

## **BID Leamington Board of Directors Terms of Reference & Commitments**

**Date: April 2022.**

These Terms of Reference mirror the BID Leamington Limited Articles of Association - April 2022 (updated).

### **1. Purpose & Values of the BID Board of Directors**

As set out in the company objects, the company is established to:

- a) support place management, promotion, maintenance and make general improvements in the town of Royal Leamington Spa; and
- b) generally, to do all activities and things appropriate to a business improvement district and in relation to the BID Business Plan.

Supporting this, the Board of Directors is responsible for the long-term success of the Company on behalf of and for the benefit of its members and the town centre. The Board and its directors are individually and collectively responsible for acting to ensure the Company is fulfilling its role in accordance with its business plan and legal obligations as a business improvement district (BID) company. The Board must ensure board directors are aware of their roles and duties and ensure there are no positions of conflict. The day to day running of BID Leamington is delegated to the Executive Director, who is an employee of the company.

**Collectively the BID Board of Directors is committed to:**

- Act as guardians of the town centre.
- Convey a passion for the town centre to customers and other retailers.
- Help shape and guide the future strategic direction of Royal Leamington Spa.
- Freely give time to make a difference and improve the town centre.
- Be approachable and engage with other businesses to understand ideas and concerns.
- Bring other stakeholders and partners along on the journey.
- Supporting BID and attending meetings.
- Use a strong evidence base to identify BID projects and ensure they are delivered to budget.
- Draw on best practice and be innovative, flexible and adaptable in our approach to identifying and delivering projects.
- Be transparent and accountable to levy payers through regular communications.

### **2. Responsibilities of the BID Board of Directors**

Without prejudice to the details of the BID Leamington Limited Articles of Association - April 2022 (updated) the functions of the Board shall be to:

- a) define and ensure compliance with the objectives of the Company, including, without limitation the Objects;
- b) establish policies and plans to meet those objectives;
- c) approve each year's budget prior to publication;
- d) establish and oversee a framework for delegation and control to employees, officer committees and sub-committees (as appropriate);

- e) agree policies and make decisions on all matters that create a significant financial risk to the Company;
- f) monitor the Company's performance in relation to these plans, budgets, controls and decisions;
- g) appoint (and if necessary, remove) the Chief Executive / Executive Director;
- h) from time to time as they see fit (or if required by the Regulations) arrange meetings to which the Members be invited.

### 3. Membership of the BID Board of Directors

Board director membership is outlined in the BID Leamington Limited Articles of Association - April 2022 (updated). Key points from these documents are highlighted below:

- Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be a minimum of five and a maximum of sixteen.
- The Board must approve all new Directors' appointments. Nominations are invited annually, where there are vacancies, new members are invited within the year. A new member may be invited to attend a meeting as an Observer in advance of the Board receiving their formal application.
- Representation of members may be a combination of sectors, skills, experience and perspectives from across the BID area (and beyond if deemed appropriate).
- Other representatives may join the board from time to time.
- For the avoidance of doubt any other representatives attending shall perform only an advisory role to the Board and shall be nominated by the Directors and such other committees or sub-committees of the Company and shall not be permitted to vote at Board meeting or become a director.
- Directors shall be required to retire by rotation at least once within each BID term but re-appointment is permissible with no maximum tenure. Re-election of Directors is at the Board's discretion.
- The office of a director shall be vacated if:
  - he/she resigns his/her office by notice to the company; or
  - he/she shall for more than three meetings in one calendar year have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his/her office be vacated.
- The directors shall not be entitled to any remuneration by way of fee for services as a Director.
- The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him/her from that office. The Chair will be elected from within the Board.

### 4. Meetings, Reporting and Decisions of the BID Board of Directors

Meeting protocol is outlined in detail in the BID Leamington Limited Articles of Association - April 2022 (updated). Key points from these documents are highlighted below:

- The quorum for the transaction of the business of the Board may be fixed by the directors but as a minimum must always be 5. A person who holds office only as an alternate director shall, if his/her appointor is not present, be counted in the quorum.
- Membership is reviewed annually.

- Unless he/she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he/she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
- The Executive Director and minute taker will attend board meetings.
- The directors may regulate their proceedings as they think fit with a minimum provision for 3 meetings per year. These will normally be diarised at the start of the calendar year.
- The agenda and supporting papers will be circulated by the Executive Director in advance of meetings, and where necessary changes will be agreed with the Chair.
- The Executive Director is accountable for ensuring notes of the meetings and decisions taken are agreed and circulated within a week after each meeting.
- The Chair of board sub-committees (if relevant) are responsible for ensuring that recommendations and decisions are presented to the board in a timely way as required.
- A register of pecuniary interests is kept and reviewed at the beginning of every Board meeting.
- The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decisions taken by the directors. These can be made available upon request and are subject to an annual audit.

## 5. Authority of the BID Board of Directors

The Board is responsible for the management of the Company and will take decisions in relation to its principal responsibilities in accordance with the BID Leamington Limited Articles of Association - April 2022 (updated).

- The directors may delegate any of their powers to any committee consisting of one or more directors.
- The creation of the sub-committee and terms of reference require approval by the board and will be chaired by a board director.
- Where required, the Board can obtain outside legal or other professional advice on any matters within its terms of reference.
- Tasks delegated to the Executive Director are recorded in meeting notes and monitored as required by the board.

## 6. Avoiding Influenced Company Status

The 'Avoiding Influenced Company Status' clause in the Company Articles, limits the number of directors who are associated with a local authority within the meaning of section 69(5) of the Local Government and Housing Act 1989 to less than 20% of the whole. In this respect, "Local Authority Associated Person" means any person associated with any local authority in accordance with Section 69 of the Local Government and Housing Act 1989.

## 7. Review

The Board's terms of reference will be reviewed every three years.