



## **Terms of Reference for Board Directors**

The objective of the Board of Directors General Meeting is to discuss agenda items and agree on actions that respond to the BID's aims, initiatives and activities as stated in the BID Business Plan.

The elected committee – the BID Committee - purpose is to oversee the delivery of those initiatives and services set out in the BID business plan. The BID Executive Director, responsible for the delivery of the BID business plan, supports the Committee.

No person shall be appointed a Director of the Company who does not represent a Member of the Company. No person shall be admitted as a Board member unless they support the aims and objectives of the Company (as detailed in the company's Articles of Association) and wish to take an active part in the support and furtherance thereof and their application for membership is approved by resolution of the Board.

### **Directors are expected to:**

1. Regularly attend board meetings. In the event that a Director fails to attend more than 3 scheduled meetings in a given year, the Board reserves the right to terminate their directorship and appoint an interim candidate until the next company AGM.
2. Make serious commitment to participate actively in sub-committee work, if applicable.
3. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
4. Stay informed about committee matters, prepare for meetings, and review and comment on minutes and reports.
5. Get to know other committee members and 'neighbours' to build a collegial working relationship that contributes to consensus.
6. Be an active participant in the Board's annual evaluation (AGM) and planning efforts.
7. To oversee the delivery of the business plan, projects and the efficient running of the company as well as the general promotion of the York BID Company so as to support the Company's principal activity.

**Principal Activity:**

To initiate and promote the establishment of a Business Improvement District (BID) and be responsible for the implementation of the BID proposals and any alteration and renewal proposals for the BID which are designed to enhance the trading environment within the defined geography of the Business Improvement District area.

**\*Major responsibilities:**

- Formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of programme planning and evaluation
- Review of Organisational and programmatic reports
- Promotion of the Company
- Communication and outreach

*\*Members of the board share these responsibilities while acting in the interest of the York BID Company. Each member is expected to make recommendations based on his or her experience and vantage point in the community.*

**Length of term:** Directors will typically service for a period of two years before retiring or standing for re-election at the soonest AGM. Appointment and retirement of Board directors are outlined in the BID's Articles of Association, Section 24.

**Meetings and time commitment:**

- The board of directors meet every two months, normally on Wednesdays afternoons from 3-5pm.
- Board members are asked to attend no more than two special events or meetings per year, as they are determined e.g. AGM.

**Expectations of board members:**

- Attend and participate in meetings on a regular basis, and special events if required, as able.
- Participate on a standing committee of the board and serve on ad-hoc/subcommittees as necessary if required.
- Be alert to community concerns that can be addressed by York BID mission, objectives, and projects.
- Help communicate and promote York BID mission and projects to the community.
- Become familiar with York BID finances, budget, projects and resource needs.
- Understand the policies and procedures of York BID

## **BID board members qualities and attributes:**

### **Integrity**

Board members are trustworthy and conscientious and can be relied upon to act and speak with consistency and honesty. Discussions in Board meetings, all communications relating to Company business, verbal and written, are confidential. Directors must disclose any and all personal or professional interests that relate to the Company and its activities.

### **Accountability**

Board members accept responsibility for their functions and for their actions and operate with the highest standards of moral and ethical character and personal integrity. Board members remain independent and objective, while remaining dedicated to serving as a representative of the York BID Company Limited. Candidates & Board Directors must declare any conflicts of interest.

### **Service and Commitment**

Board members faithfully attend Board and committee meetings (if applicable) and special organisational events and are expected to be prepared, informed and ready to discuss agenda items. Board members maintain a personal commitment to the York BID Business Plan.

### **Enthusiasm**

Board members are eager to learn, willing to be team players and energetic in their service. The Board Director position is voluntary and there will be no re-numeration except for agreed, reasonable and authorised expenses incurred on legitimate company business.

### **Communication**

Board members give and receive information with clarity, attentiveness, understanding and perception.

### **Knowledge**

Board members know the company's Business Plan and understand how its programme and services support the company's strategic plan. Candidates standing must work in the best interests of the company and its objectives.

### **Diplomacy**

Board members represent the best interest of the company and mediate appropriately between the company and the community it serves.

## Board Membership

The composition of the Committee is based on and in accords (approximately) with the representation of the different business sectors in the BID area. The guidance regarding director posts and sector representatives is based on an analysis of the average rateable values for hereditaments within the specific sectors. The Board is made up of the following Director posts:

Director Posts	Description
Chairperson (1 rep)	This position will be held by a representative from one of the categories detailed below
Independent Retail / Hospitality (2 reps)	Reserved for representatives of retail or hospitality businesses –based on UK definition of a small company, having no more than 50 employees and a turnover of no more that £6.5million
Retail (2 reps)	Reserved for representatives of retail oriented businesses
Hospitality (2 reps)	Reserved for representatives of hospitality oriented businesses
Professional (2 reps)	Reserved for representatives of businesses oriented in professional services
CYC (2 reps)	These posts are chosen by and are representative of City of York Council
Make it York (1 rep)	This post is chosen by and is representative of Make It York Limited
Culture/Education (1 rep)	Reserved for a representative of either a culture or education oriented businesses
Leisure (1 rep)	Reserved for a representative of a leisure oriented businesses
Other (1 rep)	Non-prescriptive
Advisor Posts	Description
Residents' Representative (1 rep)	Reserved for a member of the local residential community in York city centre
Business under RV threshold (1 rep)	Reserved for a representative of non-levy paying business whose business premises resides in, or is in close proximity to the BID area, with rateable value of £17,500 or below
BID Executive Director (1 rep)	Acting BID Executive Director

## **Sub-Committees**

Sub-committees are formed based around the programmes of activity stated in the BID business plan. Sub-committees will meet at declared, pre-scheduled times and report on projects, updates and submitted proposals at monthly Board Meetings. Sub-committee members include 3-5 elected Board Directors, of whom one will take lead of the sub-committee and may choose to appoint an external advisor.

There are sub-committees in the following areas:

- Appearance and Environment
- Safe & Secure
- Experience
- Business Support
- Finance & Governance