

Directors Induction Pack

CONTENTS

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

1. Introduction from the Soirbheas Chairperson	3
2. Soirbheas Funds & Grant Programmes	5
3. Useful Information	7
• Community Development Officer	
• Board Meetings	
• Committee Structure	
• Soirbheas Website	
• Director Queries	
• Contact list	
4. Document Checklist	7
5. Induction Checklist	9

PART 1 - INTRODUCTION

Welcome to the Board of Soirbheas Ltd.

This 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 Glen Urquhart 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 favorable 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 two source of income the main one is its interest in the Corrimony wind farm (CEL) and the second is a community benefit payment from SSE. In 2016 Soirbheas entered into an agreement with SSE to receive a portion of the Community Benefit from the New Bhlaraidh Wind Farm (on the border of Invermoriston and Fort Augustus). This funding addition from SSE has allowed Soirbheas to launch the new Apprenticeship Grant programme, which will support local businesses to take on a Modern Apprentice. Grants will be awarded for up to £15,000 over 3 years.

Soirbheas uses the income from CEL to repay the loan capital and interest payments, cover its operating costs with all surplus income being directed to benefit the community via projects and the community grant programme.

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 Manager 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.

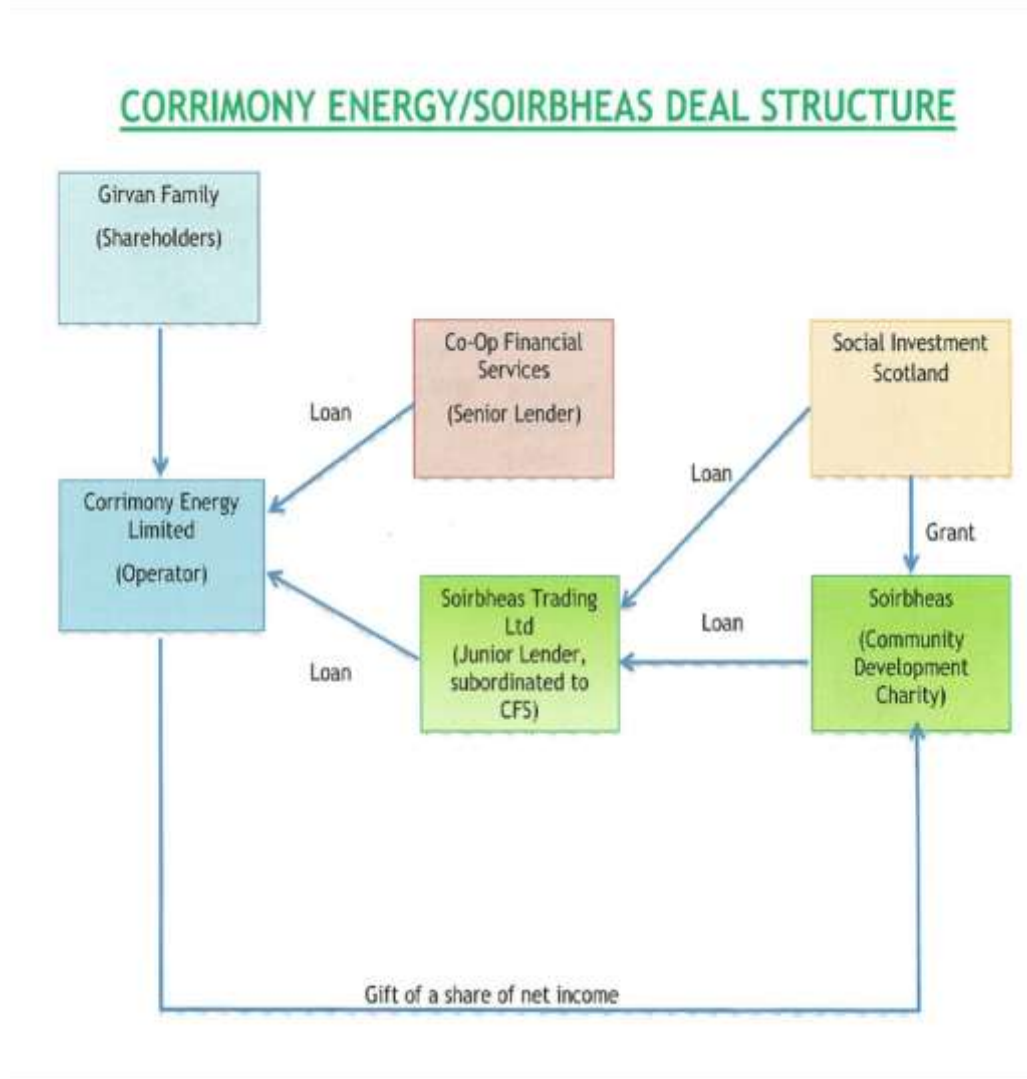
On the issue of renewable energy developments that provide the primary income stream for Soirbheas, our policy is that we remain neutral, do not interfere and engage in any discussions regarding planning and consenting of such projects. Our role is to ensure that if such projects go ahead, then the community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

We look forward to working with you.

