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# ***Soirbheas***

Investing in the communities of Glen Urquhart & Strathglass

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# **Directors**

# **Induction Pack**

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This pack is intended to help you to become an effective Director of Soirbheas. Please read each section carefully.

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# PART 1 - INTRODUCTION

Welcome to the Board of Soirbheas Ltd.

This induction pack provides an introduction to Soirbheas, its purpose and your role as a director on the board in the event that you have not been a company director before.

Soirbheas is a company limited by Guarantee and also a registered charity. This means it has no share capital and is owned by its members. This status enables Soirbheas volunteer directors to run the business without being personally liable for any debts that the company may incur. This means that the board must serve with appropriate care and diligence to ensure responsible corporate governance. The directors will only incur any personal liability for the company's debts if they have been guilty of some wrongdoing, such as wrongful or fraudulent trading. The liability of our members is also limited to a maximum of one pound each to meet winding up expenses in the event that the business is ever closed down.

The income and assets of the business are used to promote the objectives of the business and there will be no dividend or profit share to the members. The purpose of the business is to serve the local Glenurquhart and Strathglass communities by:-

- Managing community land and assets for the benefit of the community and the public in general following the principles of sustainable development.
- To assist in providing or organising recreational facilities available to members and the public at large
- Promote rural regeneration for the public benefit by
  - Relief of poverty
  - Relief of unemployment
  - Advancement of education
- Assistance in the provision of housing for those in need and also assistance in creation of business and training workspaces on favourable terms
- Assistance in the provision of childcare and public health facilities
- Assistance to maintain, improve and create public amenities
- Protect and conserve the environment

Social Investment Scotland provided a grant and loan to Soirbheas to invest in the Corrimony Energy Wind project. In line with our own business plan we have committed to SIS to work towards 4 objectives:-

- Improve energy efficiency of the housing within our community
- Strengthening the local economy by encouraging new businesses to set up
- Protecting our environment for future generations
- Provide services that enable the elderly to live for longer in their own homes.

Soirbheas currently has one source of income from its interest in the Corrimony wind farm. Soirbheas uses its income to repay the loan capital and interest payments, cover its operating costs with all surplus income being directed to benefit the community.

As a director of the company the role brings with it certain legal duties under the Companies Act 2006 and Charities and Trustee Investment (Scotland) Act 2005 effectively captured as fiduciary duties. This means that at all times you must act solely in the best interests of the company on behalf of its members, act in good faith and put all personal interests aside.

The Directors hold the stewardship of the business in trust for its members. The collective responsibility of the board is to lead and direct the company into the future, set guiding principles, assuring executive performance, and embracing accountability for these actions. It is not to manage day to day activities – this is the role of the company's staff and volunteer staff.

Being an effective director requires:-

- Foresight – imagining the possible outcomes and states of the company in the future
- Perspective – rise above the immediate issues to see the big picture
- Clarity - Clear communication and good listening.

Being a good steward is not just about good governance, it is also about performing creatively to the highest standards as a director. The board must direct and think strategically, and be committed to open communication and transparency. The board believes that learning is pivotal to success and will encourage this, it will focus on stakeholders and strive for balance whilst at all times serving the Company and thereby the community.

As a director you should familiarize yourself with the Memorandum and the Articles of Association and also over time develop an awareness and understanding of all key policies. These documents are available on the Soirbheas the web links to them are located at the end of this pack.

The Community Development Officer for Soirbheas in consultation with the Chair of Soirbheas are responsible for the day to day running of the charity, directors are expected to get involved in all areas of Soirbheas work but to have a knowledge and understand of our key activities is expected.

You may serve as a board member for three years before you must stand down. At this point you may seek re-election and serve for a further three years, but must again stand down at the end of that term for a minimum period of 12 months before seeking re-election again.

We maintain a diverse board membership with a wide range of people with different skills and experiences. All directors have an equal say and responsibility and the board encourages all constructive questions, clarifications and feedback.

On the issue of renewable energy developments that provide the primary income stream for Soirbheas, our policy is that we remain neutral, do not interfere and engage in any discussions regarding planning and consenting of such projects. Our role is to ensure that if such projects go ahead, then the community benefit that flows from them is optimized and delivered to maximize the benefit to the Strathglass and Glenurquhart communities.

