



# sleeping GIANTS



## **ROLE DESCRIPTION**

Duties and Responsibilities of Company Directors



21 May 2024

## Introduction

Thank you for your interest in becoming a Non-Executive Director of Sleeping Giants Community Development CIC. As a volunteer Director of a not-for-profit community interest company, you have an important and valuable role to play in governing our work, in accordance our Memorandum & Articles of Association and Strategic Plan, and in consultation with our key stakeholders.

Below you will find a full **description of the role** of Company Director, which includes your legal and statutory obligations as well as a list of required leadership behaviours. In this role description and code of conduct, we combine the legal requirements for Company Directors with good practice standards recommended under the Scottish Governance Code and Companies House.

Directors are also encouraged to take on more responsibility (such as office bearer roles – chair, vice chair, treasurer, and secretary etc.) the responsibilities of which are outlined separately.

You should also have received an **expression of interest form** to return if you would like to be considered for the position.

## Context of Role

Sleeping Giants Community Development CIC is a social enterprise in the form of a community interest company (company number SC557276) and regulated under UK company law by Companies House.

**Accountable to:** Board of Directors

**Address:** Bankview, Bridge of Dee, DG71TR

**Salary:** Non-Executive Directors are not remunerated but are entitled to claim expenses for travel etc..

**Hours:** This is dependent on role with some roles (office bearers) requiring more time, however at a minimum, the basic Director role involves preparing for and attending quarterly board meetings, as well as additional 'away days' or supplementary meetings. Further contributions of time for working groups or other voluntary projects are welcome.

## Purpose of Role

To be responsible for overseeing the strategic development and fulfilment of Sleeping Giants Community Development CIC's vision and mission; ensuring compliance with the Memorandum and Articles of Association, contracts, company policies and all relevant legislation; acting in the interests of the Company and promoting its success at all times.



## Duties and Responsibilities

### Overall Governance

1. Directors have and must accept ultimate responsibility for directing the affairs of Sleeping Giants Community Development CIC, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.
2. Directors must ensure that the organisation complies with its memorandum and articles of association, relevant laws, and the requirements of any regulatory bodies.
3. Directors must commit to the organisation's purpose, vision and mission, and demonstrate an ability to articulate this accurately.
4. Directors should ensure they understand their duties and responsibilities; receive the necessary induction, training and ongoing support needed to discharge their duties; and receive the advice and information they need to make good decisions.
5. Directors should ensure proper arrangements are in place for the appointment, supervision, support, appraisal and remuneration of staff, volunteers, and contractors.
6. Directors must act prudently to protect the assets and property of Sleeping Giants Community Development CIC and ensure that they are used to deliver the organisation's objectives.
7. Directors must regularly review the risks to which Sleeping Giants Community Development CIC is subject, taking action to mitigate risks identified.
8. 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 Sleeping Giants Community Development CIC's achievements and work.
9. Directors should ensure the Board is open and accountable to stakeholders about its own work, and the governance of Sleeping Giants Community Development CIC.
10. Directors should encourage and enable the engagement of key stakeholders, such clients, partners and beneficiaries, in Sleeping Giants Community Development CIC's planning and decision-making.

## Board Operations and Performance

11. Directors should ensure that the Board organises its work to make the most effective use of the time, skills and knowledge of Directors.
12. Directors should ensure that the Board has the diverse range of skills, experience and knowledge needed to run Sleeping Giants Community Development CIC effectively.
13. Directors agree to assist in making fair decisions and to share responsibility for decisions. Directors agree to respect the final decision of the Board.
14. Directors should ensure the Board defines the roles and responsibilities of the Chair and other office bearers, in writing.
15. Directors should regularly review and assess their own performance, that of the Board, and of sub-committees, standing groups and other bodies.
16. Directors should ensure the Board has a strategy which is fit for purpose for its operating environment and context.

## Delegation

17. Directors should focus on the strategic direction of Sleeping Giants Community Development CIC. The Board agree to delegate certain operational matters to paid staff under the supervision of the Executive Directors. Directors should thereafter avoid becoming involved in any operational matters, which have been the subject of delegation.
18. Directors should ensure that staff, volunteers, and contractors have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.
19. Directors should ensure the Board sets clear terms of reference for subcommittees, standing groups, advisory panels, etc.

## Company Performance

20. Directors should ensure that the company's strategic and operational plans are subject to regular monitoring by the Board.
21. Directors should maintain and regularly review Sleeping Giants Community Development CIC's system of internal controls, performance reporting, policies, and procedures.
22. Directors should ensure the Board periodically carries out strategic reviews of all aspects of Sleeping Giants Community Development CIC's work, and uses the results to inform positive change and innovation.

## Leadership and Behaviours (Code of Conduct)

23. Directors should ensure that they uphold and apply the principles of equality and diversity, and that Sleeping Giants is fair and open to all sections of the community in all its activities.
24. Directors should prepare fully for Board Meetings and ensure they have read all papers.
25. Directors must be willing and able to attend all Board Meetings (unless prevented by unavoidable circumstances or excused for special reasons). Directors should arrive for meetings in good time and prepared with copies of the relevant papers. Those unable to attend should convey their apologies to the Secretary in advance. Should a Director arrive late for a meeting they will not be able to comment on business already discussed.
26. Directors should contribute to Board discussions in a relevant and constructive way and conduct themselves appropriately, respecting the authority of the Chair to direct the meeting.
27. 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 agreement. Directors should keep in mind the role of the Board and keep to the meeting agenda.
28. Directors must not benefit from their position beyond what is allowed by the law and should act only in the interests of the organisation and not on behalf of any other party.
29. 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. Directors are encouraged to take advice and listen to other's views where appropriate but must always exercise independent judgment.
30. Directors agree to promptly declare any actual or potential conflicts of interest affecting them. Directors agree to complete a declaration of interests form and observe Sleeping Giants Community Development Trust's Conflict of Interest Policy.
31. Directors have a responsibility to maintain confidentiality of Board papers and discussions unless authorised by the Board to release information.
32. Directors agree to maintain appropriate boundaries and should not present themselves as representing Sleeping Giants to external stakeholders or present their personal views as those of Sleeping Giants', unless previously authorised by the Board to do so.
33. Directors agree to act in the interests of Sleeping Giants and promote its success, not acting in a way that could bring disrepute to the Company, its clients, funders or other stakeholders.
34. Directors agree to report any breach of Sleeping Giants' policies to the Chair or Vice Chair and first raise any concerns or issues concerning a Director or the Board with the Chair or Vice Chair