, if successful, a final funding agreement will be signed at that point.

This funding agreement will form the basis of your relationship with us. It sets out the investment you will receive over the period of the agreement and will incorporate the specific plans and objectives you have agreed to deliver and report against in return for that investment. If you are unable to deliver against them, you must discuss this with your Relationship Manager at the earliest opportunity as this could be viewed as a breach of the terms and conditions of our funding.

The funding agreement also contains our Transfer Programme **standard terms and conditions**

(<https://www.artscouncil.org.uk/investment23/2023-26-investment-programme-transfer-programme#t-in-page-nav-3>), many of which are explained in this document. It is essential that all board (or oversight group) members and executive officers read and understand these terms and conditions. We expect the board to be accountable for the funding agreement and to act swiftly if it believes that any of the terms and conditions have been breached.

Working with the Arts Council

Every NPO-T will have an Arts Council member of staff who acts as the Relationship Manager. They act as the main point of contact and communication with the Arts Council, can suggest other sources of advice and support, and lead our monitoring of your performance. They will also endeavour to engage with your work throughout the investment period. However, they do not provide legal, financial or other professional advice to organisations, nor should you expect them to provide feedback on draft applications. If you are looking for help in improving the way you run your organisation, you should use the resources available via our **Investment Principles resource hub** (<https://www.artscouncil.org.uk/lets-create/investment-principles/investment-principles-resource-hub>) rather than seeking help from your Relationship Manager.

For most IPSO-Ts your regular contact with your Relationship Manager will be via the provision of quarterly board papers. However, once a year, your Relationship Manager will have a meeting with you and your chair to discuss progress (see below for more information on the ‘annual progress review’).

We are likely to increase the level of formal contact we have with you if we assess your organisation as relatively high risk. In making our risk assessment, we will take into account the information we receive in your board papers and other risks that you have made us aware of, as well as external factors such as issues relating to the Covid-19 pandemic or the broader economic climate. For information on our risk assessment process see ‘risk monitoring’.

We have a right to attend board meetings as an observer and may choose to do this if your organisation's level of risk is high or increases. We also expect to be involved in strategic recruitment activities, especially for senior appointments (including directors and trustees). This may include commenting on job descriptions, being informed about shortlisting or observing interview panels.

In addition to the relationship you have with the Arts Council via our monitoring arrangements, you are also likely to have contact with your Relationship Manager or other Arts Council staff on a range of other matters. We might, for instance, contact you to help us gather intelligence on particular issues facing your sector or subsector or where we want to discuss particular opportunities in relation to our place-based working.

The roles and responsibilities of your board (or oversight group)

It is the responsibility of the organisation's board (or equivalent oversight group) to monitor and report on the progress being made to achieve the targets and success measures on which the funding agreement is based. For most NPO-Ts, their constitution already provides for a suitably qualified board of directors or trustees to oversee the mission of the organisation, and to provide effective governance and oversight. However, we recognise that some of the organisations we choose to invest in will not have a 'traditional' board of directors or trustees (eg museums, libraries or arts centres that are part of a local authority or a university). For these organisations, we require they have in place an appropriate 'oversight group' by the time that their funding agreement comes into effect on 1 April 2023.

Whatever its form, the board or oversight group must have the following minimum responsibilities and authority:

- to be independent of the executive leadership of the NPO-T
- to have – in either direct or delegated form – responsibility for overseeing the national portfolio funding agreement
- to meet regularly (at least four times a year) with the executive leadership to review progress on the national portfolio funding agreement
- to receive and review regular reports on progress against the funding agreement and ensure that those reports are forwarded to the Arts Council on a timely basis
- to meet and communicate directly with the Arts Council, independent of the executive if required
- to ensure that the organisation has policies and procedures in place that comply with legislative requirements and best practice, that they are implemented, and that they are reviewed regularly

In addition, we expect boards/oversight groups to take an active role in ensuring that our four **Investment Principles** (<https://www.artscouncil.org.uk/lets-create/investment-principles/investment-principles-resource-hub>) are embedded in the culture and working practices of the organisation.

We will expect consortium applicants to set out how they will ensure appropriate independent oversight of the funded activity across the consortium. This could be through the existing governance structure of the lead organisation or a separate oversight or advisory group for the consortium.

What do we mean by an appropriate board or oversight group?

The Arts Council has a responsibility as stewards of public funding to ensure that all the organisations and individuals we support use our investment for the purposes it was intended. We expect our grant recipients to use their grants efficiently and effectively to maximise benefits to the public and, given the scale of public funding we are investing in NPO-Ts, it is especially important that we are confident we are investing in well-run organisations.

