Title: Director of the Board

Reports to: Chair of the Board

Term: Up to 4 years (a rota system of retiral operates)

**PURPOSE**

To support the Executive Leadership Team by providing strategic direction, expert advice and governance to High Life Highland.

**KEY RESPONSIBILITIES**

In collaboration with the Chief Executive:

1. To always act in the interest of the charity and in line with the Office of Scottish Charity Regulator’s Guidance and Good Practice for Charity Trustees.
2. To establish the vision, aims and objectives of High Life Highland in keeping with its charitable objects;
3. To oversee the development of the business planning process to achieve the charity’s aims and objectives;
4. To provide effective governance of the financial management of the charity;
5. To ensure the financial probity of the charity;
6. To determine the pace, style and direction of the charity’s development;
7. To establish and promote the organisation’s role within the community;
8. To develop, monitor and revise charity policies and ensure their implementation by the Executive Leadership Team;
9. To promote the charity, its activities and its needs to the private, public and third sectors so as to enhance the profile and assist with fundraising;
10. To define and review employment policies and procedures to ensure that the charity acts as a responsible employer;
11. To appoint the Chief Executive of the company;
12. To adopt the charity’s i-care People Values and act as an ambassador for High Life Highland.

**DUTIES**

1. 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:
	1. Act in the interests of the charity;
	2. Seek, in good faith, to ensure that the charity operates in a manner consistent with its objects and purposes;
	3. Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
	4. Ensure that the charity complies with the provisions of this Act, and other relevant legislation.
2. "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:
3. to act within the company's powers;
4. to promote the success of the company;
5. to exercise independent judgement;
6. to exercise reasonable care, skill and diligence;
7. to avoid conflicts of interest;
8. not to accept benefits from third parties; and
9. to declare interests in proposed transactions or arrangements.

1. Additional duties and responsibilities of Directors:-
	1. 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;
	2. 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.

1. 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.

**MINIMUM TIME COMMITMENT**

* High Life Highland Board meets at least four times a year
* Active attendance is encouraged to reduce the risk of being inquorate
* Directors nominated to sub committees or working groups will be expected to be in attendance for additional meetings throughout the year. *(Where Directors are not a member of a sub-committee, it is hoped they will take the time to attend and contribute to one meeting annually to familiarise themselves with the committee’s work)*
* Papers are circulated in advance of meetings and some preparatory reading is required
* There may be occasional requirements between meetings to use your skills and experience as a Director
* Induction and training to support you as a Director

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**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.

**HLH purpose, key business objectives and corporate values**

**Purpose**

High Life Highland (HLH) is a charity registered in Scotland and a company, Limited by Guarantee, wholly owned by The Highland Council (THC), whose purpose is making life better.

The main business of HLH is the delivery of a Service Delivery Contract (SDC) for THC across the Charity’s seven areas of work:

|  |  |  |
| --- | --- | --- |
| * Archives
* Countryside Rangers
* Leisure Facilities
 | * Libraries
* Museums and Galleries
 | * Music Development
* Sport
 |

**Key Business Objectives**

HLH has eleven business outcomes which form the basis of its work:

1. Seek to continuously improve standards of health and safety.
2. Commit to the Scottish Government’s zero carbon targets and maintain the highest standards in environmental compliance.
3. Use research and market analysis to develop and improve services to meet customer needs.
4. Increase employee satisfaction, engagement and development to improve staff recruitment and retention.
5. Improve the financial sustainability of the charity.
6. Value and strengthen the relationship with THC.
7. Develop and deliver the HLH Corporate Programme and seek to attract capital investment.
8. Use research and market analysis to develop and deliver proactive marketing and promotion of HLH and its services.
9. Initiate and implement an ICT digital transformation strategy across the charity.
10. Develop and strengthen relationships with customers, key stakeholders and partners.
11. Deliver targeted programmes which support and enhance the physical and mental health and wellbeing of the population and which contribute to the prevention agenda.

**Corporate Values**

HLH’s ambition is to be recognised and respected as the leading organisation for developing, promoting and inspiring opportunities in culture, learning, sport, leisure, health and wellbeing and to grow the business in a sustainable and innovative way by enabling and faciitating services that the public value and by being valued as a trusted and effective partner. It has the following core values:

* To act ethically, legally and safely
* To provide quality services, important to individuals and communities
* To balance community, social and financial objectives
* To encourage and enable innovation and entrepreneurship
* To continue to be a good employer and partner
* To reduce the environmental impact of the organisation
* To contribute to achieving zero carbon targets.

Establishing a positive company ethos, where staff at all levels exhibit positive i-care behaviour (integrity, community, accountability, respect, example) is a vital tool to: (i) ensure the positive consolidation of the company; and (ii) as a focus on the importance of the users of services.