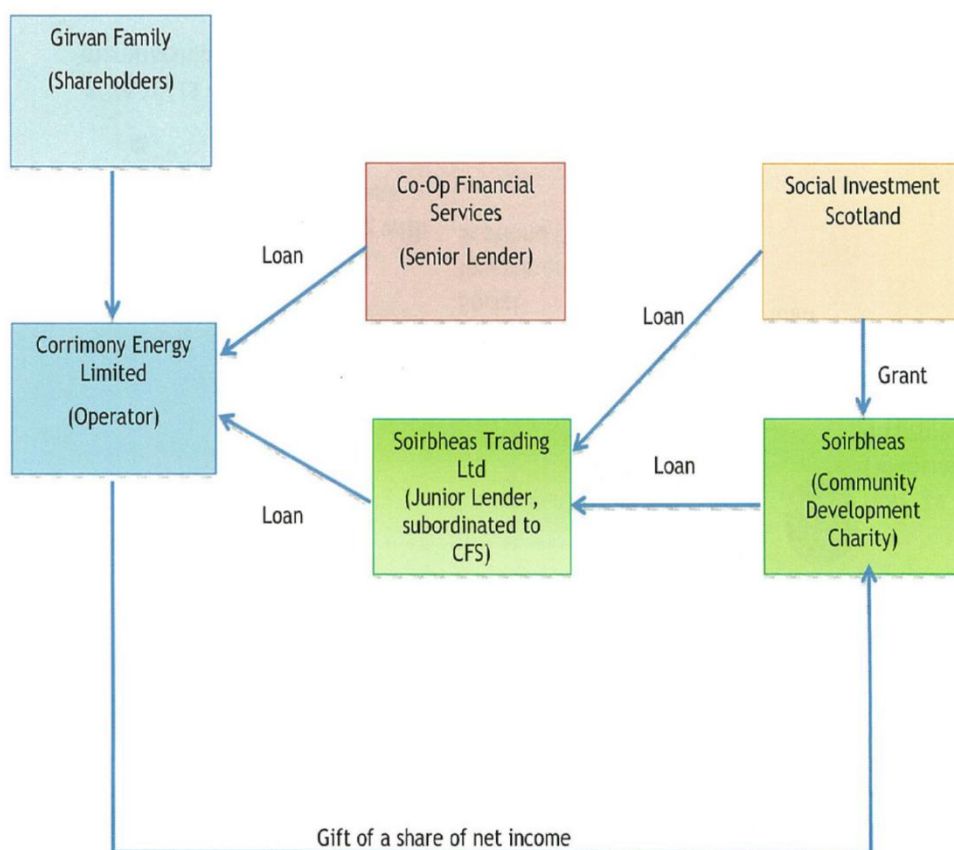
I look forward to working with you.

Alan James , Chair - On behalf of The Board of Soirbheas

## **PART 2 – COMMUNITY GRANT PROGRAMME**

The Soirbheas Community Grant programme (Tier 1 and Tier 2) was launched in April 2014. Tier 3 funding will not be launched until appropriate level of monies has been built up. The grant money comes from Soirbheas investment in the Corrimony Wind Farm (see model below).

### CORRIMONY ENERGY/SOIRBHEAS DEAL STRUCTURE



Grant Programmes – There are 3 separate grant programmes:

#### **Tier 1 (Express) Grants – up to £500**

Groups can apply for more than one application per group per year (Max £1,000 per group per year).

- Rolling application process, decisions within 4 weeks.
- Funds released on approval.
- Groups can request up to 100% of total project costs.
- Activity/project must be completed within 1 year.
- Open to organisations with an income of £10,000 or less.

#### **Tier 2 Grants – £501 to £10,000 (see Grant Deadlines)**

Projects must contribute to one or more of Soirbheas' commitments.

- Only one application per year.
- Grant open for applications quarterly.
- Groups can request up to 90% of total projects costs.
- Project to be completed within 2 years

**Tier 3 Grants – above £10,000 (launch 2016 onwards) - two stage process:**

- Stage 1 – Expression of Interest a brief project outline, objectives and budget.
- Stage 2 – Full Application with detailed business plan.
- Projects must address one Soirbheas' objectives and contribute two or more of the commitments.
- Open for applications twice per year.
- Groups can request up to 90% of total project costs.
- Only one application per group.
- Project to be completed in 5 years.