For the Arts Council, one of the characteristics of a well-run organisation is that it has a board or oversight group that is independent of the executive and can take responsibility for ensuring the efficient and effective delivery of the organisation's NPO-T funding agreement with the Arts Council.

This responsibility will include ensuring that the organisation's executive officers are being held to account for making progress against the targets and success measures that are mutually agreed as part of the funding agreement – and that the Arts Council receives regular reports on that progress. All boards/oversight groups will need to ensure they have appointed a chair that has the authority to meet or correspond with the Arts Council when required and to represent the board's views.

All board or oversight group members must be provided with, and read, the Arts Council's **Transfer Programme (NPO) guidance** (<https://www.artscouncil.org.uk/investment23/2023-26-investment-programme-transfer-programme#t-in-page-nav-2>) and the **2023- 26 NPO guidance for applicants** (<https://www.artscouncil.org.uk/investment23/2023-26-investment-programme-making-your-application#t-in-page-nav-2>) (which formed the basis of original applications), your

organisation's application, the funding agreement with the organisation (including its terms and conditions) and this Relationship Framework. It remains the responsibility of the directors, other officers, and all those directing an organisation's affairs to ensure that it properly fulfils its legal duties. The board must report any potential breaches of the terms and conditions to the Arts Council at the earliest opportunity.

Reporting and monitoring requirements

Quarterly submission of board papers

A core component of our reporting and monitoring arrangements will focus on the quarterly submission of board papers (or equivalent). We expect to be sent a full set of board papers at the same time as they are sent to the board. We expect as a minimum that these papers will include the following:

- an agenda for the board meeting
- minutes from the previous board meeting
- up-to-date financial information, including:
 - your most recent management accounts – these should include the original budget set for the year, the budget and actuals for the period and to date, the resulting variances, and revised projections to the end of the year
 - a rolling 12-month cashflow forecast that includes opening balances
 - final (annual) financial statements at the appropriate point and in line with statutory requirements
- your updated risk register/s
- quarterly progress reports against the targets and success measures set out in your Arts Council funding agreement (annual agreed Activity and Investment Principles Plans) which, where applicable, should identify any areas of activity where insufficient progress is being made and include appropriate plans and actions that have been approved by your board to help mitigate risks and/or increase progress and performance. You will find it helpful, and we strongly encourage you to use the Arts Council Activity (Outcomes) and Investment Principles Plans templates for updates and reporting to your board

Local authorities and universities reporting on a specific service area (or those with restricted funding) will need to report to their board or oversight group on the funded activity as well as on the performance of the organisation as a whole, where relevant.

Annual progress review

Organisations will have at least one formal, direct contact with a Relationship Manager each year in the form of an annual review meeting. These meetings will normally be carried out in the first quarter of the financial year and will be used to review the progress that your organisation is making against the agreed targets and success measures set out in your funding agreement. We would normally expect your executive team and your chair to attend this meeting.

In addition to reviewing progress and performance over the previous year, these meetings will also be used to discuss plans and conditions for the following year. You will have submitted your Activity and Investment Principles Plans as well as a budget and cash flow forecast (using the templates provided) against your April payment. The plans should be informed by the progress you have already made to achieve the targets and success measures set out in your funding agreement. Your Relationship Manager will provide feedback on your plans during the annual progress meeting.

You should consider whether, following discussion with your Relationship Manager, the plans presented should be (re)shaped by the feedback you receive. Where significant change is needed to your plans, this would be added as a condition on your July payment.

Annual progress meetings may be carried out online or in person and may include onsite visits to support the observation of agreed activity. We expect at least one of the annual progress meetings to be carried out onsite over the full period of the funding agreement.

We will provide a headline summary of the discussion after the annual progress meeting.

Annual survey

Throughout the year, we will collect data that forms the basis for our Official Statistics. Its longitudinal nature also helps to provide trends on the sector's financial resilience, the diversity of its workforce and the types of activity being accessed and delivered.

As we need to provide our stakeholders (including Government) with an increasingly accurate picture of the benefits of our investment, all NPO-Ts will be required to provide us with comprehensive details over each year of the investment period on the following, where applicable:

- workforce statistics, including leadership, training and accessibility
- income and expenditure
- digital content
- accessibility of work/venues
- international reach
- learning and participation

The data we need about your activities and audiences will be collected quarterly rather than annually as it has been in the past – this will be through our audience data and insights

platform, Illuminate. This should help you with your board reporting and reduce the annual data collection requirement. This data will still contribute to our annual datasets and form part of the official statistics we are required to produce.

We will publish detailed information about the annual survey at the beginning of the funding period.

