

## **Board - Terms of reference**

The BID Board has the primary responsibility to oversee the conduct and performance of the BID and support management and staff, who are responsible for the day-to-day activities. In performing its functions, the Board primarily considers the interests of the BID to which its fiduciary duty is owed and then to its members. It also considers the legitimate interests of wider stakeholders such as statutory authorities, employees, suppliers, visitors and residents.

The Board shall be proactive in advising the Chief Executive on a range of strategic and where appropriate operational issues relating to the delivery of the BID business plan and holding the Chief Executive accountable for decisions, actions, and performance. The Board can and should probe management's analysis of the facts and decision-making process to ensure that it has considered all of the material facts and outcomes of its decisions. It shall not make operational decisions in lieu of management; however, it may withhold approval of the Chief Executive's decisions and recommendations if the analysis is weak or it does not support the agreed way forward, and request management to return with an improved assessment.

The directors are stewards of the Company. The Board acts on behalf of the BID members and is accountable to the members for the conduct of the Board, management and the Company. In supervising the conduct of the BID, the Board, through its Chief Executive, will set the standards for the organisation.

### **1.1 Board Membership**

The Board of Directors including Observer Members, shall be made up of between 12 – 15 directors and will lead and guide the work of the BID. The Directors will be chosen from the businesses which form the constituency and wider stakeholders, allowing for a strategic composition of the needs of the two BID areas. The Board will have the appropriate balance of skills, knowledge, independence and experience in order to form balanced opinions and will seek diversity to ensure a representative mix of its membership. The BID Board shall meet quarterly or as frequently as necessary and take responsibility for:

- The longer-term vision and ambitions of the company;
- Establishing the strategy;
- Budget setting and financial compliance;
- Monitoring performance;
- Corporate governance.

Board members shall seek to attend all Board meetings and appropriate BID events, working as a team towards the common goals for the area. When undertaking BID business, Board members shall represent the interests of the BID and the area itself rather than their own business and/or political interests.

The Board shall consist of a group of Non-Executive Directors, one of whom is appointed as Chair. Directors will be appointed by the Board subject to ratification by Company members at annual meetings of the company.

The Board shall “take reasonable steps” to ensure that the various types of business in the area are represented on the Board, whilst also bearing in mind the need for a strategic oversight covering both BID areas and allowing the delivery of the BID proposals. The Directors shall appoint a Chair and possibly a Vice-Chair as required. The Chair of the organisation shall be appointed by the Board of Directors

New Directors shall be appointed by the BID Board, their position confirmed at the AGM, and by rotation, at the AGM thereafter. With the agreement of the Chair, Directors may appoint a proxy to represent their views if they themselves are not available.

The Directors term of office shall be three years, which may be renewed up to a maximum of 9 years (three consecutive terms), subject to Board approval.

#### 1.2 Observers to the Board

Observers can be appointed by the Board subject to ratification by Company members at annual meetings of the company. Key groups may include resident representation, public authorities and the Police.

#### 1.3 Board Meetings

Board Meetings shall be held quarterly (or alternative frequency), and Board members are expected to attend the meetings. From time to time things happen to prevent this, but as a principle we are seeking maximum continuity. The Directors have agreed the quorum for Board meetings as 4 as laid out in the BID’s Articles of Association. Board papers will be sent to all BID Board members in advance of each meeting.

The Chairman may from time to time invite other guests, advisors or public agencies/bodies to attend meetings. These may include corporate bodies, partnerships, strategic agencies, local authorities or unincorporated associations.

The Board will drive the longer-term ambitions of the BID district for both its retail, leisure and commercial sectors. It will have the primary responsibility of setting the strategic agenda, while providing leadership and leveraging investment, in support of developing further the wellbeing of the BID district.

#### 1.4 Board sub-groups

The BID seeks to embrace the business and wider community with a programme of work which meets its stated aims and objectives. To help guide the BID in this

pursuit and advise the BID Board as the principal decision-making forum, Board Management Groups shall be set up to encourage participation and help to add value to the decision making of the BID. The Board groups shall include as a minimum a Finance and Governance Group and appropriate sector focused groups.

### **Board working protocols**

If a Board and/or sub-group member fails to attend 3 consecutive meetings over a 12 month period then their position shall be reviewed by the Finance and Governance Group and any recommendations submitted to the Board.

In all cases where a Board or sub-group member acts for the BID they do so under the auspices of the BID and not in a personal capacity or as a representative of their own business or political associations.

Where a Board member has a business interest, either direct or indirect, in a BID project, that interest should be declared at the earliest opportunity and/or at the outset of the agenda item in order to withdraw from any subsequent discussions. The authorisation of conflict and the specific extensions to that authorisation are set out in the Articles of Association. Advice should be obtained from the Company Secretary (or equivalent) by Board members in relation to conflicts of interest.