

**Eden Court Highlands**

**Board Director**

**Job Description**

**Title: Board Director**

Eden Court Highlands is a company limited by guarantee and a charity registered with the Office of the Scottish Charity Regulator (OSCR). The Directors of the company are also Trustees of the charity.

Reports to: Chair of Board

Term: Up to four years with a maximum of two terms.

**Purpose**

Responsible (with fellow Directors) for the strategic leadership and governance of Eden Court, its financial stability and the safeguarding of its assets, as well as providing advice and support to its senior management team.

**Key Responsibilities**

1. Attend Board meetings (approximately five per year), the annual general meeting and any sub committees that they are appointed to
2. Appraising, along with fellow Directors, the effectiveness of Board meetings
3. Dealing with disciplinary matters, appeals and grievances (those relating to the Chief Executive and senior managers) and ensuring there is a suitable policy and guidance for doing so
4. Ensure the financial probity of the company including ensuring there is an effective Audit and Finance Committee
5. Ensure that the company complies with Health and Safety legislation and that the board is adequately represented at Health and Safety Committee meetings
6. To act as an ambassador for Eden Court Highlands Limited by Promoting the organisation's role within the community along with its activities and its needs to the private, public and voluntary sectors so as to enhance the profile and assist with fundraising

**In conjunction with the Chief Executive:**

1. Establishing the vision, aims and objectives of Eden Court in keeping with its charitable objects and artistic policy.
2. Oversee the development of the business planning process to achieve the aims and objectives.
3. Ensure that the company has an up to date and realistic risk register that helps it to manage material risks in a sensible way
4. Develop, monitor and revise company policies, including employment policies, and ensure their implementation by the company's senior management team
5. Ensuring positive relationships are maintained with major stakeholders including Creative Scotland and Highland Council.

## Some duties defined by legislation

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.

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.

## **Person specification**

**It is unlikely that anyone will have all the experience listed below but all board members should have experience in a number of areas**

1. Strong interest in the performing arts, film and creative education
2. Ability to think strategically
3. Excellent communication skills
4. Collegiality
5. Previous board experience – particularly in the charitable or voluntary sector
6. Willingness to promote Eden Court in the wider community
7. A high profile within the local business or arts community
8. Expertise in business, finance, property, marketing, fundraising, retail, catering or the performing arts and a willingness to contribute relevant professional experience to the work of the board
9. Experience of working at a senior level in both the private and public sector
10. A track record of attracting funds to organisations with which they are associated
11. An understanding of the Highlands, its socio-economic environment and the issues associated with the dispersed nature of its communities