For the annual survey to be effective, your organisation must be committed to ensuring your data reporting is accurate and verifiable, that it meets our standards for data capture and analysis, and that it has been approved by your board or equivalent oversight group. We will check the accuracy of the data before it is published as an annual official statistic under **Office for National Statistics guidelines** (<https://www.ons.gov.uk/methodology>) and will make it available for you to use as a comparative tool and for self-evaluation.

Activity and audience data

It is vital that the Arts Council obtains robust data about the audiences of organisations in receipt of regular public funding. Therefore NPO-Ts will be required to provide the Arts Council with data about your activity and audiences. This will include:

- activity level information (adapted from the previous annual survey) including where activity is taking place, when it's happening and information about the type of event and total audience volumes
- postcode and demographic data (ethnicity, age, gender, disability, socio-economic status) from a representative sample of your audiences using a set of questions determined by the Arts Council

- for those that are able to, box office/ticketing data ingested directly from your system, or via upload where a direct connection is not available and there are compatible data downloads from their ticketing system.

This information will need to be submitted to the Arts Council through Illuminate (our new audience and insights data platform) on a quarterly basis. Please ensure any users refer to the Training Module and resources available inside the platform and the FAQs on the **Arts Council website** (<https://www.artscouncil.org.uk/developing-creativity-and-culture/illuminate/illuminate-faqs>) . Technical queries should go to the PwC **Helpdesk** (uk_illuminate_support@pwc.com). The Arts Council **Customer Service team** (enquiries@artscouncil.org.uk) can help with other queries.

Some organisations will be exempt from some of the features (audience surveys and box office submission) on Illuminate due to the type of work they do, for example non-audience facing activity, working with vulnerable audiences or participants. This will be agreed on an annual basis with your Relationship Manager. Note for 2023/24 the relaxation of audience survey and box office data requirements means no exemptions are required.

We will analyse the data received to report on key trends to the Government and measure progress against our strategic aims in Let's Create. We recognise the value of the data that is provided, and as a publicly funded data source it is important that this information is freely available (in an appropriately anonymised format) to cultural organisations and other interested parties (eg local authorities and higher education) for the wider benefit of the sector and policy makers. By contributing to the collective audience dataset you are enabling the Arts Council to have access to vital information to make the continued case for public investment.

Risk monitoring

When monitoring your organisation, we consider various factors to determine the degree of risk to the delivery of our funding agreement with you. In doing so, we also consider the overall resilience of your organisation, including in relation to issues caused by the Covid-19 pandemic as well as other external factors.

In assessing risk, we will specifically look at the following categories:

Activity

- Is the activity/programme being delivered as set out in the funding agreement?
- Are there any current risks to the achievement of targets and success measures?
- Where an organisation is significantly adrift of its targets or success measures, are there plans in place to address this?

Investment Principles

- Are actions being delivered and progressed as has been set out in the funding agreement?
- Are ambitions and priorities on target to be achieved?

Governance and management

- Is there an effective, up-to-date business plan being used to plan activity, and is it on track?
- Is progress and performance of the organisation being effectively evaluated by the board and executive?

- Is there effective executive leadership and is this being held to account by strong governance?
- Are policies and procedures in place in compliance with legal/regulatory requirements and the terms and conditions, and is the organisation complying with those policies and procedures, for example in respect of equality and diversity, safeguarding and child protection?
- Is there evidence of clear plans to develop the organisation's sustainability and resilience?
- Does the board operate independently of the executive leadership?
- Does the board meet regularly with the executive team and review progress on the funding agreement?
- Does the leadership invest in the development and training of staff?
- Does the leadership have access to up-to-date data on the organisation's performance to help inform its decision making?
- How does the organisation manage and mitigate risk? Is the board involved in risk review?
- Are there any risks or allegations of fraud or corruption?
- Are there any conflicts of interest, and if so are these being managed appropriately?

Financial viability

- Does the organisation assess financial risk?
- Is the projected income realistic, and does the organisation produce accurate financial information?
- Are financial controls, monitoring and reporting suitable?
- Is the quality of financial documents submitted to the board appropriate?
- Is the organisation successfully building on existing earned/contributed income and actively looking for new sources of income?

- Is the organisation effective at maintaining and building reserves?

Reputational risk

- Are there regular discussions at board meetings about actual or potential reputational risks? For instance, if there are plans in place to present work that might be deemed controversial, are there also plans in place to manage risks to the organisation and/or to the creatives involved?
- If the organisation is a charity, is what they are planning compliant with charity law and in line with their charitable objectives?
- Is the organisation complying with its policies and procedures, for example in respect of equality and diversity, safeguarding, or communications by individuals working for your organisation?
- Is what the organisation is planning consistent with our Inclusivity and Relevance Investment Principle - i.e. in ensuring that the organisation is welcoming to all its communities, both as audiences, and as staff and volunteers?
- Has there been/is there likely to be any damaging press and/or social media coverage?
- Are there any safety or security risks associated with what the organisations is planning, for staff, performers, visitors, or audiences?
- Are there other risks (financial, or regarding governance and management) that might result in reputational risks to the organisation?

Considering reputational risk

The arts and other forms of cultural activity have, throughout history, challenged established views and asked difficult questions. Art is often political, and many of the organisations we invest in present work that is thought-provoking and raises uncomfortable questions. We believe this to be a right and proper use of public funding. Freedom of artistic expression is a foundational principle in this country, and one that we are committed to champion and defend.

The context in which cultural organisations are now operating is polarised, and fast-paced. Artists and cultural organisations are invariably at the forefront of conversations around change and challenge in society, and it is the case that some of the organisations we fund will make work that engages with contested issues. It is also the case that responses to such work can be rapid and intense. Those responses – from both social and mainstream media – can be overwhelming for the leaders of cultural organisations, their staff, and the artists with whom they work. They can also create significant reputational risk for the organisations themselves.

We expect all organisations we invest in to support freedom of expression. We see this as essential for a thriving cultural sector in this country. This framework is intended to support artistic freedom, by helping organisations identify, plan for, and respond to risks; avoid self-censorship; and tackle difficult subjects with clarity and confidence. The Arts Council will not remove or refuse funding to an organisation or an individual purely because they make work that is political.

What follows is some guidance on how organisations intending to present work, issue statements, or undertake any other activity that they expect may be controversial, can put plans in place to mitigate reputational risk. In doing so, they should be better-placed to support their staff and associates, and ensure that their work is understood in the way in which they intended.

What do we mean by reputational risk?

Reputational risk refers to negative or damaging reactions towards your organisation from the press, public, and partners, as a result of any work you present, activity you undertake, or decisions you make. Activity or behaviour that leads to reputational risk could include programming, events, public statements, partnerships, or management decisions. Because of the nature of social media and online interaction, that risk can sometimes be generated by the actions of individual staff members or others who have an association in the public's mind with your organisation, as well as by the organisation itself. Negative responses can be high-profile and can include protests, social media campaigns, damaging press, and potentially, legal ramifications. Outcomes could involve the cancellation of work, loss of income, loss of partnerships and employment opportunities, and mental health impacts on your staff, and others associated with your organisation.

Why is it important to consider reputational risk?

Identifying reputational risks is not about shying away from producing challenging work or avoiding difficult subjects. It should not deter an organisation from continuing with intentional, valuable activity. Rather, it should lead you to plan for how your organisation will respond in the event of negative reactions. By identifying risk, and properly resourcing the management of it, you can ensure that you and your board are well-placed to weather potential negative reactions, and to effectively support your staff, the creative practitioners you work with, and the communities you serve.

Reputational risk to an organisation we invest in can also result in reputational risk to the Arts Council, and raise questions about why we have awarded public money to support your organisation – regardless of whether public money is being used to support the activity in question. If we are confident that you have a good risk management strategy in place, we will be able to provide you with public support if you need it.

Sometimes reputational risk can arise from the way in which the activity in question is perceived by a particular community. The Arts Council has a responsibility to ensure that public money, and the organisations in which it's invested, are operating in a way that fosters good relations between communities, in line with our **Public Sector Equality Duty** (<https://www.gov.uk/government/publications/public-sector-equality-duty>). We will therefore want to understand how you are managing reputational risk in situations where those with protected characteristics or beliefs might be affected.

How can you best consider and manage reputational risk?

If you are planning activity that you have reason to anticipate might be perceived as controversial, or attract negative attention, we recommend that you put in place a risk management plan. You should discuss any known or potential risks with your board and, if you need to, seek appropriate legal or external advice. Things to consider should include legal or regulatory requirements, your own organisational policies and procedures, and the views and perceptions of different stakeholders, including their appetite for risk. You should be proactive with your responses and mitigations to any risks that you identify.

As mentioned above, it is possible for reputational risk to be generated by individuals employed by, or working with, your organisation, as well as by the actions of the organisation itself. Individuals have the right to express their personal views, within the bounds of the law, and organisations should not attempt to constrain those rights. It is, however, good practice for organisations to maintain a clear and up-to-date social media policy that makes explicit the distinction between individuals speaking in a personal capacity, and on behalf of your organisation.

