

Director Role Description

Attributes of Staf Directors

Directors of Staf should:

- Demonstrate commitment to the vision and strategic direction of Staf.
- Focus on the best interests of Staf.
- Be willing to undertake tasks which will benefit Staf.
- Be willing to act as a team player and ambassador.
- Demonstrate interest and commitment to children's human rights and the principles and practice of equal opportunities and diversity.
- Bring individual talents, experience and skills to Staf which will contribute to the overall effectiveness of the Board.
- Uphold Staf's commitment to #KeepThePromise to the Workforce and Careleavers.
- Maintain a level of calm, optimism and humour in their work on behalf of Staf.

Skillset Required Within the Board

In order to fully and effectively discharge the duties outlined above, the Board must be able to demonstrate the following skills from within its members:

- A level of knowledge in business-related areas including legal, accountancy and human resources.
- Organisational strategy and planning.
- Business development and grant funding.
- In depth knowledge of the issues affecting care experienced young people.
- Lived experience of the care system.
- Policy and Influence at senior government level.
- Experience as practitioners from within relevant sectors including Throughcare and Aftercare, Housing, Justice System, Employment, Education and Health.

Guiding Legislation ('the Acts')

The Companies Act 2006 and the Charities and Trustee Investment (Scotland) Act 2005.

Authority

Individual Directors do not have authority to approve actions by Staf, to direct staff, or to speak on behalf of Staf, unless they have been given such authority by the Board. This authority rests with the Board as a collective. All Directors are equally accountable for the governance, control and strategy of the charity. The Directors are expected to act together as a Board to realise the values and purposes of Staf and to comply with relevant legislative and regulatory requirements.

Individual Director Responsibilities

Directors of Staf are required to accept their Code of Conduct and to undertake any necessary training to ensure effective governance of the charity. Directors are also required to work towards any identified improvements required in Staf governance arrangements.

We listen. We care. We love.



Duties of Directors

1. Work as part of a team for the growth and development of Staf.
2. Ensure that Staf operates in a manner that is consistent with its constitution and powers as stated in the Articles of Association.
3. Read, understand and work within the rules laid down in the Articles of Association.
4. Act in the way they consider, in good faith, to be most likely to promote the success of Staf for the benefit of its members as a whole.
5. Ensure that Staf is run properly, responsibly, lawfully and remains solvent. This will include attending Board meetings regularly, unless there is a valid reason for absence, being prepared for meetings by reading documents in advance and actively participating in discussion and decision making activities.
6. Use personal contacts and skills to help Staf in its work and for its future development.
7. Complete annually a declaration of interests form, allowing transparency and preventing conflict of interest.
8. Ensure that the Board is fit for purpose and apply a duty of care to paid staff and volunteers.
9. Ensure that Staf complies with its statutory duties in responding to requirements imposed by the Acts and other relevant legislation, for example: health and safety; company law; data protection; and employment law.
10. Not accept benefits from third parties conferred because of their position as a Director.

Specific Duties

1. Ensure that details of Staf are logged on the OSCR's Register of Scottish Charities and Companies House and updated to reflect any changes which arise.
2. Ensure that all reports and returns required of Scottish Charities and Companies House are submitted to the appropriate governing bodies annually and at other times within required deadlines.
3. Ensure that accounting records are kept which show accurately and in sufficient detail all income and expenditure activity by Staf; ensure the preparation of annual account statements and Trustees' report which must be independently examined; and submit a signed copy of accounts to regulatory authorities annually. Directors must not approve these reports unless they are satisfied that they give a true and fair view of the state of affairs for the charity and of the surplus and deficit position for that period.
4. Ensure that required controls and agreements are in place to regulate the activities and conduct of any bodies or individuals engaged in fundraising activities on behalf of Staf.
5. Ensure that Staf adheres to regulations on how information about Staf is displayed (for example, on stationery, publications and web site).
6. Safeguard the assets of the charity and hence take reasonable steps for the prevention and detection of fraud and other irregularities.



Time Commitment

Directors are expected to commit approximately 1.5 days per month in their role as Directors of Staf; this is to allow sufficient time to prepare for and attend meetings, events and to carry out other activities required of Staf Directors. **Currently Board Directors must be able to attend meetings virtually via MS Teams.**

Recruitment and Appointment of Directors

New Directors may be appointed at any time on the recommendation of current Director(s) or via advertisement, if appropriate. On recruitment to the Board, Directors will undergo relevant induction and training to prepare them for their role.

Evaluation

The performance of Directors is evaluated by the Chair annually in the context of the performance of the Board and is based on the Directors carrying out of the duties and responsibilities outlined above.

Confidentiality

Directors will come into contact with a range of confidential information relating to the activities, employees, affairs and finances of Staf. Directors must not use any such confidential information for their own purposes, make or use copies of the confidential information or disclose the confidential information to third parties, unless this is required for the purposes of carrying out their duties as Directors. All confidential information is the property of Staf.

Removal of a Director

A Director may be removed from the Board, in the event of any of the conditions defined in Article 53 of the Articles of Association.