



## **Roles and Responsibilities of the Worcester BID Board of Directors and Members and Observers**

1. Directors are appointed on a voluntary basis with 14 director's positions on the Board available at any one time. In order to ensure the smooth running of the Worcester BID Company Limited ("the Company") and the delivery of its projects, directors are positive advocates of the BID process and the proposals of the Worcester BID as laid out in the Business Plan.
2. The BID Board is made up of representatives of levy paying businesses. These directors are appointed at the AGM with one third required to stand down annually on a rotating basis but who may seek re-election at the AGM by the Company's members. Between AGMs the directors are able to make appointments to fill director vacancies and these appointments are for the period up to the next AGM.
3. In addition to the directors, appointments are also made of observers who while not having voting rights attend Board meetings, receiving Board papers, and are appointed on the basis that they will be positive advocates for the BID and be bound by the considerations that apply to directors including matters of confidentiality and conflicts of interest.
4. The members of the Company are appointed by the directors. It is a requirement that prior becoming a member a person has first to be a director and can only be a member as long as they are a director. Members have voting rights at general meetings including the AGM.

### **Purpose of the BID Board**

5. The BID Board's purpose is to oversee the strategic direction of the BID; ensuring projects as outlined in the Business Plan are delivered within the approved and available budget to meet the needs of the City Centre and its BID levy paying businesses, and ensuring the BID performs its role effectively with financial accountability and is not compromised.
6. The Worcester BID Company Limited ("the Company") is established as a company limited by guarantee. As a "BID body" the Company receives the bulk of its income through its levy on business rate payers. These arrangements are governed by "The Business Improvement District (England) Regulations 2004" made pursuant to the Local Government and Housing Act 1989 and the Local Government Act 2003.
7. The BID's Business Plan is established by consultation with the business rate payers in the BID's area of Worcester City Centre and then approved by a ballot of those rate payers for a five-year period. In this context for the 2015 – 2020 Business Plan, provided that the BID is meeting its overall objectives, the BID Board has the ability to vary service delivery and expenditure allocation according to the changing demands of levy payers. However, any change to the BID boundary or to the levy rate proposals would require an alteration ballot.

### **8. Responsibilities of the BID Board / Directors**

- To provide good governance including adopting best practice for BIDs.

- To ensure the successful delivery of the approved BID Business Plan which is implemented by the BID's staff team led by the CEO, including regular monitoring and reporting to levy payers and voluntary contributors on progress.
- As part of the approved Business Plan, giving businesses a collective voice on key issues and the city's future.
- When appropriate to seek additional funding for the BID from those stakeholders outside the BID area but also those under the BID threshold within the BID area as well as voluntary contributions in excess of any existing BID levy.
- To have overall responsibility for the approval of the draft BID Business Plan, as developed by the BID's staff team, for the start of each five-year term including for directors to individually engage ambassadorially with businesses in the consultation and ballot processes.

### **Meeting arrangements and time commitments**

9. Directors usually meet not less than six times per annum throughout the year and usually during normal daytime working hours. It is expected that by committing to be a director, each person will endeavour, subject to annual holidays and illness, to attend every Board meeting in order to keep up to date with progress and enable key decisions to be made efficiently and promptly. Meetings are usually held on Tuesdays at 4pm to 6pm.

10. The Board has established three Committees (the Finance & Scrutiny Committee, the Remuneration Committee and, on a "task and finish basis", the Governance and Compliance Committee) to which directors are appointed. Additionally, the Board may form working groups on a "task and finish" basis to deal with particular aspects of its work. Such working groups may include people who are not directors. Committees and working groups meet at times established to be convenient to their members.

11. The Board will publish the attendance statistics of directors at Board and Committee meetings in the Company's annual report and accounts.

12. The Company's Articles of Association provide that a director's appointment can be terminated if "they cease to have an active role in the business of the company, as reasonably determined by the directors (excluding the director concerned)". In that regard the Board's expectation is that any director not attending 50% of Board meetings in any rolling twelve-month period, without good cause, will be considered to have ceased to have an active role in the business of the company.

13. Directors are encouraged to attend the "City Sessions" meetings run by the BID for levy paying businesses, particularly when relevant to their own business sector or location.

### **Accountability**

14. Worcester BID Company Limited is established as a company limited by guarantee. Its current constitution is set out in its Articles of Association as most recently amended in 2015. The roles and responsibilities of company directors are set out in out in Part 10 of the Companies Act 2006, particularly Chapter 1 (Appointment and removal of directors) and Chapter 2 (General duties of directors), which is available at <https://www.legislation.gov.uk/ukpga/2006/46/part/10> .

15. Within Chapter 2 of Part 10 of the Companies Act 2006 attention is drawn to the general duties of directors (set out in sections 171 to 177)

- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest

- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transaction or arrangement.

And that in the circumstances of Worcester BID, the effect of section 172 is to provide that the duty to promote the success of the company means that:

- A director of a company must act in the way s/he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members and beneficiaries (i.e. levy payers) as a whole, and in doing so have regard (amongst other matters) to—
  - (a) the likely consequences of any decision in the long term,
  - (b) the interests of the company's employees,
  - (c) the need to foster the company's business relationships with suppliers, customers and others,
  - (d) the impact of the company's operations on the community and the environment,
  - (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
  - (f) the need to act fairly as between members and/or beneficiaries of the company.
- The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

16. The Worcester BID upholds the “The 7 principles of public life” (often referred to as the Nolan Principles): <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

1. Selflessness
2. Integrity
3. Objectivity
4. Accountability
5. Openness
6. Honesty
7. Leadership

**17. The attributes of a BID Director are to be able to:**

- Act as an ambassador for the Company and the BID area at all times. During the five-yearly preparation, consultation and ballot process this will involve an additional call on all directors’ time.
- Bring a positive approach to Board meetings, valuing team working and able to communicate well with fellow directors.
- Read and understand complex subject matter.
- Able to comment incisively, constructively and courteously.
- Listen when there are opposing views of fellow Directors or BID levy payers or the public and being able to discuss matters and make decisions.
- When necessary, to make difficult decisions based on the evidence presented before them and be in a position to defend their actions when challenged by BID levy paying businesses, the public and the media.
- Accept collective responsibility when the Board has reached decisions.
- Attend mainly daytime but also evening meetings.
- Be contactable and be in a position to make decisions outside meetings as and when required.

While experience of working in partnership is desirable it is not essential as is a knowledge of Worcester’s BID area and the businesses and issues within it.

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Worcester BID Company Limited  
 Registered Office: 4 Copenhagen Street, Worcester, WR1 2EY.  
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