If the mitigations you have put in place don't reduce the risk to your satisfaction, we would expect you to discuss this with your board again, and agree what further steps should be taken. We would also expect you to discuss your plans with your Relationship Manager prior to initiating a proposed activity that you have identified as high risk, so that we can offer advice where useful, and so that we ourselves are aware of, and prepared for, reputational challenges.

Steps you can take

When thinking about undertaking activity that may result in reputational risk, or if something has happened that has caused one, we recommend you consider working through the following steps:

1. If a risk is identified, flag it with your senior leadership team and board as soon as possible.
2. Make time to consider and discuss the risk, and what it means. Work through the Reputational Risk prompts (on page 19) when doing this.
3. Speak to other organisations who have faced similar issues.

4. If appropriate, develop a risk register for the activity, to identify and quantify risk and plan mitigation. Use this to agree what mitigating measures you could put in place
5. Having considered the risks, and the mitigating steps you can take to manage those risks, weigh up whether you want to proceed with the activity or action as it is, or whether there are further mitigating measures you could put in place.
6. Put in place support for artists and staff involved in delivering the activity.
7. Talk to the Arts Council, via your Relationship Manager, about the risk, and your actions.

Additional guidance you may find useful

Charity law duties and responsibilities

(https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/396163/CT-1-M8.pdf)

Public Sector Equality Duty (<https://www.gov.uk/government/publications/public-sector-equality-duty>)

Risk ratings

We reach a conclusion about the level of risk for each organisation based upon a range of factors, including your quarterly board paper submissions (including financial reports), annual progress reviews, annual accounts, evidence of excellence and/or reputational risks and concerns (eg press coverage, stakeholder feedback, feedback through relevant evaluation frameworks/toolkits).

This diagram illustrates categories of risk and our consequent levels of engagement.



[The red section at the top of this triangle represents **Major risk** Immediate feedback, intervention as necessary

The yellow section in the middle of this triangle represents **Moderate risk** Feedback as necessary, increased monitoring

The teal section at the bottom of this triangle represents **Minor risk** Annual feedback, ongoing monitoring]

We record risks at least every three months (or as they arise). Our risk assessment will be made available to you through our application portal, Grantium, on a quarterly basis. You will be advised of any changes to our monitoring of your organisation, if applicable.

The schedule for when we will share the risk assessment with you is set out in the list below. This is just after six weeks following each quarterly payment due date. Relationship Managers will update the risk after reviewing the monitoring information you submit for each quarterly payment. If you are late submitting the monitoring information, this would be reflected in the risk assessment as a governance and management risk.

[In the following list we detail

- Payment due date: Risk issued on Grantium]

- 05 April 2023: 22 May 2023
- 05 July 2023: 21 August 2023
- 04 October 2023: 20 November 2023
- 03 January 2024: 19 Feb 2024
- 03 April 2024: 20 May 2024
- 03 July 2024: 19 August 2024
- 02 October 2024: 18 November 2024
- 01 January 2025: 17 February 2025
- 02 April 2025: 19 May 2025
- 02 July 2025: 18 August 2025
- 01 October 2025: 17 November 2025
- 07 January 2026: 23 February 2026

We will use your risk level to determine whether any changes to our relationship are required and/or whether any further intervention/s or additional conditions to the funding agreement are needed to support your organisation to reduce its level of risk.

We expect the majority of our NPO-Ts to be minor risk. Our Relationship Managers will prioritise their national portfolio time to focus on those organisations we consider carry a major degree of risk to our investment. We will expect to hold conversations with your chair (and other board members, as applicable) as well as with executive officers about action that may need to be taken to mitigate risk. These conversations aim to help you to improve the situation, but if no progress is made, your funding could be at risk. See the next section, 'Keeping to the terms of your funding agreement', for further details.

Please be aware that the Arts Council is reviewing its approach to Safeguarding. We will be issuing guidance by autumn 2023 setting out minimum standards and what we expect organisations to have in place if they work directly with children, young people and/or vulnerable adults. We would expect this guidance to be considered by boards and Safeguarding Leads within organisations to ensure that best practice is followed at all times.

Keeping to the terms of the funding agreement

If your organisation is not meeting the requirements set out in the funding agreement, our first step will usually be to give you appropriate feedback and discuss this with you, so we can collectively understand and agree what the problems may be.

We expect your organisation's board (or oversight group) to be informed about any concerns we express, either in discussion at a meeting or in writing. We also expect that the board, working with your organisation's executive officers, will deal with the relevant issues and provide prompt and constructive advice on how you can meet the requirements set out in the funding agreement. We would expect any significant changes or challenges for the organisation to be shared with the Arts Council at the earliest opportunity.

If your organisation breaches, or is at risk of breaching, any terms of the funding agreement, we may take further action in addition to the feedback and discussion outlined above (which would usually be a first-stage measure).

