

**HIGHLAND OPPORTUNITY (INVESTMENTS) LIMITED**

**BOARD OF DIRECTORS**

**ROLE PROFILE**

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Title: Director of the Board

Reports to: Chair of the Board

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**BACKGROUND**

Highland Opportunity (Investments) Limited (HO(I)L continues to offer its Highland Opportunity Fund and Community Enterprise Fund to provide accessible and affordable loan finance to small and medium size businesses, social enterprises and community organisations

At the last financial year up to 31 March 2017 Highland Opportunity (Investments) Limited had a current loan portfolio invested with 123 Highland businesses and community organisations benefitting from loans to the value of £1,454,860.

**PURPOSE**

Directors will provide strategic direction and governance to Highland Opportunity (Investments) Limited (HO(I)L) and expert advice and support to its management team. HO(I)L is incorporated as a company limited by guarantee with the Highland Council as the sole member.

**KEY RESPONSIBILITIES**

In conjunction with the Director of Development & Infrastructure;

1. To establish the vision, aims and objectives of HO(I)L and Highland Council by provision of affordable loan finance;
2. To oversee the development of the business planning process to achieve the company's aims and objectives taking into account the desires and priorities set by Highland Council economic strategy;
3. To provide effective governance of the financial management of the company, in conjunction with THC Finance and Corporate Governance;
4. To be an 'Approved Person' by the FCA (Financial Conduct Authority) and ensure the financial probity of HO(I)L;
5. To assess, review and determine applications for support;
6. To promote HO(I)L, its activities and its needs to the private, public and voluntary sectors so as to enhance the profile and assist with fundraising;
7. Ensuring positive relationships are maintained with major stakeholders;
8. To act as an ambassador for HO(I)L.

## **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;
  - 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.

## **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 HO(I)L and its activities.
  
2. The Chair will normally represent HO(I)L at outside events, though may delegate this to the Vice Chair or another colleague.
  
3. The Chair of the Board will provide input to the Economy & Regeneration Manager, as the line manager of the Investment Manager of HO(I)L.
  
4. The Chair will support and, where necessary, challenge and ensure the Board as a whole works in partnership with the staff.
  
5. Additionally, the Chair acts as the decision maker on any matters that cannot wait until the next Board meeting. Ideally the Board will delegate specific powers over matters in progress to the Chair, but this is not always possible. All decisions made by the Chair between meetings will be brought to the full Board for homologation and must be within agreed policy parameters.
  
6. In the absence of the Chair, the duties and powers of the Chair will be undertaken by the Vice Chair.

## **Person Profile and Skills**

The following seeks to set out the basic skills that would be of assistance to Directors. Initial briefing and induction will take place with any skill needs supported.

- Corporate Governance and independence of HO(I)L approach within THC strategy;
- General business awareness of Commercial and Social Enterprises and Community organisations;
- Commercial judgement and risk assessment on viability of proposals taking account of need to balance social and community impacts;
- Understanding of and ability to assess and interpret business and financial plans;
- Listening to and challenging loan proposals;
- Establishing strategic direction for HO(I)L within THC guidelines,

### **Approved Person** ([www.fca.co.uk/approved-persons](http://www.fca.co.uk/approved-persons))

Specific requirements in line with accreditation of FCA are established. The following summarises the key statutory expectations;

- Business Interests and history of the individual
- Credit record and scores
- Civil proceedings and responsibilities for debt and finances
- Criminal proceedings and implications.

## Skills Set for Directors of Highland Opportunity (Investments) Ltd

Category	A - Essential Criteria	B - Desirable Criteria
Experience	<p>A.1 Experience or knowledge of business or community development and funding</p> <p>A.2 Understanding and awareness of corporate governance</p> <p>A.3 Working as part of a Board or Senior Management Team</p>	<p>B.1 Financial awareness and assessment skills</p> <p>B.2 Funding experience</p> <p>B.3 Understanding of risk management</p> <p>B.4 Development of operational policy within strategic guidelines and priorities.</p>
Skills	<p>A.4 Ability to listen and challenge loan proposals</p> <p>A.5 Understanding and ability to assess and interpret business and financial plans</p> <p>A.6 Analytical skills to understand subject matter that may be complex from written and verbal sources.</p>	<p>B.5 Relevant skills to contribute to the assessment of applications e.g. financial, legal, marketing, property, general management etc.</p> <p>B.6 Effective communication skills including the ability to form a balanced view and to challenge and debate in a constructive manner.</p>
Personal qualities	<p>A.7 Acceptable to FCA (Finance Conduct Authority) as an 'Approved person' – <a href="http://www.fca.org.uk/approved-persons">www.fca.org.uk/approved-persons</a></p> <p>A.8 Good team player and able to act effectively as an ambassador for the company with all stakeholders</p>	<p>B.7 Commitment to the success of HO(I)L and its contribution to the economic wellbeing of the Highlands</p> <p>B.8 Positive outlook and approach</p>
Other requirements		
Additional requirements for Board Chair	<p>A.14 Able to act effectively as main ambassador for the company</p> <p>A.15 Able to plan and conduct Board meetings effectively</p> <p>A.16 Previous Board or similar experience</p>	<p>B.9 Developed leadership skills</p> <p>B.10 Able to maintain an overview of performance and development, advising as appropriate</p> <p>B.11 Good management skills</p>