On behalf of The Board of Soirbheas

PART 2 – FUNDS & GRANT PROGRAMMES

The Soirbheas Community Grant programme (Tier 1 and Tier 2) was launched in April 2014. The Tier 3 capital programme was launched in 2018. The grant money comes from Soirbheas investment in the Corrimony Wind Farm (see model below). Soirbheas Trading LTD (STL) is Soirbheas' wholly owned trading subsidiary.



Grant Programmes – There are 3 separate community grant programmes:

Tier 1 (Express) Grants – up to £1,000

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 unless the group has capacity to deliver more.
- 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 – up to £30,000 - 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 60% of total project costs.
- Only one application per group.
- Project to be completed in 5 years.

Apprenticeship Grant Scheme

Launched in March 2017 funded by an annual community benefit payment from **SSE**. This scheme is open to businesses and social enterprises who wish to develop or expand their business, provide new products or services or would like to increase their workforce by employing a modern apprentice (aged 16 – 24* at the start of the programme).

The scheme aims to support businesses that can demonstrate a strong commitment to hosting a modern apprenticeship and providing a supportive pathway. Funding is available to fund a portion of the salary costs for up to 3 years (up to £22,500) and up to £1,000 for specific equipment.

In addition, the business must have all the below in place:

- Appropriate health and safety procedures.
- Adequate equipment and skills to provide the range of training required.
- Employees and public liability insurance.
- Registration of the apprentice with the appropriate skills body (if relevant).

The business must be largely based or serve Glen Urquhart or Strathglass and the apprentice must also reside in either Glen Urquhart or Strathglass.

Development Support Days

In addition to the Soirbheas grant programmes we are now offering Development Support Days. These are essentially providing an allocation of Soirbheas' staff time to assist with developing project or service that local groups and organisations require some capacity to get of the

For more information on the grant programme see website <http://www.soirbheas.org/soirbheas-grant-programme/> for further details including guidance and application forms.

PART 3 – USEFUL INFORMATION

Soirbheas Staff

Community Development Manager

- Carol Masheter contracted to work 32 hours per week (normally Monday – Thursday).
- As the main community contact point the CDM and ACDO roles are very broad one; the key aims of the CDM are to: deliver the SiS objectives, assess grants, developing partnership, reporting to our funders, works 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 contains a wide variety of information and news.
- Contact: Email: carolmasheter@soirbheas.org Tel: 0751 445 2783

Assistant Community Development Officer

- Nicky MacLennan contracted to work 37.5 hours per week
- The ACDO works alongside the CDM assessing the Tier 1 and Tier 2 applications, organising events, managing membership, communication and supporting community groups. As well as working alongside the CDM on larger project and initiatives.
- Contact Email: nickymaclennan@soirbheas.org

For information on current activities and grants the Soirbheas website www.soirbheas.org contains a wide variety of information and news.

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 to the CDM 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, to review Tier 2, 3 and Apprenticeship 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, Vice Chair and Secretary (secretary@soirbeas.org). Details of the current office bearers can be found at: <http://www.soirbheas.org/staff-directors/>
- Soirbheas currently utilises treasurer services through its accountant Frame Kennedy.

Communications

For easy of communication please confirm your preferred contact details, directors can be issued with a Soirbheas email account. The CDM 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 CDM. It is suggested that new directors meet with the Chair and or CDM 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	Initialed & Dated
Soirbheas Articles of Association	http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Articles-Signed-Copy.pdf	
Child Protection & Vulnerable Adults Policy	http://www.soirbheas.org/wp-content/uploads/2014/08/Child-ProtectionVulnerable-Adults-Policy-.pdf	
Equal Opportunities Policy	http://www.soirbheas.org/wp-content/uploads/2014/08/Equal-Opportunities-updated-160323.pdf	
Soirbheas Procurement Policy	http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Procurement-policy-updated-160704.pdf	
Soirbheas Expense Reimbursement Policy	http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Expense-Reimbursement-Policy-updated-160323doc.pdf	
Soirbheas Health, Safety & Environmental Policy	http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-Health-Safety-Env-Policy-updated-160323.pdf	
Conflicts of Interest	http://www.soirbheas.org/wp-content/uploads/2014/08/Soirbheas-ConflictsofInterestPolicy-updated-160704.pdf	

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

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? Yes No

If 'yes' please make the Chair or the CDM aware of them so measures or support can be put in place.