For the avoidance of doubt, the terms and conditions of our funding agreement require organisations to deliver the activity to which they have committed, including achieving the targets they have set for themselves. We understand that plans do have to be adjusted to respond to business and other factors but would expect any proposed changes to be reported to and discussed with the board. We will determine through your board papers whether changes should be discussed with us but do expect any significant changes to the activity set out in the funding agreement to be agreed with us in advance.

Prevention and intervention

We will take appropriate action if your organisation breaches, or is at risk of breaching, the terms and conditions of the funding agreement. Measures we can take if the terms and conditions are breached are outlined below and will be based on the degree of risk to our investment. These measures should not be seen as a step-by-step process. We will approach each instance individually and determine the appropriate intervention or combination of interventions.

- **Action plans:** we may ask for and agree an action plan for improvement in response to the concern(s) raised. Within this plan we may ask you to consider changing your key officers, both executive and/or non-executive. You will be responsible for this action plan and we will monitor its effect over an agreed timeframe.
- **Additional payment conditions:** we may place extra conditions on our grant payments if you have not met the terms and conditions set out in the funding agreement or where we are particularly concerned about the risk to our investment.
- **Consultancy:** we may ask external consultants to provide us with detailed information on areas of concern. This may be because we need more information, because we need specialist input, and/or because we want to support you to develop and improve.
- **Eligibility for development funds:** if we have not received and agreed clear and credible plans to deal with issues, we will make your organisation ineligible for other Arts Council funding programmes (for instance the 2025-26 Investment Programme for Transfer organisations, National Lottery Project Grants or capital).

- **Increased monitoring and reporting:** we may ask that your executive officers or chair (or both) meet with senior Arts Council officers to confirm that areas of concern we identified are being dealt with (for example if progress to deliver against the Outcomes or embed the Investment Principles is not being met). We may also ask for written reports more frequently on certain issues.
- **Reduction of funding:** where you have breached the terms and conditions of the funding agreement, we may decide that your funding should be reduced on either a temporary or permanent basis.
- **Repayment of funds:** in cases where you have clearly continued to breach the terms and conditions, we may ask you to repay our investment.
- **Stakeholder review:** we may hold a joint review meeting with other investment partners and discuss areas that can be improved or developed.
- **Withdrawing investment:** where you are in either significant or sustained breach of the terms and conditions of your funding agreement, we may decide that continued investment is not a proper use of public funds and we will discontinue it. We would take into account the evidence available, interventions we have made and the progress you have made against your action plan/s.
- **Withholding payment:** if your organisation has not met the conditions of our funding agreement within an appropriate period, we may decide to withhold payment of a grant instalment (or part of a payment) until you have met the necessary conditions.

If we decide to carry out any of the above interventions, we will advise you in writing and set out our rationale.

There may be situations where a breach of terms and conditions could lead to an immediate withdrawal of funding, for example if you have worked with a proscribed organisation under the Terrorism Act 2000 (see here for further information), or where the board has resolved to wind down the organisation.

Organisations who find themselves in financial difficulty will not be able to request additional financial support (financial intervention) from the Arts Council. We can consider supporting organisations in difficulty through:

- Agreeing to advance some of your grant
- Agreeing to an alternative use of your grant for a period

As noted above, we may also, on rare occasions, consider offering indirect support for example through the contracting of consultants to provide expert advice on how an organisation might make changes to the way it operates.

Specific actions we will take

There are some areas of monitoring the funding agreement where we will take specific actions in response to risks. These are set out in the table below. We acknowledge that a bedding in period is needed, and will seek to support your organisation before taking firmer action if risks aren't addressed.

- **Funding condition:** Submission of board papers

Risk: If your organisation does not submit board papers that meet the requirements as set out in the funding agreement (schedule 1, condition 2.1) and the Relationship Framework, this will be flagged as a **governance and management** risk. Where the omission is significant, this will be given a combined impact/ likelihood rating of at least 9.

Actions: Following July and October 2023 submission of board papers: Your organisation will be signposted to support through the Arts Council's Transforming Governance programme. We will observe a board meeting.

Further actions (should risks continue after initial actions have been taken): Following January 2024 submission of board papers: Senior Arts Council staff member meeting with your organisation's chair and chief executive – agree actions to resolve. We will withhold payment (should agreed actions not be implemented).
- **Funding condition:** Progress against targets

Risk: If your organisation is not making progress against the targets in Activity and Investment Principles Plans as reported to the board, this will be flagged as an **Activity or Investment Principles** risk

Actions: Your Relationship Manager will request an action plan to address as mitigation to the raised risk.

