



BR BID Board Terms of Reference

Reviewed: November 2023

NB: These Terms of Reference mirror the Company's Articles of Association .

Purpose of the Board of Directors

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.

Directors carry out non-executive roles. The Board delegates the day to day running of the Company to the BID Chief Operating Officer (COO).

The principal responsibilities of the board are:

Leadership and culture

- Provide overall strategic leadership and oversight of the Company; review and ensure the successful delivery of strategic plans.
- Shape and champion the Company's culture and ensure decision-making is taken in line with its values, vision and/or mission.
- Review and oversee policies related to the management and well-being of staff.
- Oversee the performance of the BR BID Chief Operating Officer.

Financial oversight

- Review the Company's annual and medium terms budgets in line the Company's strategic aims.
- Ensure there are appropriate internal controls and checks for the sound financial management of the Company.
- Ensure there is clear and transparent reporting of the financial management of the Company internally and externally.

Performance oversight

- Ensure accountability for the performance of the Company through reviewing and evaluating activity in relation to its business aims and objectives.

Risk management

- Assess and review risk and identify mitigating actions required.
- Review proposals related to the development or change of strategic initiatives.

Legal Compliance

- Ensure the Company is fulfilling its statutory duties and obligations.

Corporate Governance

- Ensure there are appropriate processes and policies in place for the Board to successfully function, including for directors to fulfil their legal duties.
- Ensure individual directors and the Board as a collective are both representative of, and represent, Bognor Regis BID members; ensure individually and collectively the Board has the skills, experience and expertise to successfully carry out duties and responsibilities.
- Oversee and evaluate the performance of the Board, including reviewing training and development opportunities.

Authority

- The Board of Directors is responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- The Board of Directors will take decisions in relation to its principal responsibilities in accordance with its Articles of Association.
- Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles to such person or committee, by such means (including any power of attorney) ,to such extent, in relation to matters or territories and on such terms and conditions as they think fit.

Where required, the board can establish sub-committees to:

- Oversee delegated tasks or decisions.
- Provide advice and counsel (eg: Events working groups)

- Terms of Reference for sub-committees 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. The Board must approve a brief or specification and budget for the services required before appointment.
- Tasks delegated to the BID COO are recorded in meeting notes and monitored as required by the board.

Membership of the Board of Directors

Board director membership is outlined in detail in Section 21 of the Company's Articles of Association. Key points from this document are highlighted below:

- From the Company Membership there will be a Board of Company Directors. The number of Company Directors will be a minimum of three at all times.
- The quorum for board meetings is no less than 3 directors.
- The maximum number of Directors is 13. This is the sum of the maximum number of Directors from each of the membership classes (Levy paying businesses, non levy paying businesses in the BID Area and Local Authority persons.)

- The BR BID Board made the decision not to have Class C Directors (Local Authority persons) on the decision-making Board of Directors.
- At every annual general meeting, one third of all Directors retire from office. The Directors to retire by rotation are those that have been longest in office since their last appointment or reappointment. At the AGM, following the retirement by rotation, the Members entitled to vote do not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed.
- A Chairman may be elected from within the Board of Directors. The BR BID Board made a decision in February 2022 to operate linear Board structure, and has elected not to have a Chairman.
- BID Company Membership is reviewed annually in advance of the AGM.
- The BID COO will attend Directors and Board Meetings to answer questions and act as note taker.

Meetings

Meeting protocol is outlined in detail in the Company's Articles of Association, and the "Terms of Reference" for the different types of meetings. Key points from these documents are highlighted below:

- Board meetings should be held at least four times per year, normally quarterly. These will normally be diarised at the start of the calendar year.
- The agenda will be agreed between the Meeting Chairman and BID COO in advance, with all Directors invited to contribute agenda items.
- An agenda of items to be discussed and supporting papers will be circulated to the Board at least one week in advance.

Reporting and decisions

- The BID COO is accountable for ensuring decisions taken and action notes arising from the meetings are agreed and circulated within one week after each meeting. More formal draft minutes, built on these notes, should be produced and circulated in advance of the next scheduled meeting.
- The Chairs of board sub-committees are responsible for ensuring that recommendations and decisions are presented to the board in a timely way as required.

Review of the Terms of Reference

- The BID Board's terms of reference will be reviewed every two years.