



## NEW CUMNOCK DEVELOPMENT TRUST

### DIRECTOR ROLE DESCRIPTION AND CODE OF CONDUCT

Welcome to New Cumnock Development Trust. As both a Company Director and Charity Trustee you have an important and valuable role to play in governing our work, in accordance with the company's Memorandum & Articles of Association and Strategic Plan, and in consultation with our members and wider community.

Please read this agreement carefully and, having understood it, **sign and date both copies** to confirm your understanding and acceptance. Please retain one copy for your own records and return the other to the Business and Development Manager.

**Accountable to:** Board of Directors

**Address:** New Cumnock Development Trust, 21 Castle, New Cumnock, Cumnock, East Ayrshire, KA18 4AN

**Salary:** Directors are not remunerated but are entitled to claim their vouched expenses.

**Hours:** Usually around 5 hours every month, but with occasional additional 'away days' or supplementary meetings. Further contributions of time for working groups or other voluntary projects are welcome.

### CONTEXT OF ROLE

New Cumnock Development Trust (NCDT) is a Company Limited by Guarantee (company number SC583682) and regulated under UK company law by Companies House. It is also a registered charity (charity number SC048761) and regulated under Scottish charity law by the Scottish Charities Regulator (OSCR).

This means that you are becoming both a Company Director and a Charity Trustee. These terms are used interchangeably by NCDT, and in practice often mean similar things.

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Phone: 01290 338887



Company number: 583682

In this role description and code of conduct, we combine the legal requirements for Charity Trustees and Company Directors with good practice standards recommended under the Scottish Governance Code, Companies House and OSCR.

## **PURPOSE OF ROLE**

To be responsible for overseeing the strategic development and fulfilment of New Cumnock Development Trust's vision and mission; ensuring compliance with the Memorandum and Articles of Association, contracts, company policies and all relevant legislation; acting in the interests of the Trust and promoting its success at all times.

## **DUTIES AND RESPONSIBILITIES**

### OVERALL GOVERNANCE

1. Directors have and must accept ultimate responsibility for directing the affairs of New Cumnock Development Trust, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.
2. Directors must ensure that the organisation complies with its memorandum and articles of association, relevant laws, and the requirements of any regulatory bodies.
3. Directors must commit to the organisation's purpose, vision and mission, and demonstrate an ability to articulate this accurately.
4. Directors should ensure they understand their duties and responsibilities; receive the necessary induction, training and ongoing support needed to discharge their duties; and receive the advice and information they need in order to make good decisions.
5. Directors should ensure proper arrangements are in place for the appointment, supervision, support, appraisal and remuneration of staff, volunteers and contractors.

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6. Directors must act prudently to protect the assets and property of New Cumnock Development Trust and ensure that they are used to deliver the organisation's objectives.
7. Directors must regularly review the risks to which New Cumnock Development Trust is subject, and take action to mitigate risks identified.
8. Directors should ensure the Board identifies those with a legitimate interest in its work (stakeholders), and ensure that there is a strategy for regular and effective communication with them about New Cumnock Development Trust's achievements and work.
9. Directors should ensure the Board is open and accountable to stakeholders about its own work, and the governance of New Cumnock Development Trust.
10. Directors should encourage and enable the engagement of key stakeholders, such as members, partners and beneficiaries, in New Cumnock Development Trust's planning and decision-making.

#### BOARD OPERATIONS AND PERFORMANCE

11. Directors should ensure that the Board organises its work to make the most effective use of the time, skills and knowledge of Directors.
12. Directors should ensure that the Board has the diverse range of skills, experience and knowledge needed to run New Cumnock Development Trust effectively.
13. Directors agree to assist in making fair decisions and to share responsibility for decisions. Directors agree to respect the final decision of the Board.
14. Directors should ensure the Board defines the roles and responsibilities of the Chair and other honorary officers, in writing.
15. Directors should regularly review and assess their own performance, that of the Board, and of sub-committees, standing groups and other bodies.

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16. Directors should ensure the Board has a strategy for its own renewal.

## DELEGATION

17. Directors should focus on the strategic direction of New Cumnock Development Trust. The Board may agree to delegate certain operational matters to a third party, including paid staff. Directors should thereafter avoid becoming involved in any operational matters, which have been the subject of delegation.

18. Directors should ensure that staff, volunteers and contractors have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.

19. Directors should ensure the Board sets clear terms of reference for subcommittees, standing groups, advisory panels, etc.

## COMPANY PERFORMANCE

20. Directors should ensure any delegated authorities are subject to regular monitoring by the Board.

21. Directors should maintain and regularly review New Cumnock Development Trust's system of internal controls, performance reporting, policies and procedures.

22. Directors should ensure the Board periodically carries out strategic reviews of all aspects of New Cumnock Development Trust's work, and uses the results to inform positive change and innovation.

## LEADERSHIP AND BEHAVIOURS (CODE OF CONDUCT)

23. Directors agree to uphold and promote the NCDT values of being open, honest, and accountable; community-led; a champion of equality and inclusion; enabling and empowering; respectful and treating all people with dignity; collaborative and working well in partnership; and entrepreneurial in its approach.

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24. Directors should prepare fully for Board Meetings and ensure they have read any related papers in advance.
25. Directors must be willing and able to attend all Board Meetings (unless prevented by unavoidable circumstances, or excused for special reasons). Directors who are unable to attend regularly may be asked to resign. Directors not able to attend any meeting should convey their apologies to the Chair or Business and Development Manager in advance of the meeting. Directors should arrive for meetings in good time and prepared with copies of the agenda and relevant papers. Should a Director arrive late for a meeting they will not be able to comment on business already discussed.
26. Directors should contribute to Board discussions in a relevant and constructive way and conduct themselves in an appropriate manner, in particular not interrupting other speakers and respecting the authority of the chairperson to direct the meeting.
27. Directors should listen to the views of other Directors and attempt to reach consensus decisions. Silence during discussion will be taken by the meeting as agreement. Directors should keep in mind the role of the Board and keep to the meeting agenda.
28. Directors must not benefit from their position beyond what is allowed by the law and is in the interests of New Cumnock Development Trust and should act only in the interests of the organisation and not on behalf of any other party.
29. Directors agree to bear in mind that the Board serves the community as a whole and not just their own demographic or special interest group. Directors are encouraged to take advice and listen to other's views where appropriate but must exercise independent judgment at all times.
30. Directors agree to promptly declare any actual or potential conflicts of interest affecting them. Directors agree to complete a declaration of interests form and observe NCDT's Conflict of Interest Policy.
31. Directors have a responsibility to maintain confidentiality of Board papers and discussions unless authorised by the Board to release information.
32. Directors agree to maintain appropriate boundaries, and in particular should not present themselves as representing NCDT to external stakeholders, or present their personal views

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as those of NCDT's, unless previously authorised by the Board to do so.

33. Directors agree to act in the interests of NCDT and promote its success, and not to act in a way that could bring disrepute to the Company, its members or stakeholders, including funders or donors.

34. Directors agree to report any breach of NCDT policies, or any other concerns or issues involving a Director or the Board, with the Chair in the first instance. In the event the Chair is involved, the matter should be raised with the Vice Chair. In the event both are involved, the Business and Development Manager should be consulted.

**Name:**

**Signature:**

**Date:**

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