**For more information on the grant programme see website for further details including guidance and application forms.**

## PART 3 – USEFUL INFORMATION

### Soirbheas Community Development Officer

- Carol Masheter works 32 hours per week (normally Monday – Thursday).
- As the main community contact point the CDO role is a very broad one; the key aims of the CDO are to: deliver the SiS objectives, assess grants, developing partnership, work closely with the local community and secure additional funding and resources for the communities.
- For information on current activities the Soirbheas website [www.soirbheas.org](http://www.soirbheas.org) contains a wide variety of information and news.
- Contact: Email: [carol.masheter@soirbheas.org](mailto:carol.masheter@soirbheas.org) Tel: 0751 445 2783

### Meetings

#### **Quarterly Board Meetings**

- Board meetings are held in rotation in Drumnadrochit, Cannich or Balnain
- Dates and times of future meetings are available and agreed in advance.
- Board papers are circulated by email at 7 days before the meeting to allow you to read any necessary paperwork – **PLEASE COME PREPARED FOR MEETINGS.**
- The minutes of previous meetings can be found at: <http://www.soirbheas.org/board-minutes/>
- If you are unable to attend a meeting, please submit your apologies the CDO or Secretary prior to the meeting.

#### **Directors Meeting**

- Directors meetings take place in the intervening months between board meetings.
- The aim of this meetings is to provide the board with the opportunity to undertake training, development and to review Tier 2 grants.

### Committee Structure

- An AGM takes place annually in June to elect Office Bearers and Directors.
- Under the constitution, each year one third of the Board must stand down by rotation but may offer themselves for re-election (always provided no more than 6 consecutive years are served).
- There is a Chairperson, Treasurer and Secretary. Details of the current office bearers can be found at: <http://www.soirbheas.org/staff-directors/>
- Useful email addresses [secretary@soirbeas.org](mailto:secretary@soirbeas.org) and [treasurer@soirbheas.org](mailto:treasurer@soirbheas.org)

### Communications

For easy of communication please confirm your preferred contact details, directors can be issued with a Soirbheas email account if required. The CDO will issue you with a contact list.

### Director Queries

If you have any queries about your role as a director or anything else relating to Soirbheas please contact the Chair or the CDO. It is suggested that new directors meet with the Chair and or CDO as early as possible as part of the induction process.

## PART 4 - DOCUMENT CHECKLIST

To carry out your role of Director of Soirbheas effectively you will need to read and understand a number of important documents. Below is a checklist for your own records to help you ensure you have done this. **Please initial and date when you have read them.**

Document	Web link	Initialled & Dated
Soirbheas Articles of Association	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Articles-Signed-Copy.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Articles-Signed-Copy.pdf</a>	
Child Protection & Vulnerable Adults Policy	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Child-ProtectionVulnerable-Adults-Policy-.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Child-ProtectionVulnerable-Adults-Policy-.pdf</a>	
Equal Opportunities Policy	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Equal-Opportunities-updated-160323.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Equal-Opportunities-updated-160323.pdf</a>	
Soirbheas Procurement Policy	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Procurement-policy-updated-160704.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Procurement-policy-updated-160704.pdf</a>	
Soirbheas Expense Reimbursement Policy	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Expense-Reimbursement-Policy-updated-160323doc.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Expense-Reimbursement-Policy-updated-160323doc.pdf</a>	
Soirbheas Health, Safety & Environmental Policy	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Health-Safety-Env-Policy-updated-160323.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Health-Safety-Env-Policy-updated-160323.pdf</a>	
Conflicts of Interest	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-ConflictsofInterestPolicy-updated-160704.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-ConflictsofInterestPolicy-updated-160704.pdf</a>	



Data Protection (Privacy Policy)	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Data-Protection-Policy-updated-160323.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Data-Protection-Policy-updated-160323.pdf</a>	
Code of Conduct	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Code-of-Conduct.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Code-of-Conduct.pdf</a>	
Complaints	<a href="http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Complaints-Policy-160704.pdf">http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Complaints-Policy-160704.pdf</a>	

Please note updated versions will be available on the website as and when policies or documents are agreed by the Board.

[OSCR](http://www.soirbheas.org/wp-content/uploads/2015/05/guidance-for-charity-trustees.pdf) produce a number of useful publications including - Guidance for Charity Trustees  
<http://www.soirbheas.org/wp-content/uploads/2015/05/guidance-for-charity-trustees.pdf>

## PART 5 – CHECKLIST FOR NEW DIRECTORS

Please go through the list below and ensure you have (as a minimum) a basic understanding of each:

- ☐ Do you know Soirbheas' history and why it was set up?
- ☐ Do you know the aims of Soirbheas?
- ☐ Do you know about the key activities of Soirbheas?
- ☐ Do you know how Soirbheas is funded?
- ☐ Do you know about the key issues facing Soirbheas?
- ☐ Do you know about Soirbheas key partnership?
- ☐ Are aware of the structure of the organisation and your role in it?
- ☐ Are you aware of the member structure and your relationship with them?
- ☐ Are you aware of your roles and responsibilities as a Board member?
- ☐ Have you read all the policies and documents listed in part 3?
- ☐ Do you have any support or training needs and are they being addressed?