



BARRHILL COMMUNITY INTEREST COMPANY

DIRECTOR'S ROLE PROFILE & CODE OF CONDUCT

Welcome to Barrhill Community Interest Company. As a Director you have an important and valuable role to play in ensuring money is used to address local needs, in accordance with the company's Memorandum & Articles of Association and priorities. Although voluntary, this role is accompanied by legal responsibilities.

ROLE DESCRIPTION

Accountable to:	Chair of the Board of Directors
Address:	Barrhill Community Interest Company, Barrhill Memorial Hall, Main St, Barrhill, Girvan KA26 0PP
Salary:	Directors are not remunerated but are entitled to claim their vouched expenses
Hours:	Usually around 4 hours per month, but with occasional additional 'away days' and/or supplementary meetings.

CONTEXT OF ROLE

This is a vital governance role within the Barrhill Community Interest Company Board of Directors.

PURPOSE OF ROLE

To be responsible for overseeing the strategic development and fulfilment of Barrhill Community Interest Company mission; ensuring compliance with the Memorandum and Articles of Association, contracts, company policies and all relevant legislation.

DUTIES AND RESPONSIBILITIES

1. Leadership

1.1. Directors have and must accept ultimate responsibility for directing the affairs of Barrhill Community Interest Company, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

1.2. Directors focus on the strategic direction of Barrhill Community Interest Company. From time to time the Board may agree to delegate certain operational matters to a third party. Directors thereafter avoid becoming involved in any matters which have been the subject of delegation.

2. Responsibility

2.1. The Directors, as a Board, are responsible and accountable for ensuring and monitoring that Barrhill Community Interest Company is performing well, is

solvent, and complies with all its obligations.

2.2. Directors must ensure that the organisation complies with its memorandum and articles of association, relevant laws, and the requirements of any regulatory bodies.

2.3. Directors should maintain and regularly review Barrhill Community Interest Company' system of internal controls, performance reporting, policies and procedures.

2.4. Directors must act prudently to protect the assets and property of Barrhill Community Interest Company and ensure that they are used to deliver the organisation's objectives.

2.5. Directors must regularly review the risks to which Barrhill Community Interest Company is subject and take action to mitigate risks identified.

2.6. Directors should ensure that they uphold and apply the principles of equality and diversity, and that Barrhill Community Interest Company is fair and open to all sections of the community in all of its activities.

3. Effectiveness

3.1. Directors should ensure they understand their duties and responsibilities

3.2. Directors should ensure that the Board organises its work to make the most effective use of the time, skills and knowledge of Directors.

3.3. Directors should ensure that they receive the advice and information they need in order to make good decisions.

3.4. Directors should ensure that the Board has the diverse range of skills, experience and knowledge needed to run Barrhill Community Interest Company effectively.

3.5. Directors should ensure that they receive the necessary induction, training and ongoing support needed to discharge their duties.

3.6. Directors should ensure proper arrangements are in place for the appointment, supervision, support, appraisal and remuneration of volunteers and contractors.

3.7. Directors should prepare fully for Board Meetings and, where possible and relevant, attend training sessions in order to facilitate their ability to serve successfully as a Director.

3.8. Directors must be willing and able to attend all Board Meetings (unless prevented by unavoidable circumstances or excused for special reasons). Directors who are unable to attend regularly may be asked to resign. Directors not able to attend any meeting should convey their apologies to the Chair or Secretariat in advance of the meeting. Directors should arrive for meetings at least 10 minutes before start time and prepared with copies of the agenda and any relevant papers. Should a Director arrive late for a meeting they will not be able to comment on business already discussed.

3.9. Directors should contribute to Board discussions in a relevant and constructive way and conduct themselves in an appropriate manner, in particular

not interrupting other speakers and respecting the authority of the chairperson to direct the meeting.

3.10. Directors should listen to the views of other Directors and attempt to reach consensus decisions. Silence during discussion will be taken by the meeting as acquiescence. Directors should keep in mind the role of the Board and keep to the meeting agenda.

4. Board review and renewal

4.1. Directors should regularly review and assess their own performance, that of the Board, and of sub-committees, standing groups and other bodies.

4.2. Directors should ensure the Board has a strategy for its own renewal.

4.3. Directors should ensure the Board periodically carries out strategic reviews of all aspects of Barrhill Community Interest Company's work and uses the results to inform positive change and innovation.

5. Board delegation

5.1. Directors should ensure the Board defines the roles and responsibilities of the Chair and other honorary officers, in writing.

5.2. Directors should ensure that volunteers and contractors have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.

5.3. Directors should ensure the Board sets clear terms of reference for subcommittees, standing groups, advisory panels, etc.

5.4. Directors should ensure any delegated authorities are subject to regular monitoring by the Board.

6. Board and Director integrity

6.1. Directors must not benefit from their position beyond what is allowed by the law and is in the interests of Barrhill Community Interest Company and should act only in the interests of the organisation and not on behalf of any constituency or interest group.

6.2. Directors should identify and promptly declare any actual or potential conflicts of interest affecting them. Directors agree to complete a declaration of interests form and observe the Board's Conflict of Interest Policy regarding discussion of funding applications or any other matter they have a connection to.

6.3. Directors have a responsibility to maintain confidentiality of Board papers and discussions unless authorised by the Board to release information. In particular, Directors agree to observe strict confidentiality about grant applications, the discussions which take place and the decisions made.

6.4. Directors agree to assist in making fair decisions and share responsibility for decisions. Directors agree to respect the final decision of the Board.

6.5. Directors agree to make unbiased and fair judgements of grant applications against the general aims of the Barrhill Community Interest Company

and any local priorities identified by the Directors.

6.6. Directors agree to bear in mind that the Board serves the community as a whole and not just their own demographic or special interest group.

6.7. Directors agree not to act in a way that could bring disrepute to the Company or ScottishPower Renewables.

6.8. Directors agree to report any breach of this policy to the Chair and raise any concerns or issues concerning a Director or the Board with the Chair in the first instance.

7. Board openness

7.1. Directors should ensure the Board identifies those with a legitimate interest in its work (stakeholders) and ensure that there is a strategy for regular and effective communication with them about Barrhill Community Interest Company's achievements and work.

7.2. Directors should ensure the Board is open and accountable to stakeholders about its own work, and the governance of Barrhill Community Interest Company

7.3. Directors should encourage and enable the engagement of key stakeholders, such as members, partners and beneficiaries, in Barrhill Community Interest Company's planning and decision-making.

I understand and agree to abide by the content of this role profile and code of conduct:

Name:

Signature:

Date:
