**Role Description** 

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| **Title:** | **Director** |
| **Report To:** | Board of Management |
| **Term:** | Directors are elected by the membership at the Annual General Meeting and serve for a 3-year term. You may serve no more than 2 consecutive periods. Out with the AGM, directors may be co-opted by the Board of Management but will still be formally elected at the next available AGM> |
| **Time Commitment** | There are currently six Board meetings including a Development Day each year, plus daytime meetings of various subgroups (some of which you will need to attend) and sometimes attendance at events. Due to the pandemic, all meetings are currently being held via Zoom.  We estimate the role requires an average commitment of 3-5 hours per month, encompassing all Board-related business and meetings, as well as reading of e-mails or meeting papers. |
| **Preferable Skills & Experiences:** | * Enthusiasm * Prepared to make a regular time commitment * Willingness to demonstrate how you will contribute to the work of the board and vision of Carers Link either through your personal experiences, or professional work and knowledge. * Willingness to speak your mind * An ability to work effectively as a member of a team * Good, independent judgement * Be able to respect confidences and confidential issues * Knowledge and skills in one or more of the following areas: Caring, Business Skills, Management or HR, Legal or Financial, Fundraising and/or knowledge of the Voluntary, Health or Social Work sectors |
| **Responsibilities** | The key Board responsibilities are to:   1. Set and maintain the vision, mission and values of Carers Link 2. Develop strategy to ensure that as the organisation grows, it continues to meet the needs of Carers in East Dunbartonshire 3. Ensure compliance with governing document and the law - in particular that laid out in the Company Act and by OSCR (See Board Handbook) 4. Act only within the company’s powers as listed in the Mem & Arts (See Board Handbook) 5. Ensure that our funds are spent properly and maintain proper fiscal oversight 6. Respect the role of staff 7. Monitor the progress of the Strategic Plan 8. Maintain effective board performance 9. To promote the success of Carers Link for the benefit of the members (and Carers) as a whole |
| **Duties** | * To attend and participate in Board Meetings (6 meetings per year) * Attendance at Annual General Meeting * To prepare for meetings by reading papers * Willingness to serve on at least one committee and actively participate * Be aware, declare and abstain from any conflict of interest |

**Terms of Reference**

Board & CEO Responsibilities

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| **Area** | **Board** | **CEO** |
| Strategic planning | Approves | Provides input |
| Day to day operations | No role | Makes all management decisions |
| Budget | Approves | Develops and recommends |
| Purchases & Repairs | Approves budget as part of global budget | Develops and implements policy, acts within approved budget and ensures an audit trail |
| Fundraising | Determines the amount of funds the organisation needs to raise during the upcoming fiscal year. | The CEO decides how to raise that money |
| Hiring of employees | Hires CEO | Hires all other employees within an approved budget |
| Employee assignments | Establishes annual service goals with CEO | Establishes for all other employees within an approved budget |
| Discipline of employees \* | Makes final termination decision for CEO within policy/legal framework or when required to sit as part of a hearing panel | Manages Investigatory Process and makes decision as to level of misconduct (if applicable). Carries out low level misconduct discipline within policy/legal framework however additional board input may be required at higher levels subject to agreed  policy |
| Employee grievances\* | Goes to Board Chair only when related to executive director or when required to sit as part of a hearing panel. | Initial/early stage Grievances stop at CEO, however additional board input may be required subject to agreed policy |
| Employee salaries | Establishes CEO’s salary budget as part of global budget | Approves employee salaries with recommendations from supervisory employees, within approved budget |
| Employee evaluations | Evaluates CEO | Evaluates other employees |
| Monitoring | From a governance perspective | From a managerial perspective |

STAFFING/HR Sub Group

**Terms of Reference**

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| **Purpose** | The core purpose of the group is to act as a sounding board for the CEO and Senior Management Team, and undertake more detailed consideration of human resources and performance management outside the full Trustee Board meeting to  allow more time for consideration and discussion of key issues. |
| **Responsibilities** | To support the development of the Board, CEO and Senior Management Team as an effective team, by helping develop, monitor and evaluate strategic HR actions and policies. It does not replace formal channels and procedures for dealing with  individual HR issues, or have responsibility for, or input into, operational HR matters other than detailed below. |
| **Membership and appointment** | * Shall consist of 3 Board members. The Chair person cannot be a member of the sub-group as they also have a role as last line of any appeal. * The Board shall at their first meeting following the AGM in each year, determine the members of the Sub-Committee until the next following AGM. |
| **Chairing** | The Sub Group shall nominate a chairperson |
| **Frequency of meetings and quorum** | * The Sub-Group shall meet not less than 2 times in each year, ideally at least 2 weeks prior to full Board meetings in July and December. * A quorum at each meeting shall be 2 members. * The Sub-Group can also meet on an ad-hoc basis as required |
| **Record of meetings & Reporting mechanism** | Minutes of meeting, attendance, discussion items, decisions and/or recommendations made are kept and provided at the next available full Board Meeting. Minutes shall however respect confidentiality in relation to details of personnel matters |
| **Staff Attendance** | * The CEO is required to attend all meetings of the Sub-Group. Other staff such as members of the Management Team shall, at the CEO’s discretion or the Sub-Group’s request, attend meetings as required. * No staff member including the CEO shall count towards quorum |
| **Functions** | * To advise the Board on their financial, ethical and legal responsibilities to employees and to recommend measures to be put in place as required to ensure compliance with these responsibilities. * To provide input and advice where necessary and appropriate, for HR related matters, as referred by the CEO. * To ensure the organisation’s Disciplinary & Grievance Procedures are followed. * To act as the panel for hearings in relation to Discipline, Grievance, Appeals and Capability Procedures or as requested by the CEO. * Make recommendations to the Board on remuneration for the CEO * Give full consideration to and making plans for succession planning for the Chief Executive, Senior Management Team and Board of Management * To support the recruitment and selection of the CEO * Evaluate the Board’s own performance on a regular basis |
| **Delegated authority** | To liaise with the any external legal or HR adviser contracted to Carers Link without prior reference to the full Board. |

FINANCE Sub Group

**Terms of Reference**

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| **Purpose** | The core purpose of the Sub Group is to undertake more detailed consideration of finance/fundraising performance and any legal risks outside the full Trustee Board meeting to allow more time for consideration and discussion of key issues.  Following discussions, this group can then go on to make recommendations to the full Board for their final decision. |
| **Responsibilities** | Advise and make recommendations to the Board on the overall financial resources of the organisation. Reviews and proposes the annual budget, monitors regular financial reports, and reviews financial procedures. |
| **Membership and appointment** | * Shall consist of the Treasurer and 2 further Board members * The Board shall at their first meeting following the AGM in each year, determine the members of the Sub-Committee until   the next following AGM. |
| **Chairing** | The Sub Group shall nominate a chairperson |
| **Frequency of meetings and quorum** | * The Sub-Group shall meet not less than 3 times in each year, ideally at least 2 weeks prior to a full Board meeting. * A quorum at each meeting shall be 2 members. |
| **Record of meetings & Reporting mechanism** | Minutes of meeting, attendance, discussion items, decisions and/or recommendations made are kept and provided at the next available full Board Meeting |
| **Staff Attendance** | * The CEO is required to attend all meetings of the Sub-Group. Other staff such as the Finance Administrator or Management Team shall, at the CEO’s discretion or the Sub-Group’s request, attend meetings as required. * No staff member including the CEO shall count towards quorum |
| **Functions** | * Reviewing and discussing future strategy and options for managing charity finances and administration. * Reviewing management accounts to assess financial performance of the charity. * Reviewing charity reserves and investments including relevant policies and banking arrangements. * Reviewing latest reforecasts and projections for future performance. * Reviewing the proposed annual charity budget and operating plan and assessing before recommendation to full Board. * Reviewing the annual audited accounts. * Exercise general oversight of the conduct of financial transactions and the maintenance of financial records including any necessary review of the Charity’s financial policies and procedures * Regularly review the charity’s risk register and receive regular reports from management providing information on the major financial and legal risks faced by the charity. * Reviewing and discussing income generation (including fundraising) that enables the charity to maximise its objectives. * To review actual income generation against planned performance and results. |
| **Delegated authority** | * The sub-group has delegated authority to act – or direct the CEO to act - in regard to risks faced by the charity should time be a critical factor. Nevertheless, they should inform and involve the wider Board at the earliest opportunity. * The sub-group has delegated authority to approve if required, total additional expenditure (i.e. over the course of the year) of up to 1% beyond agreed expenditure budget |

COMMUNICATIONS Sub Group

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| Terms of Reference |  |
| Purpose | The core purpose of the group is to add value to the CEO and Senior Management Team by undertaking more detailed consideration of matters concerning the profile of the organisation. Through development of a comprehensive marketing and communications strategy, the Sub Group has a role in reaching ‘hidden’ carers, developing membership, encouraging donor relations, inspiring community fundraising and championing wider community support. |
| Responsibilities | The Sub Group will help develop an overall comprehensive marketing and communications strategy, that integrates the organisation’s fundraising, publicity, and awareness-raising/service outreach activities. This strategy will assist in building strong and strategic relationships with a wide range of stakeholders including the wider public. Working in partnership with the CEO and involved staff, the Sub Group will specifically advise on ‘brand’ and communications plan and activities, ensuring a consistent message across all external communications (whether written/published or online). |
| Membership and appointment | * Shall consist of 2-3 Board members. * The Board shall at their first meeting following the AGM in each year, determine the members of the Sub-Committee until the next following AGM. |
| Chairing | The Sub Group shall nominate a chairperson |
| Frequency of meetings and quorum | * The Sub-Group shall meet not less than 2 times per year, at least 2 weeks prior to Board meetings in July & December. * A quorum at each meeting shall be 2 members. * The Sub-Group can also meet on an ad-hoc basis as required |
| Record of meetings & Reporting mechanism | Notes of meeting, attendance, discussion items, decisions and/or recommendations made are kept and provided at the next available full Board Meeting. |
| Staff Attendance | * The CEO is required to attend all meetings of the Sub-Group. Other staff such as members of the Management Team, the Fundraising Manager and/or Information Co-ordinator shall, at the CEO’s discretion or the Sub-Group’s request, attend meetings as required. * No staff member including the CEO shall count towards quorum |
| Functions | * Contribute expertise to assist CEO and relevant staff in establishing organisational marketing and key communications messages, plans and initiatives * Build on current brand and develop creative market outreach activities that will reach ‘hidden’ carers, donors, potential volunteers and members * Advise CEO and relevant staff on strategies and development for various marketing communications channels and web presences including, electronic/social media (e.g. Facebook, Twitter, LinkedIn, etc.), newsletter, public relations, website and printed materials.   Work with CEO and relevant staff to develop a community relations plan that identifies formal and informal mechanisms to dialogue with the wider community   * Work with the Fundraising Manager (& CEO) to promote fundraising activities, events and encouraging wider community support * Development of member engagement strategies and activities that build a broader and deeper membership base within the community at large. * Act as ambassadors on behalf of Carers Link |
| Delegated authority | None |