

**HIGH LIFE HIGHLAND AND
HIGH LIFE HIGHLAND (TRADING) CIC**

BOARD OF DIRECTORS

ROLE PROFILE

Title: Director of the Board
Reports to: Chair of the Board
Term: Up to 4 years (a rota system of retiral operates)

PURPOSE

To provide strategic direction and governance to High Life Highland and expert advice and support to its senior management team.

KEY RESPONSIBILITIES

In conjunction with the Chief Executive:

1. To establish the vision, aims and objectives of High Life Highland in keeping with its charitable objects;
2. To oversee the development of the business planning process to achieve the company's aims and objectives;
3. To provide effective governance of the financial management of the company;
4. To ensure the financial probity of the company;
5. To determine the pace, style and direction of the company's development;
6. To establish and promote the organisation's role within the community;
7. To develop, monitor and revise company policies and ensure their implementation by the company's senior management team;
8. To promote the company, its activities and its needs to the private, public and voluntary sectors so as to enhance the profile and assist with fundraising;
9. To define and review employment policies and procedures to ensure that the company acts as a responsible employer;
10. To appoint the senior management team of the company;
11. To act as an ambassador for High Life Highland.

DUTIES

1. "The Companies Act 2006 sets out seven general Directors' duties which form a code of conduct setting out how Directors are expected to behave. The duties, which are owed by the Directors to the company, are as follows:
 - i) to act within the company's powers;
 - ii) to promote the success of the company;
 - iii) to exercise independent judgement;
 - iv) to exercise reasonable care, skill and diligence;
 - v) to avoid conflicts of interest;
 - vi) not to accept benefits from third parties; and
 - vii) to declare interests in proposed transactions or arrangements.

2. Additional duties and responsibilities of Directors:-
 - i) directors have a personal responsibility to ensure that accounting records are maintained so that at any time they are able to demonstrate and explain the financial position of the company;
 - ii) companies must deliver annual accounts and reports to Companies House and the duty to ensure that the accounts are submitted on time lies with the Directors.

3. Where the company is a charity the Directors are "charity trustees" and their principal duty is to maintain overall control of the charity. They need to ensure that the charity is administered effectively and is able to account for its activities and outcomes both to the Office of the Scottish Charity Regulator ("OSCR") and to the public. The Charities and Trustee Investment (Scotland) Act 2005 describes four general duties that charity trustees are required to comply with, namely, a charity trustee must:
 - i) Act in the interests of the charity;
 - ii) Seek, in good faith, to ensure that the charity operates in a manner consistent with its objects and purposes;
 - iii) Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
 - iv) Ensure that the charity complies with the provisions of this Act, and other relevant legislation

4. The 2005 Act also puts additional specific duties on charities which charity trustees must ensure are met. These duties relate to such areas as providing charity details on the Scottish Charity Register, reporting to OSCR, financial record keeping and reporting and providing information to the public.

ADDITIONAL RESPONSIBILITIES OF THE CHAIR

1. The Chair is the leader and spokesperson of the Board and as such must keep closely in touch with the company and its activities.
2. The Chair will normally represent High Life Highland at outside events, though may delegate this to the Vice Chair or another colleague.
3. The Chair of the Board is the line manager of the Chief Executive of High Life Highland. The Chair will support, and where necessary, challenge the Chief Executive and ensure that the Board as a whole work in partnership with the executive staff.
4. Additionally, the Board may delegate specific powers over matters in progress to the Chair.
5. In the absence of the Chair, the duties and powers of the Chair will be undertaken by the Vice Chair.

Skills Set for Directors

Category	A - Essential Criteria	B - Desirable Criteria
Experience	<p>A.1 Good track record in business or community management</p> <p>A.2 Knowledge of the cultural, learning and / or leisure sector in the Highlands</p> <p>A.3 Working as part of a Board or Senior Management Team</p>	<p>B.1 Leading a team within a company or community organisation</p> <p>B.2 Fund raising experience</p> <p>B.3 Understanding of corporate governance issues including risk management</p> <p>B.4 Development of strategic policy</p>
Skills	<p>A.4 Relevant skills to contribute to the development of the company; such as financial, legal, personnel, marketing, ICT, property and general management</p> <p>A.5 Analytical skills to understand subject matter that may be complex from written and verbal sources</p> <p>A.6 Effective communication skills including the ability to listen to other opinions to form a balanced view and to challenge and debate in a constructive manner.</p> <p>A.7 Ability to contribute effectively to the work of a team or Board for the benefit of the organisation</p>	
Personal qualities	<p>A.8 Commitment to the success of the charitable objects of the company</p> <p>A.9 Good team player</p> <p>A.10 Able to act effectively as an ambassador for the company</p>	<p>B.5 Commitment to the wellbeing of the Highlands</p> <p>B.6 Positive outlook and approach</p>
Other requirements	<p>A.11 Resident in the Scottish Highlands or connection with the area</p> <p>A.12 Must be prepared to attend evening meetings</p>	<p>B.7 Appreciation of the status and operation of a charitable organisation</p> <p>B.8 Appropriate skills and experience to represent the diverse geographical nature of the Highlands</p>
Additional requirements for Board Chair	<p>A.13 Able to act effectively as main ambassador for the company</p> <p>A.14 Able to plan and conduct Board meetings effectively</p> <p>A.15 Previous Board or similar experience</p>	<p>B.9 Developed leadership skills</p> <p>B.10 Able to maintain an overview of company performance and development and advise accordingly</p> <p>B.11 Good management skills</p>