

**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.