

Director Role Description

This is a brief description of the role that a Director is asked to fulfil.

Role

Directors will wish to contribute positively to ScotWays' activities and are supported by a strong executive. As well as attending Board meetings, directors are expected to contribute to one or two sub-committees (see below). In addition, issues occasionally arise which require attention and may involve a discussion, a meeting or a visit to resolve.

Representation of ScotWays to outside bodies may be required.

Directors individually are recruited for their specialist skills and knowledge which they will use for ScotWays' benefit.

Directors are not expected to attend the office at present or, indeed, frequently when the lockdown ends. When feasible, Directors are encouraged to visit from time-to-time to become familiar with the workload of the office and to speak to staff.

Governance

ScotWays is a Company Limited by Guarantee. The Directors are also Charity Trustees. As such, they must make sure that the charity complies with its governing document (the Articles of Association) and complies with the charity and company law requirements and other laws and regulations that apply.

Ultimate responsibility for the governing of ScotWays lies with the directors who must direct how it is managed and run. Directors must act in the charity's best interests, manage its resources responsibly and act with reasonable skill and care. However, they are expected not to micro-manage the Company's affairs: they must maintain oversight and make sure that it is working towards its charitable objectives. ScotWays employs experienced and knowledgeable staff to deal with the main run of the charity's work.

The Board has five sub-committees: Access; Legal; Communication; Finance; Operations.

It should be noted that some people may not act as a director e.g. someone who is bankrupt or has an unspent conviction for offences involving dishonesty or deceit.

Directors must declare if on any occasion they have a personal interest which may conflict with the interests of the Company.

Time

There is no set amount of time that a director will be committed for but, as a guide, there are five Board meetings a year and sub-committees tend to meet three or four times. Directors are expected to attend the AGM, which takes place in November.

Board meetings take place either on Zoom or in Edinburgh and generally start at 10.30. It is hoped that they do not exceed two-and-a-half hours.

Communication

Whilst meetings on Zoom or in person are necessarily involved, much communication takes place by email and by telephone.

Directors will normally receive communications from the National Secretary, the Treasurer or the Chief Operating Officer. Naturally, there will be communication with other staff members over specific issues.

Expenses

Travel expenses to Board and other necessary meetings will be met in line with ScotWays' expenses policy, as will board and lodging. Expenses to attend the AGM are not paid. The role of director is unpaid but, in limited circumstances, directors may undertake paid work for the charity.

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