Further actions (should risks continue after initial actions have been taken): Senior Arts Council staff member meeting with your chair and chief executive – agree actions to resolve. Any further action would be agreed by the Arts Council Area Management Teams in discussion with Executive Board as required.

- **Funding condition:** Quarterly activity and audience data reporting

Risk: Following October 2023 payment condition: If your organisation does not sign up to the specified audience data reporting platform, we will flag as a **governance and management** risk with a combined impact/likelihood rating of at least 9.

Actions: Following October 2023 payment condition: Your Relationship Manager will follow up with you if your organisation is not signed up to the platform. Centralised reminders will also be sent, signposting to support in using the Illuminate platform.

Further actions (should risks continue after initial actions have been taken): From July 2024, following each six-monthly payment condition (July and January): We will withhold payments from July 2024 where your organisation is not supplying data through the Illuminate platform.
- **Funding condition:** Annual survey

Risk: If your organisation does not submit the annual survey by the deadline and there are no extenuating circumstances that have been agreed with the Arts Council, this will be flagged as a **governance and management** risk with a combined impact/likelihood rating of at least 9.

Actions: Following the July payment condition each year: Annual survey submissions cannot be accepted beyond the deadline. We will tell you that failure to submit the annual survey is a breach of the funding agreement, will be taken into account when considering actions in relation to any other risks and future funding applications, and that failure to submit the survey again next year will result in funding being withdrawn.

Further actions (should risks continue after initial actions have been taken): Following the July payment condition: Failure to submit the survey for the second year will result in funding being withdrawn.

Other organisational requirements and expectations

In addition to the reporting and monitoring requirements set out in this document, we also expect all NPO-Ts to support and comply with the following policies and procedures. If we believe that the terms and conditions of our funding agreement have been breached in relation to any of the issues set out below, we will take appropriate action:

- Counter fraud: Arts Council England takes a zero-tolerance approach to grant applicants who commit fraud or bribery. In the event that such activity occurs, we will seek to undertake appropriate actions and sanctions that prevent, detect, act and recover funds, as applicable. This may include, but not be limited to:
 - a) Taking civil action in matters where fraud is an issue, but it is unlikely to lead to a criminal investigation.
 - b) Taking civil action where there has been an irremediable and substantive breach of the terms and conditions of grant.
 - c) Taking action, as is considered fit, in cases of minor or inadvertent breaches.
 - d) Withdrawing a live grant or offer letter following the conclusion of an investigation based on breaches of our terms and conditions or identified illegal activity as per the Grant Withdrawal Process 2019.
 - e) Marking applicants as ineligible for the funding programme, as per the 'Ineligible applications criteria'.
 - f) Seeking recovery, as the prime consideration, in cases of fraud.
 - g) Prosecuting offenders, and using the Proceeds of Crime Act 2002 to recover funds, in cases where money laundering is proven.

h) Considering and using all relevant legislation, either through criminal or civil action when fraud, bribery or corruption are identified following legal advice.

For further information please read our Counter Fraud Strategy and Policy or email fraud@artscouncil.org.uk.

- **Equality and fair pay:** The Arts Council has a duty to ensure we meet the Public Sector Equality Duty 2011 and the protected characteristics as defined in the Equality Act 2010. We are also committed to promoting equality of opportunity, regardless of socio-economic background and want all of our funded organisations to deliver their programme/s in a sustainable way – for their staff, for freelancers, and for the long-term health of the sector.
- Our current Delivery Plan sets out our **four Equality Objectives** (<https://www.artscouncil.org.uk/lets-create/delivery-plan-2021-2024/equality-objectives>) , which explain how we will put our legal duty into action.

Our Delivery Plan also sets out our commitment to funding a new national portfolio of cultural organisations that provide improved access and opportunity, including offering more equitable and transparent support for creative and cultural practitioners and clearer progression routes into the industry.

We will expect all NPOs to share and uphold these commitments and we have published further information about **Equality and Fair Pay and Supporting Practitioners** ([https://www.artscouncil.org.uk/sites/default/files/download-file/Equality and Fair Pay information sheet - 2023-26 Investment Programme.pdf](https://www.artscouncil.org.uk/sites/default/files/download-file/Equality%20and%20Fair%20Pay%20information%20sheet%20-%202023-26%20Investment%20Programme.pdf)) to support you to meet these expectations.

We also expect all organisations we fund to take all reasonable steps to ensure the safety of the children and adults at risk that they will work with.

- **Modern slavery:** Modern slavery encompasses a wide range of horrendous crimes such as human trafficking, slavery, servitude and forced labour – Arts Council England has zero tolerance of modern slavery, as outlined in our **Modern Slavery Statement** ([https://www.artscouncil.org.uk/sites/default/files/download-file/Arts Council England Modern Slavery Statement Sept 2021.pdf](https://www.artscouncil.org.uk/sites/default/files/download-file/Arts_Council_England_Modern_Slavery_Statement_Sept_2021.pdf)).

We are committed to improving our practices to prevent modern slavery within our own business, our supply chains and within the organisations we fund, including NPO-Ts.

Our terms and conditions require funded organisations to comply with all relevant laws and government requirements, including the Modern Slavery Act 2015 where it applies. We would also encourage organisations that fall outside of the scope of the legislation to be aware of modern slavery and its implications.

In addition, our terms and conditions also require recipients of funding to have appropriate policies and procedures in place and to act in accordance with them at all times to help them comply with any relevant law, government requirements or best practice.

- **Working with proscribed terrorist groups or organisations:** All our funded organisations are required to operate to appropriate legislation for tackling terrorism and extremism. This includes the Prevent Duty (ie the Counter-Terrorism and Security Act 2015) and the Terrorism Act 2000, as appropriate.

Under the Terrorism Act 2000, the Home Secretary may proscribe an organisation if they believe it is concerned in terrorism, and it is proportionate to do. For the purposes of the Act, this means that the organisation:

- commits or participates in acts of terrorism
- prepares for terrorism
- promotes or encourages terrorism (including the unlawful glorification of terrorism)
- is otherwise concerned in terrorism

Funded organisations found to be working with and/or supporting any groups or organisations banned under UK law will be in breach of their funding agreement (see **here** (<https://www.gov.uk/government/publications/proscribed-terror-groups-or-organisations--2>) for further information). This will lead to an immediate withdrawal of funding.

The Charity Commission also requires charities to report serious incidents, including incidents relating to terrorism or extremism.

If a serious incident takes place within your charity, it is important that there is prompt, full and frank disclosure to the Commission, as well as to the Arts Council. For further information, please read the **guidance on how to report a serious incident in your charity** (<https://www.gov.uk/guidance/how-to-report-a-serious-incident-in-your-charity>) .

- **Workplace disputes:** We expect all NPO-Ts to have an open and inclusive workplace culture, where employees and workers can speak up about issues or concerns they (or their co-workers) may be experiencing. Employees and workers should be confident they'll be heard and have their problems addressed by the organisation in an appropriate way.

We expect our funded organisations to follow full and fair procedures to try and resolve any workplace issues that arise and, where possible, avoid the use of non-disclosure agreements (NDAs) as a mechanism for dispute resolution. For further information on the use of NDAs, please visit the **ACAS website** (<https://www.acas.org.uk/non-disclosure-agreements>) .

- **Raising a concern:** The Arts Council published a revised **Raising a Concern** (<https://www.artscouncil.org.uk/raising-concern>) in January 2022. All those receiving funding from us should be aware that when concerns are raised with us by third parties (or when we are made aware of concerns through press or social media) we will investigate and will contact the named organisation/s to seek assurance that our terms and conditions of funding have not been breached. Organisations in receipt of Arts Council funding are required to cooperate fully and promptly with our investigation.

Current and future investment

Our funding agreement with NPO-Ts will state that the amounts offered for each year of the investment period are indicative and subject to the Government's Spending Review for the period. This also applies to the planned 2025-26 Investment Process for Transfer organisations.

We can only guarantee future instalments of your investment as long as sufficient funds from the Government and/or the National Lottery are available to us. It is possible therefore that our funding to you during this investment period may be reduced.

In the funding agreement, we make it clear that NPO-Ts should not assume investment beyond their current agreement. Whilst we intend to run a simplified application process to enable successful NPO-Ts to apply for funding for 1 April 2025 – 31 March 2026, providing they have established a main (and registered) office located in an Arts Council area in England (outside of London) no later than 31 October 2024 and have met the terms of the 2023-25 funding agreement to date, any future investment will involve an application process and the timing of this will depend on Government budget announcements. We will provide as much notice as possible about when applications will be welcomed, along with details of other information we will need.

Our future investment decisions may be influenced by factors that are additional to the specific merits of individual applications. For example, we will look at how organisations have delivered on previous funding agreements, with a particular emphasis on the progress made to achieve targets and success measures.

We will also take into account the feedback we have provided you and the level of support and/or intervention that has been delivered to you during the previous funding period.

We will also continue to ensure all our investment makes the best possible contribution to the delivery of our strategy, Let's Create.

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You can also **Livechat** with our Customer Services team by clicking the icon on our Access Support page:

artscouncil.org.uk/access-support

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